



Constitution of the International Road Transport Union (IRU)

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Rules of Procedure of the
International Road Transport Union (IRU)

Adopted by the
IRU General Assembly
in Geneva on 5 November 2021

CONSTITUTION
OF THE INTERNATIONAL ROAD TRANSPORT UNION (IRU)
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I. Denomination - Objective - Seat

ARTICLE 1

Under the name of Union Internationale des Transports Routiers (IRU) (International Road Transport Union (IRU)), an association with legal status has been established, for an unlimited period, under section 60 and the following sections of the Swiss Civil Code, grouping within it, at the world level, organisations and undertakings concerned with road transport for hire and reward and on own account.

ART. 2

The objective of the IRU shall be to contribute, in the interest of society as a whole, to the development and prosperity, in all countries, of domestic and international road transport and to safeguard the role of road transport for hire and reward and on own account.

The IRU, in cooperation and with the support of its Members, shall, in particular:

- a) study and solve or contribute to solving any problem pertaining directly or indirectly to road transport;
- b) promote the training and professional competence of transport operators and drivers and reinforce the quality of services offered by the industry;
- c) work towards the facilitation of road transport, in particular through the unification and simplification of regulations and practices relating to domestic and international road traffic, customs formalities, transport contracts, road safety, etc.;
- d) promote the economic, social and environmental objectives of sustainable development within the road transport industry by improving productivity, road safety, energy savings and the protection of the environment.
- e) oppose any measure jeopardising freedom of choice of transport mode and equality of treatment of all types and modes of transport or discriminating against road transport;
- f) make the necessary efforts, and take the necessary actions, in coordination with its Members, at the national and international levels, with a view to ensuring the harmonious development of road transport and to improving its image;
- g) represent the road transport industry to the public authorities and bodies or institutions, whether public or private, and the media, whether national or international;
- h) promote co-operation and complementarity with the other modes of transport;
- i) draw up, accordingly, any working programme, adopt or recommend any measure, take any steps using the appropriate means, in cooperation with its Members and all the partners of the road transport industry, to attain its statutory objectives.

Any intervention by the IRU at the national level must be carried out jointly with the IRU Active Member(s) from the country concerned.

The IRU is a non-profitmaking association.

ART. 3

The seat of the IRU is in Geneva.

II. IRU Membership

ART. 4

Active Membership

Active Membership shall be open to:

- a) national organisations which are non-profitmaking and which are representative of each sector of road transport activity: professional transport of passengers, transport of goods for hire and reward and transport of goods on own account;
- b) national organisations, which are non-profitmaking, and which represent the main categories within the sectors of road transport activity.

ART. 5

Associate Membership

Associate Membership shall be open to:

- a) national and international non-profitmaking organisations, participating directly or indirectly in road transport activities;
- b) national and international companies and other profit-making enterprises, participating directly or indirectly in road transport activities.

ART. 6

Admission to Membership

Any application for Membership of the IRU under Articles 4 and 5 shall be submitted in writing. The application shall be referred to the IRU Presidential Executive, which shall be entitled to seek additional information from reliable sources and in particular from the Active Members in the country concerned.

The details and the criteria concerning admission are laid down in the IRU Rules of Procedure.

All applications for Membership shall be examined by the IRU Presidential Executive which shall decide on it without having to justify its decision to the applicant. There is no possibility of appeal to the Presidential Executive.

Where one or more national organisation(s) of a country is/are already (a) Member(s) of an IRU Transport Council, the applicant for admission to this Council must, to strengthen the unity of the industry, undertake, beforehand, to respect and promote IRU policy at national and international levels and to present a united front, with the existing IRU Members in its country. Furthermore, the applicant for admission shall be required to obtain the prior agreement of the above-mentioned Member(s), on the distribution of votes as indicated in Article 15.

If an application for admission is not approved by the existing IRU Member(s) from the applicant's country on the corresponding IRU Transport Council, or if no agreement can be found with regard to the distribution of votes, the IRU Presidential Executive shall submit the application to the IRU General Assembly for decision.

Any applicant admitted to IRU Membership must pay an admission fee determined by the IRU Presidential Executive.

The admission or non-admission of an applicant by the IRU Presidential Executive shall be notified to it, in writing, by the IRU Secretary General.

ART. 7

Rights and Duties of Membership

1. Rights and duties of Active Members

It shall be the right and the obligation of every Active Member:

- a) to participate actively in the work of the IRU General Assembly, the IRU Transport Councils and, where appropriate, of the Liaison Committees, by means of a competent delegation led or duly mandated by its President and/or its Secretary General;
- b) and to appoint, from amongst its leading figures, competent persons duly mandated to represent it in the IRU Bodies, Task Forces, Commissions and Working Parties, empowered to take the necessary IRU decisions and to commit the IRU Members to implementing them, ensuring continuity in their participation;
- c) to appoint, from amongst its leading figures, candidates for the IRU Presidential Executive, the Presidency and Vice-Presidency of the IRU Transport Councils, the IRU Liaison Committees, where appropriate, the Task Forces, the Commissions and Working Parties, committing themselves to providing such persons, in the event of their election, with all the necessary resources to enable them to accomplish their tasks in the IRU.

