



# Transport Training Initiative TTI

Capacity Development in the Transport Sector for Developing Countries

## By-laws of the Transport Training Initiative TTI reg. Ass.

### Preamble

Constraints in human capacities are regarded as one of the main impediments in Developing Countries. Past failures observed in the transport sector can be often explained by inadequate or missing human capacities. The Transport Training Initiative (TTi) operates internationally to overcome these constraints and thus reduce poverty and contribute to a sustainable development.

### **§ 1 Name, Seat, Fiscal Year**

(1) The name of the association is

#### **Transport Training Initiative TTI**

(2) It is to be entered in the Register of Associations; on registration, it carries the suffix "reg. Ass."

(3) The association is located in Stuttgart, Germany.

(4) TTI was established on January 12, 2010

(5) TTI is political, ethnical and confessional neutral.

(6) The fiscal year is the calendar year.

(7) The association pursues exclusively and immediately non-profit purposes in accordance with the section on "tax-privileged purposes" in the German tax code.

### **§ 2 Purpose of the Association**

(1) The purpose of the association is to improve human capacities in the transport sector of Developing Countries.

(2) The goal is to train transport people in their motherland using national and international training institutes, teachers and appropriate curricula.

(3) The main focus of the training is on sustainable development in the transport sector.

(4) The purpose is realised in particular by the initiation of programs or projects focussing on the following topics:

- a) review and improvement of transport training curricula at training institutes in Developing Countries,
- b) implementation of training programs and modules on sustainable transport,
- c) development of standard training packages,
- d) assistance to exchange programs for lecturers and students,
- e) facilitation of internships and trainee programs,
- f) generation of training near the job or on the job, and
- g) initiation of targeted, problem-solving research programs for Developing Countries.

(5) Additional to the above, TTI conducts the following activities:

- a) international cooperation and networking with institutions and individuals,
- b) develop and disseminate information material that promote training on sustainable transport issues,
- c) lobby amongst donors and training institutes concepts that promote training on sustainable transport, and
- d) fund raising for the above activities.

(6) The concept of sustainable transport focuses on, but is not limited to the following issues:

- a) Improvement of economic and environmental efficiency of transport systems.
- b) Improvement in maintenance of existing transport infrastructures and vehicles.
- c) Measures to improve safety in transport.
- d) Promotion of environmentally friendly modes of transport, such as public, non-motorised and maritime transport.
- e) Conduct land use planning that reduces overall energy demand in transport.
- f) Reduction of poverty in Developing Countries through improved transportation.
- g) Promotion of inclusive transport systems that are accessible by the whole society, including the poor and vulnerable groups.

### **§ 3 Non-profit-making Character**

- (1) The association pursues exclusively and immediately non-profit purposes in the field of Development Cooperation according to German tax code AO §52, Abs 2, No 15.
- (2) The association operates on a charitable basis and does not primarily pursue any projects for financial gain.
- (3) The funds of the association may only be used for the purposes stipulated in the By-laws. The members do not receive any allowances from the funds of the association.

- (4) No person may benefit from expenditure that is outside the purpose of the association or by disproportionately high remunerations.
- (5) All voluntary members of the association may have their expenses reimbursed on proof.
- (6) In addition, the Board members may receive an appropriate remuneration that corresponds to the effort their office requires and is compatible with the non-profit purpose of the association. It is up to the General Meeting to decide the level of remuneration.
- (7) In the case of the association being dissolved or suspended or tax-privileged purposes being lapsed, the assets of the association go to a juristic person under public law or another tax-privileged corporation to be used to promote development cooperation.
- (8) In addition, in accordance with § 58 of the Tax Code, the association can partly offer its assets to another corporation that is also tax-privileged or a corporation under public law to be used for tax-privileged purposes.

#### **§ 4 Acquiring Membership**

- (1) Every natural juristic person with a full capacity to contract as well as all organisations, institutions and corporations under public law can become members of the association. A distinction is made between
  - a) regular
  - b) supporting and
  - c) honourable members.
- (2) The application for membership of the association is to be filed to the Board in writing. The application should also include a statement on whether admission is sought as a regular or a supporting member. The decision to admit any individual or corporate member rests with the Board.
- (3) Changing the type of membership can be applied for at the Board, and if it is approved, it comes into effect at the beginning of the calendar year following the confirming voting of the Board.