2. Rights and duties of Associate Members:

It shall be the right and the obligation of every Associate Member:

- a) to take part only in IRU General Assemblies, IRU Congresses and IRU conferences;
- b) to be allowed, by decision of the IRU Presidential Executive, under certain conditions, to participate in the work of the Liaison Committees and of certain Working Parties and Commissions with the right to make proposals.

Associate Members do not have the right to stand for office and do not have any voting rights.

3. Rights and duties of Active and Associate Members

It shall be the right and obligation of every Active and Associate Member:

- a) to comply with the provisions of the IRU Constitution and Rules of Procedure, as well as with the rules in force in the IRU;
- b) to attain the objectives of the IRU by implementing, without delay, any decision or recommendation made by the IRU;
- c) to make all necessary representations to the competent national authorities, their members and the media, to make known, promote and implement the decisions, actions and recommendations adopted by the IRU, and to ensure their follow-up;
- d) to participate in and reply by the deadline to surveys conducted by the IRU Secretariat General, to transmit the results of the representations at the national level in the promotion of IRU decisions, actions and recommendations and also to communicate to the IRU Secretariat General any information which may be of interest to the Members of the IRU, in particular on the changes to national or international regulations concerning the transport of passengers and goods by road, which are being prepared or are in force.

The duties of IRU Members mentioned in paragraphs 3b) and 3c) above shall not apply in cases where the measures referred to in the aforementioned paragraphs are:

- contrary to the legislation of the country in question;

- not applicable to the Member in question;
- contrary to policy objectives adopted by the Member.

In these cases, the Member shall be required to inform the IRU Presidential Executive.

ART. 8

Withdrawal of a Member and its Representative(s)

- a) Any Member may withdraw from the IRU, provided that such withdrawal is notified in writing to the IRU Secretariat General with at least three months' notice.

As from the notification of the withdrawal, the IRU shall suspend its relations with the Member and its representative(s). The Member and its representatives shall cease thereupon to take part in IRU meetings and to exercise their voting rights and functions within the IRU.

In the event of withdrawal, the subscription for the current year shall remain payable to the IRU.

- b) The right to take part in any IRU activity or hold any IRU office shall cease immediately if the person is no longer mandated by the Member in question.

ART. 9

Exclusion from Membership

A Member may be excluded from the IRU if it no longer fulfils the requirements set out in the IRU Constitution and Rules of Procedure.

Where, after a reminder, a Member fails to pay its subscription in full within two months after the date on which it is due, as indicated on the invoice, the IRU Presidential Executive may also exclude the Member.

A Member which enters into liquidation will automatically cease to be a Member of the IRU, and its representatives' mandate will expire.

The decision to exclude a Member shall lie exclusively with the IRU Presidential Executive. The IRU Presidential Executive shall not be required to justify its decision. No right of appeal is possible to the IRU Presidential Executive.

In the event of exclusion, the subscription for the current year shall remain payable to the IRU.

The decision to exclude shall be notified by the IRU Secretary General in writing.

III. IRU Bodies

ART. 10

The Bodies of the IRU are:

- a) the IRU General Assembly
- b) the IRU Passenger Transport Council
- c) the IRU Goods Transport Council
- d) the IRU Presidential Executive

assisted by :

- the IRU Audit Committee
- the IRU Task Forces, Commissions and Working Parties

- the IRU Regional Committees and Liaison Committees.

The IRU Secretariat General is the administrative body of the IRU.

The IRU General Assembly

ART. 11

Composition and Authority

The IRU General Assembly is composed of Active Members of the IRU, divided into two IRU Transport Councils, according to the provisions of Article 15, and Associate Members of the IRU.

The IRU General Assembly is vested with supreme authority and has the right to give directions to the Presidential Executive and to all other IRU bodies.

ART. 12

Functions

The functions of the IRU General Assembly shall be:

- a) to define and attain the IRU transport policy objectives laid down in Article 2;
- b) to discuss and make known the views of the IRU on all questions related to the above-mentioned policy objectives or which are submitted to it by the IRU Presidential Executive;
- c) to hold, every three years, statutory elections:
 - of the IRU President, nominated by the IRU Presidential Executive,
 - of the members of the IRU Presidential Executive, nominated respectively by the IRU Transport Councils and the IRU Presidential Executive,
- d) to appoint the IRU Secretary General on the proposal of the IRU Presidential Executive.
- e) to appoint an independent auditing body on the proposal of the IRU Presidential Executive;
- f) to amend the Constitution and the IRU Rules of Procedure, and to decide, as necessary, on the dissolution of the IRU;
- g) to approve the annual report of the IRU Presidential Executive on the state of the Organisation and its financial position, as well as on the administration of the IRU, to approve its balance sheet and to adopt its annual budget.
- h) to consider any appeal from a Member excluded other than on the grounds of liquidation or non-payment of its subscription to the IRU, providing that such an appeal is lodged with the IRU Secretariat General within 7 days of the notification of the decision by the Presidential Executive to exclude it.

The terms of office of the individuals elected at the IRU statutory elections shall commence on 1 January following the election and expire on 31 December, three years later. If the elections cannot, for exceptional reasons, take place prior to 31 December, in such case, the term of office shall expire the last day of the month during which such statutory elections effectively took place.

ART. 13

Voting

In the IRU General Assembly, each Active Member has at its disposal the number of votes attributed to it according to Article 15, whatever the number of delegates present.

Except as provided for in Article 12 f) of the IRU Constitution, for which voting is always by secret ballot, decisions by the IRU General Assembly shall be taken by a show of hands or electronic vote and by a majority of Active Members present, whether physically, virtually or hybrid, irrespective of the number of votes attributed to them. However, at the prior request of at least five Active Members, voting on the decisions submitted to the General Assembly shall take place by secret ballot. In the event of a secret ballot, the decision shall be taken by a majority of votes of the Active Members taking part in the vote, whether physically, virtually or hybrid. Vote by secret ballot may be done by electronic vote.

In the framework of the functions defined in Article 12 a) and b), voting by correspondence is permitted in respect of written proposals transmitted to it by the IRU President or Secretary General. For the other functions defined in article 12, neither voting by correspondence nor voting by proxy is permitted.

ART. 14

Meetings

- a) The IRU General Assembly shall meet at least once each year. The IRU General Assembly, during which the financial statements are to be approved shall be convened before 30 June. The date and place of the meetings shall be determined by the IRU President after consulting the IRU Presidential Executive.
- b) An IRU General Assembly may also meet within six weeks of receipt by the IRU Secretary General of a request, in writing and duly signed by Active Members representing not less than 20% of the votes of the Members of the IRU.

The IRU General Assembly may be convened physically, virtually or hybrid.

The IRU General Assembly may meet in any one of the countries represented in the IRU.

The notice and agenda of the IRU General Assembly shall be communicated by the IRU Secretary General in writing at least 30 days before the date of the meeting, to all the Members of the IRU General Assembly. The agenda shall be drawn up by the Secretary General with the agreement of the IRU President.

The IRU President shall chair, de jure, the IRU General Assembly. In his absence, the provisions of Article 26, last paragraph, shall be applicable.

IRU Transport Councils

ART. 15

Composition

The IRU shall consist of two IRU Transport Councils:

- the IRU Passenger Transport Council, constituted by Active Members representing the professional transport of passengers by road, including taxis and hire-cars with driver;
 - the IRU Goods Transport Council, constituted by Active Members representing the transport of goods by road for hire and reward and for own account.
- a) Each national organisation admitted as an Active Member of the IRU by virtue of Article 4(a) or 4(b) shall be a Member of the IRU Transport Council into which it has been admitted.
 - b) Each national organisation admitted by virtue of Article 4(a) is represented within the IRU Transport Council of which it is a Member by not more than eight delegates. This delegation has eight votes, irrespective of the number of delegates present.

When several national organisations from the same country are admitted, by virtue of Article 4(a), as Active Members of the same IRU Transport Council, the IRU Presidential Executive shall decide, after consulting the organisations concerned, on the distribution among them of the eight seats and of the eight votes.

- c) Each national organisation admitted as an Active Member of the IRU by virtue of Article 4(b), is represented within the IRU Transport Council of which it is a Member, by a single delegate and has the right to one vote.

ART. 16

Functions

The functions of the IRU Transport Councils shall be:

- a) to define and attain the IRU transport policy objectives laid down in Article 2, within the domain of the IRU Transport Council concerned;
- b) to discuss and make known the views of the IRU on all questions related to the above-mentioned policy objectives or which are submitted to it by the IRU Presidential Executive. The IRU Presidential Executive may nevertheless decide that a particular issue can only be resolved by the IRU General Assembly;
- c) to undertake:
- the statutory elections of the President and Vice-President(s) of the respective IRU Transport Councils;
 - the nomination of their respective candidates for election to the IRU Presidential Executive by the IRU General Assembly.

ART. 17

A. Election of the President and of the Vice-President(s) of the IRU Transport Councils

Each IRU Transport Council shall elect, for a three-year term, from amongst its Members, its President and one or two Vice-Presidents.

All nominations for the posts of President and of Vice-President or Vice-Presidents must be addressed to the IRU Secretary General 60 days prior to the elections, and be annexed to the agenda of the meeting, except in imperative and exceptional cases approved by the Transport Council concerned.

- a) In electing the President, the Vice-President or Vice-Presidents of each IRU Transport Council, regard shall be paid to the countries of origin of the Members represented within it, so as to ensure as fair a distribution as possible.
- b) The President shall be elected first. The nominee who complies with the conditions of the Constitution and who secures the largest number of votes cast by the Members present shall be elected.

The IRU Transport Council President is de jure a member of the IRU Presidential Executive and a Vice-President of the IRU.

- c) The Vice-President or Vice-Presidents shall then be elected. The nominees who comply with the conditions of the Constitution and who secure the largest number of votes cast by the Members present shall be elected.
- d) The term of office of the President and Vice-President(s) may be renewed once, except in imperative and exceptional cases.
- e) As far as possible, at least half of the candidates must hold active directorial or managerial posts in an undertaking operating road transport services for hire and reward or for own-

account. The other candidates may occupy active directorial or managerial functions in IRU Active Member organisations.

B. Appointment by the IRU Transport Councils of candidates to the IRU Presidential Executive

Each IRU Transport Council shall appoint from amongst its Members, its candidates for the IRU Presidential Executive.

All nominations for membership of the IRU Presidential Executive imply that the IRU Member nominating its candidate is ready to provide him with the resources needed to carry out his task. All nominations must be addressed to the IRU Secretary General 60 days prior to the election and be annexed to the agenda of the meeting.