#### **§ 5 Terminating Membership**

- (1) Membership is terminated by:
  - a) death of the member,
  - b) voluntary resignation of membership,
  - c) deletion on the member list,
  - d) being expelled from the association,
  - e) dissolution of juristic persons and associations,
- (2) Voluntary resignation of membership is by a written statement to be submitted to the association. Three months notice is required and termination can only be effected at the end of a calendar year.

- (3) A member who has gravely contravened the interests of the association can be expelled from the association by way of a Board resolution. One important reason in accordance with this provision is being in arrears with fees and financial obligations for a period of twelve months and not paying the arrears within a period of 14 days after the second letter of reminder has been sent.

## **§ 6 Members' Rights, Membership Fees**

- (1) All members as stated in §4 (1) have the right to attend the General Meeting of the association, bring in motions and take the floor in debates.
- (2) Only regular members enjoy an active and passive right to vote when votes are taken. Each regular member has one vote. With written authority, each regular member can exercise the voting rights of up to three other regular members.
- (3) The members pay an annual membership fee, the level of which is set separately for regular and supporting members at the General Meeting. Honourable members are exempt from membership fees.
- (4) In the case of the membership fees for subscribing members being raised, these are entitled to a special right of notice of which can be made in writing to the Board within one month of the resolution on raising membership fees having been passed.
- (5) All regular members have the right to access the accounts of the organization

## **§ 7 Bodies of the Association**

The bodies of the association are

- a) the Board,
- b) the General Meeting.

## **§ 8 The Board**

- (1) The Board in accordance with § 26 BGB comprises the Chairperson, a deputy Chairperson, a Treasurer and the Executive Secretary, as given in § 14(2) and as many persons as appointed by the General Assembly.
- (2) The association is jointly represented in court and extra-judicially by the Chairperson or by two other members of the Board.
- (3) Vesting several functions in one Board member is not permissible.

## **§ 9 Election and Term of the Board**

- (1) The following members of the Board in accordance with § 8 Paragraph 1 are elected by the General Meeting: The Chairperson, the Deputy Chairperson and the Treasurer. They are nominated for a period of two years starting with the day of their being elected; however they remain in office until the new Board has been elected.
- (2) Each member of the Board is to be elected separately. Only regular members of the association may be elected.

- (3) If a member of the Board retires before expiration of his or her term, the Board elects a substitute member for the remaining term of the retired Board member.

### **§ 10 Responsibilities of the Board and Its Passing of Resolutions**

- (1) The Board is responsible for all matters concerning the association provided that they are not assigned to another body of the association by law or by these Bylaws. The Board shall specifically be responsible for the following tasks:
- a) preparing the General Meeting and fixing the agendas,
  - b) calling General Meetings,
  - c) implementing the resolutions of the General Meetings,
  - d) drawing up a budget for each fiscal year, accounting and compiling an annual report,
  - e) recruiting and terminating employment contracts,
  - f) passing resolutions on the admission and expulsion of members.
- (2) The Board generally passes its resolutions at Board meetings that are called at a week's notice with the agenda stated by the Chairperson or, if he or she is not available, by a deputy Chairperson in writing, by telephone or via electronic media
- (3) A quorum is attained if at least two of the Board's members, including the Chairperson or a deputy Chairperson, are present. In passing a resolution, a decision is determined by a simple majority of the valid votes cast. If there is a tie, the Chairperson's vote decides, and if he or she is absent, the votes of the deputy Chairpersons decide.
- (4) The Board meeting is chaired by the Chairperson or, in the case of his or her inability to attend, a deputy Chairperson. The resolutions of the Board are to be recorded and signed by the Chairperson of the meeting to provide proof. The minutes are to contain the place and time of the meeting, the names of the participants, the resolutions passed and the results of voting.
- (5) A resolution may also be passed outside Board meetings in writing via facsimile or electronic media if all Board members declare their approval of this procedure.

### **§ 11 The General Meeting**

- (1) Each regular member has a vote in the General Meeting. A member can in writing authorise another member to vote on his/her behalf. Such an authorisation is to be given separately for each General Meeting. However, a member may not cast more than three votes
- (2) The General Meeting is responsible for the following matters:
- a) electing and removing members of the Board,
  - b) approving the budget drawn up by the Board, accepting the Board's annual report, formally approving the Board's actions, and generally providing fiscal oversight over the organization
  - c) setting the level of the membership fees,

- d) passing resolutions on amendments of the By-laws and on the dissolution of the association,
  - e) passing resolutions on an appeal against a resolution on expulsion passed by the Board.
  - f) setting the policies and overall goals of the organization
  - g) electing a special person for special functions such as auditing the accounts of the association.
- (3) In matters falling under the responsibility of the Board, the General Meeting can make recommendations to the Board. On its part, the Board can consult the opinion of the General Meeting on matters pertaining to its scope of responsibility.