- a) When electing candidates for the IRU Presidential Executive, regard shall be paid to the countries of origin of the Members represented within it, so as to ensure as fair a distribution as possible.

Except in imperative and exceptional cases, the members of the IRU Presidential Executive from the IRU Goods Transport Council shall comprise:

- at least two members representing IRU hire-and-reward transport Members, and
- at least two members representing IRU own-account transport Members.

- b) As far as possible, at least half the candidates for the IRU Presidential Executive must hold active directorial or managerial posts in an undertaking operating road transport services for hire and reward or for own account. The other candidates may occupy active directorial or managerial functions in IRU Active Member organisations.

- c) The two candidates from the IRU Passenger Transport Council and the five candidates from the IRU Goods Transport Council who comply with the conditions of the Constitution and who secure the largest number of votes cast by the Members present shall be designated as nominees for the IRU Presidential Executive. The nominations shall subsequently be transmitted to the IRU General Assembly for the election of the members of the IRU Presidential Executive.

ART. 18

Voting

In the IRU Transport Councils, each Active Member has, at its disposal, the number of votes attributed to it according to Article 15, whatever the number of delegates present.

Decisions by the IRU Transport Councils shall be taken by a show of hands or electronic vote and by a majority of Active Members present, whether physically, virtually or hybrid, irrespective of the number of votes attributed to them. However, at the prior request of at least five Active Members, voting on the decisions submitted to the Transport Council shall take place by secret ballot. In the event of a secret ballot, the decision shall be taken by a majority of votes of the Active Members taking part in the vote.

In the framework of the functions defined in Article 16 a) and b), voting by correspondence is permitted in respect of written proposals transmitted to it by their respective President or the IRU Secretary General. For the functions defined in article 16 c), neither voting by correspondence nor voting by proxy is permitted.

Any decision taken by the IRU Transport Councils shall be immediately transmitted to the IRU Presidential Executive.

ART. 19

Meetings

- a) The IRU Transport Councils shall meet, physically, virtually or hybrid, and either separately or jointly whenever necessary, on the date and at the place determined by their respective President or at the request of the IRU Presidential Executive.
- b) An IRU Transport Council may also meet within six weeks of receipt, by the IRU Secretary General, of a request in writing and duly signed by Active Members representing not less than 20% of the votes of the IRU Transport Council concerned.

Each IRU Transport Council may meet in any one of the countries represented in it.

The notice and agenda of meetings of the IRU Transport Councils shall be sent by the IRU Secretary General in writing at least 30 days prior to the date of the meeting, to all the Members of the IRU Transport Council concerned. This period may, in urgent cases, be reduced to 8 days with the assent of the President of the IRU Transport Council concerned. The agenda shall be established by the IRU Secretary General, with the agreement of the President of the IRU Transport Council concerned.

Each IRU Transport Council meeting shall be chaired by its President or, in his absence, by its Vice-President who is the longest standing and, subsidiarily, the eldest.

IRU Presidential Executive

ART. 20

Composition

The IRU Presidential Executive is composed of the IRU President, who chairs it, and of 9 members (3 members representing the IRU Passenger Transport Council and 6 members representing the IRU Goods Transport Council, including the IRU Transport Council Presidents). The Presidents of the IRU Transport Councils are de jure members of the IRU Presidential Executive and Vice-Presidents of the IRU.

For imperative and exceptional reasons, to take into account the interests of the IRU, the IRU Presidential Executive may appoint, up to the next statutory elections, a maximum of two members of the IRU Presidential Executive - in addition to the 9 persons mentioned above - and must submit their nomination for ratification by the IRU General Assembly when it next meets.

They shall be appointed by the IRU Presidential Executive from amongst those persons able to make a significant contribution to the IRU, without taking into account the proportions as between the IRU Transport Councils.

ART. 21

Functions

The IRU Presidential Executive is the executive body of the IRU General Assembly.

- a) It shall be responsible for directing the affairs of the IRU according to the IRU Constitution and the Rules of Procedure and for carrying out all decisions taken by the IRU General Assembly. It shall assist the IRU General Assembly in defining and achieving the transport policy objectives laid down in Article 2. It shall receive and deal with the decisions taken by the IRU Transport Councils, as well as the reports on the activity of the IRU Regional Committees and Liaison Committees.
- b) It shall decide on the creation of Regional Committees and Liaison Committees, enabling the IRU to fulfil its role in all regions of the world. In addition, it shall decide on the creation of IRU

Task Forces, Commissions and Working Parties. In all cases, the Presidential Executive shall define their mission and supervise their activities. It shall, as appropriate, submit reports on their activity to the IRU Transport Councils or the General Assembly.

- c) It shall direct the work of the IRU Secretary General and the general administration of the IRU according to the decisions of the IRU General Assembly. It is responsible for the financial administration of the IRU. Its instructions are binding on the IRU Secretary General.
- d) It may decide to develop - and to have the Members of the IRU and their affiliates benefit from - activities making it possible to improve the quality, training, safety, image of the industry and the services offered by road transport operators.
- e) It may invite the President of an IRU Commission, Working Party, Regional Committee, Liaison Committee or any other person engaged in special work for the IRU, to attend its meetings if it considers such attendance necessary.
- f) It may appoint, for whatever period it may so determine, an Advisory Committee, composed of one or more high-level persons, able to contribute to the pursuit of the objectives of the IRU, as a function of their experience and competence.
- g) It shall establish all IRU Regulations and Directives necessary for the safe and efficient functioning of the services and the sound management of the IRU and ensure their implementation.
- h) It shall admit new Members and pronounce on exclusions.
- i) It may propose to the IRU General Assembly the amendment of the IRU Constitution and Rules of Procedure.
- j) It shall take all decisions and undertake the tasks laid down in the IRU Constitution, which are not already statutorily attributed to the IRU General Assembly, the IRU Transport Councils or the IRU Secretary General.

ART. 22

Election of the members of the IRU Presidential Executive

The nominations for the IRU Presidential Executive, appointed by the IRU Transport Councils and by the IRU Presidential Executive must be submitted for ratification to the IRU General Assembly, which shall undertake the vote according to the provisions of Article 13.

The acceptance by the candidate of such nomination implies his agreement to devote to the IRU all the time needed to accomplish in full the duties of Member of the Presidential Executive, as defined in the IRU Constitution.

The IRU Transport Council Presidents are de jure - without ratification by the IRU General Assembly - members of the IRU Presidential Executive and IRU Vice-Presidents.

The members of the IRU Presidential Executive shall be elected for a term of three years. This mandate may be renewed once, except in imperative and exceptional cases.

In case of permanent disablement on the part of a member of the IRU Presidential Executive to carry out his duties, the IRU Presidential Executive shall provide for his replacement until the expiry of his mandate, according to the provisions of the IRU Constitution and the Rules of Procedure.

ART. 23

Election of the IRU President

The IRU President shall be elected for a term of three years. The term of office of the President may only be renewed once, except in imperative and exceptional cases.

A candidate for the function of IRU President must agree beforehand, in writing, to devote to the

IRU all the time needed to accomplish in full the President's duties, as defined in the IRU Constitution.

The IRU President shall be elected by the IRU General Assembly, on the proposal of the outgoing IRU Presidential Executive, which shall choose a candidate from amongst its members, taking into account the interest of the IRU.

The IRU General Assembly shall elect the IRU President according to the provisions of Article 13.

If the majority of the votes of the IRU General Assembly, foreseen in Article 13, is not obtained, the outgoing IRU Presidential Executive shall nominate another candidate.

ART. 24

Voting

In the IRU Presidential Executive, decisions shall be taken by a show of hands or electronic vote and by a majority of the members present, whether physically, virtually or hybrid. However, in order that a decision be validly taken, the attendance, whether physically, virtually or hybrid, of at least five members is necessary.

In case of equality of votes, the IRU President shall have a casting vote.

In the framework of its functions, defined in Article 21 and except as provided for in Articles 22 and 23 of the IRU Constitution and of Article V of the Rules of Procedure, voting by correspondence is permitted in respect of written proposals transmitted to it by the IRU President or Secretary General. No other voting by correspondence or by proxy is permitted.

ART. 25

Meetings

The IRU Presidential Executive shall meet whenever necessary at the request of its President or of at least five of its members. The notice of meeting and the agenda of the IRU Presidential Executive shall be communicated, in writing, to all its members by the IRU Secretary General, at least 30 days before the date of the meeting. In exceptional cases, and at the written request of at least five of its members, this prior notice may be disregarded. The agenda shall be established by the Secretary General with the agreement of the IRU President.

The Members of the IRU Presidential Executive shall be bound to the rules of confidentiality in fulfilling their terms of office.

ART. 26

The IRU President

Subject to such powers as he may delegate to other members of the IRU Presidential Executive and to the IRU Secretary General, the IRU President shall represent the IRU in regard to all third parties and in all civil acts.

The President of the IRU shall serve as President of the IRU General Assembly and of the IRU Presidential Executive.

He may not assume these functions at the same time as that of President of an IRU Transport Council.

The IRU President shall have the right to attend all IRU meetings.

The retiring President of the IRU is entitled to attend every meeting of the IRU Presidential Executive during the first term of office of his successor, without voting rights.

In case of permanent disablement on the part of the IRU President to carry out his duties, the IRU

General Assembly shall provide for his replacement until the expiry of his mandate, according to the provisions of Article 23. In the meantime, his functions shall be entrusted, by the IRU Presidential Executive, to the Vice-President who is the longest standing and subsidiarily, the eldest.

IRU Audit Committee

ART. 27

Composition

The IRU Audit Committee is an advisory body emanating from the IRU Presidential Executive.

The Audit Committee is composed of three to five members appointed by the IRU Presidential Executive. Individuals are composed of members of the IRU Presidential Executive and at least one external independent person. The President of the IRU Audit Committee shall be an external, independent person, appointed by the Presidential Executive.

The term of office of the Audit Committee persons is aligned with the IRU Presidential Executive mandate(s).

The Audit Committee Charter shall include provisions on its proper functioning.

When so required by the IRU President, the President of the Audit Committee shall attend the meetings of the IRU Presidential Executive and IRU General Assemblies without voting rights.