### **§ 12 Calling the General Meeting and Passing Resolutions at the General Meeting**

- (1) At least once a year, if preferably in the last quarter, a regular General Meeting should take place. It is called in writing and with reference to the agenda, observing one month's notice. The period of notice starts with the day following the dispatch of the invitation letter. The invitation letter is regarded as received by the member if it has been sent to the address the member has last notified the association of.
- (2) An extraordinary General Meeting is called if this is applied for in writing to the Board by at least a third of the members citing reasons for convening the meeting. In addition, the Board can call an extraordinary General Meeting at any time should the interests of the association require this. The provisions on the regular General Meeting apply accordingly.
- (3) The General Meeting is chaired by the Board Chairperson or the Deputy Chairperson or another Board Member. If no Board Member is present, the members, of the General Meeting elect an acting Chairperson. . In elections, the chair can be transferred to an election committee for the duration of the ballot and the discussion preceding it.
- (4) The Chairperson of the meeting determines who keeps the minutes. A non-member may also be appointed.
- (5) The Chairperson of the meeting determines the type of voting. Voting has to be by written and/or secret ballot if a third of the members entitled to vote who are present at the voting apply for this.
- (6) The General Meeting is not open to the public. The head of the meeting can by invitation admit guests. The General Meeting decides on whether the press, radio and television will be admitted.
- (7) The General Meeting has a quorum with the members attending it.
- (8) The General Meeting usually passes resolutions with a simple majority of the valid votes cast; abstention is therefore irrelevant. However, a two-thirds majority is required for an amendment of the By-laws and the dissolution of the association. The following applies to elections: if none of the candidates has received the majority of the votes cast in the first ballot, a decisive ballot is held between the two candidates who have received the largest number of votes. The candidate who scores the highest number of votes is elected.

- (9) Minutes are to be kept on the resolutions of the General Meeting that are to be signed by the respective head of the meeting and the person keeping the minutes. They are to contain the following details: place and date of the meeting, who the head of the meeting and the person keeping the minutes are, the number and names of the members attending the meeting, the agenda, the individual ballot results and the type of voting. If the By-laws are amended, this should be stated verbatim.

### **§ 13 Virtual Meetings**

- (1) Board meetings and General Meetings can also be held as online meetings using suitable means of communication, especially in the shape of electronic forums in the Internet. Each member is given a user's name and a password for this purpose with which he or she obtains access to the forum.
- (2) The technical realisation of the electronic forum has to ensure that each participant can take note of the contributions by the other participants.
- (3) The voting procedure is that the Chairperson of the meeting first of all requests the participants to cast their vote on the presentation of the motion for the resolution and that they are subsequently given the opportunity to cast their votes via an electronic form to be released by the head of the meeting. It has to be ensured technically that each participant can only cast his vote unambiguously and once per motion for a resolution. The end of the ballot has to be indicated two minutes in advance at the latest.
- (4) An electronic recording of the forum is to be made that acts as the minutes of the meeting. The recording is to be printed when the meeting is over to serve as evidence and are to be signed by the head of the meeting.

### **§ 14 TTi Secretariat and Steering Committee**

- (1) The responsibility for the management of the association lies within the Board. For this purpose, the Board may set up a TTi Secretariat.
- (2) The Board appoints an Executive Secretary who directs and administrates the TTi Secretariat. The Executive Secretary is 'ex officio' a member of the Board. To support his work, other secretariat staff may be recruited.
- (3) For the TTi Secretariat a business plan has to be developed.
- (4) The Board may appoint the members of a Steering Committee, which has an advisory function with regard to
- a) selection, content and design of TTi projects,
  - b) project appraisal according to the scientific state of the art,
  - c) possible cooperating partners, and
  - d) possible sources of funding.

### **§ 15 Powers the Board has to Amend the By-laws**

The Board is empowered to make any amendments that may be required, for example, by the register of associations to establish eligibility for registration in the register of associations or by the tax office responsible for the association to attain or maintain worthiness of promotion in accordance with the section on “tax-privileged purposes” of the Tax Code.