ART. 28

Functions

The IRU Audit Committee is an advisory body to the Presidential Executive and assists it in fulfilling its oversight responsibilities for the following:

- a) Annual audit plan;
- b) Risk management processes;
- c) Internal control systems (ICS);
- d) Fraud management;
- e) Internal audit activity and the activity of other assurance providers;
- f) Overseeing the work of the Internal Audit Director;
- g) IRU's processes for monitoring compliance with laws and regulations;
- h) IRU's values and ethics (code of conduct).

IRU Task Forces, Commissions and Working Parties

ART. 29

Creation

The IRU Presidential Executive, after consulting the IRU General Assembly or the IRU Transport Councils, within their own spheres of competence, as well as at the proposal of the IRU Secretary General, may decide to set up IRU Task Forces, Commissions or Working Parties and define their mission.

In order to maintain a forum on own-account goods transport within the IRU, IRU Active Members representing own-account goods transport shall have the right to establish a corresponding Task

Force, and the IRU shall express the views of this IRU Task Force consistent with the objectives laid down in Article 2 of the IRU Constitution.

Each Member of the IRU shall appoint its representatives in a spirit of continuity, to the IRU Task Forces, Commissions and Working Parties respectively, for the duration of the work of the Task Force or for a period of three years.

The mandate of each delegate ceases in the event of his resignation, at the request of the Member of the IRU which designated him or at the request of the IRU Presidential Executive.

Each IRU Task Force, Commission or Working Party shall appoint a President and, if necessary, one or two Vice-Presidents from amongst its members.

Except in imperative and exceptional cases, the President of an IRU Task Force, Commission or Working Party may not simultaneously assume two mandates as President within the IRU.

The term of office of such a President or Vice-President is three years and is renewable.

ART. 30

Functions

The IRU Task Forces, Commissions and Working Parties shall formulate draft standpoints, containing suggestions, wishes and recommendations. They shall also serve as research, advisory and informatory bodies. With the agreement of the IRU Secretary General, they may seek the services of outside personalities for their competence.

Their working programme shall be periodically submitted, for approval, to the IRU Presidential Executive. They shall keep the IRU Presidential Executive continuously abreast of their activities.

ART. 31

Voting

Each Active Member has the right to one vote.

Decisions shall be taken by a show of hands or electronic vote and by a majority of the Members present, whether physically, virtually or hybrid.

ART. 32

Meetings

The notice and agenda of the meetings of the IRU Task Forces, Commissions and Working Parties shall be established by the IRU Secretary General with the agreement of their respective President. These meetings shall be convened either physically, virtually or hybrid.

IRU Regional Committees and Liaison Committees

ART. 33

The IRU Presidential Executive may decide to set up :

1. Regional Committees grouping together IRU Members from countries in a given region.

The composition, the functions, the operational rules, and the rules of procedure of each Regional Committee shall be defined by the IRU Presidential Executive.

2. Liaison Committees to international governmental organisations, emanating from the IRU Transport Councils and grouping together IRU Active Members from countries belonging to such

organisations.

The Liaison Committees shall act within the framework of and according to the IRU orientations in the matters of transport policy and shall keep the IRU Presidential Executive continuously abreast of their activities.

Each Liaison Committee shall elect, from amongst its members, a President and one or two Vice-President(s).

Except in imperative and exceptional cases, the President of an IRU Liaison Committee may not simultaneously assume two mandates as President within the IRU.

The term of office of the President and of the Vice-Presidents shall be three years, renewable once, except in imperative and exceptional cases. The term of office shall start on 1 January immediately following the IRU General Assembly. If the IRU General Assembly does not take place prior to that date, the term of office is automatically extended until the last day of the month during which the IRU General Assembly effectively takes place.

Each Liaison Committee may establish ad hoc working parties, which submit their opinion to the Committee.

After consultation of the IRU Presidential Executive, the IRU President may decide, as a function of the needs of the IRU Liaison Committees, to set up an IRU Permanent Delegation.

The personnel of the IRU Permanent Delegation form part of the personnel of the IRU Secretariat General.

The place of work of the personnel of the IRU Permanent Delegation shall be on the premises of the Permanent Delegation.

The IRU Presidential Executive shall define the rules of procedure of the IRU Liaison Committees.

IRU Secretariat General

ART. 34

The IRU Secretariat General comprises a Secretary General and the personnel which the IRU may require.

The IRU Secretary General, appointed by the IRU General Assembly on the proposal of the IRU Presidential Executive, shall act in this capacity in all acts of civil life and at all IRU meetings.

The IRU Secretary General shall carry out the following duties:

1. He shall implement the IRU working programme according to the general policy adopted by the IRU and shall apply and make known the policy decisions taken by the IRU bodies.
2. He shall act according to the instructions given by the IRU President.
3. He shall perform all administrative tasks. He shall recruit, allocate functions, direct and manage the IRU personnel and shall be responsible for the efficient working of the Secretariat General.
4. He shall prepare and dispatch the notices and agendas of meetings of the IRU Presidential Executive, the IRU Transport Councils, of IRU General Assemblies and of the other IRU meetings, with the agreement of their respective Presidents. He shall establish the relevant reports and ensure the follow-up to decisions. He shall assist the IRU President at the meetings of the IRU Presidential Executive and at the IRU General Assemblies.
5. He shall assist the IRU Presidential Executive and the IRU bodies in preparing general policy and in conserving the unity of the IRU. He shall liaise between the various IRU bodies and he shall co-ordinate their work. He shall have the right to attend all IRU meetings.
6. He shall act as IRU representative in the framework of his activities. He shall establish relations

with both international and national organisations.

7. He shall have charge of the budget and of the management of the funds entrusted to him.

The headquarters of the Secretariat General shall be the seat of the IRU.

IV. Finance

ART. 35

Resources

The financial resources of the IRU shall accrue from:

- a) admission fees paid by new Members;
- b) Members' annual subscriptions;
- c) subsidies, gifts, charges and professional fees;
- d) income, property and securities of the IRU.

The financial resources of the IRU shall be used:

- a) to meet the expenses of the IRU;
- b) for the constitution of reserves, if so decided by the competent bodies of the IRU.

Financial Year

The IRU financial year shall begin on 1 January and end on 31 December of the same year. The IRU Secretary General shall draw up a balance sheet at the end of each financial year and make a detailed report on the financial situation of the IRU. He shall submit them for audit, with the accounts and supporting evidence, to an independent auditing body, appointed by the IRU General Assembly, which shall make a report. The balance sheet and report shall be presented for approval to the IRU Presidential Executive and then to the IRU General Assembly, no later than 6 months after the end of the financial year to which they refer.

Financial Commitments

The assets of the IRU shall be available to meet IRU liabilities to the exclusion of any personal liability of its members.

The IRU may not enter into any financial commitments exceeding its assets.

ART. 36

Admission fee and subscription

The IRU Presidential Executive shall establish IRU Regulations on Subscriptions, setting out the admission fee for new Members of the IRU, the amount of the subscription due from IRU Members and the rules for their collection.

ART. 37

Finance Commission

The IRU Presidential Executive shall appoint the President and the members of the IRU Finance Commission. The Finance Commission must be composed equitably of a total of between three and five representatives emanating from the two IRU Transport Councils and shall meet physically, virtually or hybrid.

When so required by the IRU President, the President of the Finance Commission shall attend the meetings of the IRU Presidential Executive and IRU General Assemblies without voting rights.

The term of office of the President and members of the Commission is three years and is renewable once.

The functions of the Finance Commission shall include the drawing up, in conjunction with the IRU Secretary General, of a budget for the next financial year and the implementation of the IRU Regulations on Subscriptions.

The Commission shall carry out any other duties which may be entrusted to it by the IRU Presidential Executive. The members of the Finance Commission shall be bound to the rules of confidentiality in fulfilling their term of office.

V. IRU Congress

ART. 38

The IRU Presidential Executive shall determine the date and place of the IRU Congress which shall take place, in principle, every two years.

VI. IRU Honorary Title

ART. 39

The IRU Presidential Executive may decide to confer, for exceptional reasons, the title of IRU Honorary Member on any personality who has participated in the work of the IRU with particularly noteworthy competence and devotion.

At the invitation of the IRU Presidential Executive, Honorary Members may attend IRU General Assemblies.

VII. IRU Constitution

ART. 40

Amendment

The IRU General Assembly may, at the proposal of the IRU Presidential Executive, decide any amendment of the Constitution of the IRU. In order to be valid, the text of the proposal for amendment must be appended to the agenda and any decision to amend the Constitution must be taken by a two thirds majority of the votes of the IRU Active Members present, whether physically, virtually or hybrid.

The vote shall take place by secret ballot.

VIII. Dissolution of the IRU

ART. 41

The IRU General Assembly may, at an extraordinary meeting organised for this purpose, decide that the IRU be dissolved. In order to be valid, the proposal to dissolve the IRU must be entered on the agenda and be taken by a two thirds majority of the votes of the IRU Active Members present, whether physically, virtually or hybrid. In the event of the dissolution of the IRU, the available assets

will be entirely attributed to an institution pursuing an aim in the public interest, analogous to that of the IRU, and benefitting from fiscal exemption. On no account can the assets be returned to the physical founders or to the Members, nor used to their profit in part or in full in any manner whatsoever. On the proposal of the IRU Presidential Executive, the IRU General Assembly shall decide on the choice of the institution in question.

The vote shall take place by secret ballot.

IX. Final Provisions

ART. 42

Special provisions

Following the amendment of the IRU Constitution on 5 November 2021, the number of votes of each IRU Active Member at that time shall remain unchanged so long as it continues to be an Active Member of the IRU and to pay the corresponding Membership subscriptions.

However, in the case of new applications for Active Membership of the IRU, the provisions of Article 6 shall apply.

In a country where a national organisation representative of road transport does not yet exist, an Associate Member may be temporarily allowed by the IRU Presidential Executive to represent this country in the IRU General Assembly.

Honorary IRU Presidents, appointed by virtue of the previous IRU Constitution, shall conserve their title and have the right to attend any meeting of the IRU Presidential Executive and the IRU General Assembly, without voting rights.

ART. 43

Transitional provisions

a) Composition of the IRU Presidential Executive:

The President and members of the IRU Presidential Executive elected at the General Assembly of 5 November 2021 shall take their office on 1 January 2022. Their term of office shall end on 31 December 2024.

b) Account Commissioners

No position shall be filled for the Account Commissioners under this Constitution. The term of office of individuals appointed to positions within this body shall expire on 31 December 2021.

c) Finance Commission

The President and members of the Finance Commission appointed to positions within this body shall take their office on 1 January 2022. Their term of office shall expire on 31 December 2024.

d) Other bodies

The Vice Presidents of the Transport Councils elected on 5 November 2021 will take their office as from 1 January 2022 until 31 December 2024.

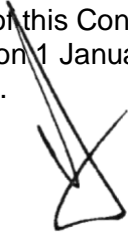
e) Prior Positions

Any other mandate served under the Constitution adopted by the IRU General Assembly on 6 November 2009 is to be considered as a mandate served under this Constitution.

ART. 44

Entry into force of this Constitution

The provisions of this Constitution, adopted by the General Assembly on 5 November 2021, shall enter into force on 1 January 2022 and shall replace the previous Constitution, adopted on 6 November 2009.



Radu Dinescu
President



Umberto de Pretto
Secretary General

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RULES OF PROCEDURE
OF THE INTERNATIONAL ROAD TRANSPORT UNION (IRU)
adopted by the IRU General Assembly in Geneva on 5 November 2021

ARTICLE I

Languages

1. English and/or French shall normally be used in all communications from the IRU or to the IRU.
2. By decision of the IRU Presidential Executive, other IRU working languages may be used at IRU General Assemblies, and at meetings of the IRU Presidential Executive, IRU Transport Councils and IRU Liaison Committees. Such languages may be used, provided that at least five Members of the IRU have requested it on the attendance form, at least 2 weeks before the meeting.
3. The languages used by the IRU Task Forces, the Commissions and the Working Parties shall be determined by the IRU Secretary General.

ART. II

Applications for Membership

1. Submission by an applicant organisation for Membership under Articles 4 and 5 of the IRU Constitution

An application for Membership under Articles 4 and 5 of the IRU Constitution must be accompanied by:

- official documents attesting to the structure, type and importance of the activity engaged in by the applicant; and/or
- two copies of its constitution and rules of procedure; and/or
- any other internal documents, together with any other material likely to assist in considering its application; and/or
- a report indicating the geographical scope of its activity, the number of members of the organisation and the total number of road vehicles operated by it or its members.

2. Processing of applications for Membership under Articles 4 and 5 of the Constitution

Before processing applications for Membership, the IRU Presidential Executive shall take all appropriate steps to obtain the required information about the applicant from reliable sources and, in particular, from the Active Members in the country concerned.

As a non-exhaustive indication, the following organisations cannot be recognised as being “representative of each sector of road transport activity” or “representative of the main categories within the sectors of road transport activity” in the sense intended in Article 4 of the IRU Constitution:

- organisations which have had a legal existence of less than 3 years and/or which do not have a sufficient number of members to be representative, at the national level,

- regional organisations of a given country and their regional umbrella federations,
- national organisations established or financed by the State or which transport operators are obliged to join, and their national umbrella federations,
- national or international organisations that essentially fulfil the functions of transport forwarder and agent, and their national or international umbrella federations,
- national or international organisations which essentially fulfil the function of chamber of commerce with the exception of those already admitted to the IRU,
- political organisations,
- organisations exclusively grouping private individuals.

3. *Special requirements*

If a country is already represented by one or more organisations within the IRU Transport Council to which the applicant organisation from the same country has submitted an application for membership, the applicant organisation must undertake, in advance, to satisfy the provisions of Article 6 of the IRU Constitution.

ART. III

IRU General Assembly

IRU Transport Councils

IRU Task Forces, Commissions and Working Parties

Participation in meetings

Every Member must confirm to the IRU Secretary General in writing, the names of its delegates, by returning the participation form, duly completed, no later than two weeks prior to the meeting.

Within the Constitution and related documents, presence means attendance, whether physically, virtually or hybrid, through electronic means.

ART. IV

IRU Presidential Executive

In order to ensure continuity in the work of the IRU Presidential Executive, the retiring President shall report, without delay, to his successor and transmit to him all useful information.

ART. V

IRU Statutory Elections

1. Neither postal voting nor voting by proxy is permitted.
2. If two nominees secure the same number of votes, a second ballot shall be taken and a third if necessary.
If, in a third ballot, the votes are again equal, the question shall be settled by drawing lots.

3. Only IRU Active Members shall have the right to vote.
4. The persons elected at the IRU statutory elections shall commence their mandates on 1 January following the year of their election.

ART. VI

IRU Rules of Procedure

Amendment

The IRU General Assembly may, at the proposal of the IRU Presidential Executive, decide any amendment of the IRU Rules of Procedure. In order to be valid, the text of the proposal for amendment must be appended to the agenda and any decision to amend the IRU Rules of Procedure must be taken by a two thirds majority of the votes of the IRU Active Members present, whether physically, virtually or hybrid.

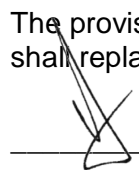
The vote shall be by secret ballot.

ART. VII

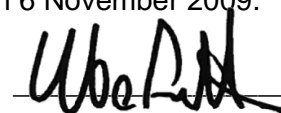
Final Provisions

Entry into force of these Rules of Procedure

The provisions of these Rules of Procedure shall enter into force on 1 January 2022 and shall replace the previous Rules of Procedure, adopted on 6 November 2009.



Radu Dinescu
President



Umberto de Pretto
Secretary General

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