

**AFRICA RURAL TRAVEL AND TRANSPORT  
ASSOCIATION (ARTTA)**

**DRAFT CONSTITUTION**

## **CHARTER FOR THE AFRICA RURAL TRAVEL AND TRANSPORT ASSOCIATION (ARTTA)**

We, the representatives of member countries of the Sub- Saharan Africa Transport policy Program (SSATP) having met in Addis Ababa, Ethiopia on September 29, 2004 following the recommendation made by the RMF/TS (Road management and Financing/Transport Services) constituent Group which was largely composed of RMI, RTTP and UM Coordinators, Policy makers, Transport players , private sector, civic society and SSATP Coordinators to the SSATP annual general assembly, in Addis Ababa, Ethiopia held between September 25<sup>th</sup> to October 1<sup>st</sup> , 2004 and in compliance with the resolution of the general assembly, hereby establish the “ Africa Rural Travel and Transport Association (ARTTA)”

Accordingly, we hereby set up a FOUR MEMBER Task Force namely Engr. (Chief) L. C. Nwaezike (Nigeria) as chairman, Mr. Henry Chipewo(Zambia), Ms Esther (Cameroon) Mr. Bassirou Guisse(Senegal) charged with the responsibility of drafting the charter and Bye-laws which will define the objectives, functions, financial arrangements and identification of the priority elements of an initial plan of action of ARTTA.

It is our resolve to put ARTTA in place with the key objective of ensuring strong advocacy and networking for Rural Transport issues both at regional and national levels and actualizing the aspiration of sustainable improvement in rural access and mobility in member countries. The goal is to foster the development, operation and maintenance of rural transportation system in Africa; to cooperate with member countries in considering matters of mutual interest in serving Africa’s rural transport needs; to develop and improve methods of administration, planning, research, design, construction, maintenance and operation of facilities to provide the efficient, safe and effective transportation of persons and goods in support of regional as well as national goals and objectives in an environmentally and economically sustainable manner; to study all problems connected with national rural roads network; to advise SSATP member countries on regional road policy; and to develop technical, administrative and operational voluntary standards and policies.

The establishment of ARTTA is in keeping with the intent of the 2003 RMI/RTTP manifesto which is inspired by the objectives and provisions of the SSATP Long Term Development Plan and commitment statement that “there is a basic commitment for participating countries to ensure access to services and mobility at affordable prices as well as to bring down freight transport costs to enhance trade competitiveness, while safeguarding the environment and improving safety. Transport, infrastructure and services, is seen as a necessity for economic development and poverty reduction”. In addition, there is the need to develop as a partnership of like-minded countries serving our collective interest through a sectoral and sub-regional organization such as ARTTA.

## **PROPOSED ARTICLES OF INCORPORATION FOR THE AFRICA RURAL TRAVEL AND TRANSPORT ASSOCIATION (ARTTA)**

We, the undersigned, representing the citizens of member countries of the Sub-Saharan Africa Transport Policy Program (SSATP), acting in accordance with SSATP's Long Term Development Plans adopt the following Articles of Incorporation of a regional rural travel and transport association pursuant to RMI/RTTP manifesto and the expressed desire of member countries.

### **ARTICLE 1-NAME OF THE ASSOCIATION**

The name of the association is the n Africa Rural Travel and Transport Association (ARTTA)

### **ARTICLE 2 – DURATION**

The period of duration is perpetual.

### **ARTICLE 3 - OBJECTIVES**

- i. The association is organized to foster the development, operation and maintenance of rural transportation system in member countries; to cooperate with member countries in considering matters of mutual interest in serving Africa's rural transport needs; to develop and improve methods of administration, planning, research, design, construction, maintenance and operation of facilities to provide the efficient, safe and effective transportation of persons and goods in support of regional as well as national goals and objectives in an environmentally and economically sustainable manner; to study all problems connected with national rural roads network; to advise SSATP member countries on regional road policy; and to develop technical, administrative and operational voluntary standards and policies.
- ii. The association may exercise any, all and every power that a nonprofit organization, formed pursuant to the provisions the RMI/RTTP manifesto for the transportation interest of the region and member countries, welfare, but not for any other purpose which is not consistent with the SSATP long Term Development Goals and commitment statement or authorized by the Board of Directors.
- iii. Notwithstanding any other provisions of these Articles, the association shall not carry on any other activity not permitted: (a) by SSATP established policies or directives; or (b) authorization by the association's Board of Directors.

### **ARTICLE 4 – MEMBERSHIP OF THE ASSOCIATION**

The members of the association shall be composed of representatives of national road agencies and associations, educational institutions, industry/private sector and other interested parties designated by the Board of Directors.

### **ARTICLE 5 – MEMBERSHIP OF THE BOARD OF DIRECTORS**

There shall be a Board of Directors composed of Chief Executive Officers from each member rural road agency/Authority or where no Agency/Authority has been established,

the relevant government official, plus a representative from each national rural road transport association established in line with the national interest of member countries and SSATP Long Term Development Plan. The manner of the appointment and removal of the Board of Directors shall be provided in the By-Laws of the association. The interest of any director, officer or member in this organization shall not be assignable among the living, nor shall it pass to any personal representative, heir or devisee.

ARTICLE 6 – POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall

- i. have supervision, control and direction of the affairs of the association;
- ii. have authority to establish classes of membership, shall determine its policies within the limits of these Articles, and the By-Laws of the association, shall actively execute its objectives
- iii. have discretion in the distribution of its funds. It may be deemed advisable and may, in the execution of its powers, adopt such agents as it may consider necessary;
- iv. shall hold all the property of this association and accumulations thereof and administered to effectuate its purpose and to serve the general welfare and rural transportation interests of member countries.
- v. dispose of all of the assets of the association exclusively for the purposes of the association to such organization or organizations as the Board of Directors shall determine, which are organized and operated exclusively for charitable, educational and scientific purposes to advance the rural transport and related public interest of member countries after paying or making provisions for the payment of all the liabilities of the association should there be dissolution of the association.

ARTICLE 7 – OFFICIAL ADDRESS OF THE ASSOCIATION

The address, including the street and number of its initial registered office is -----  
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ARTICLE 8 – DIRECTORS OF THE ASSOCIATION

The number of directors constituting the initial Board of Directors, and their names and address including the street and number, of persons who are to serve as initial directors until their successors be appointed and qualified are as given in the annex.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation for the African rural Travel and Transport Association (ARTTA)

Approved by the Board of Directors of the Africa Rural Travel and Transport Association (ARTTA)

Done at Addis Ababa, Ethiopia .....March 2001

Country	Name	Signature	Date
Burundi	.....	.....	.....
Cameroon	.....	.....	.....
Ethiopia			
Ghana			
Guinea			
Kenya	.....	.....	.....
Lesotho	.....	.....	.....
Malawi	.....	.....	.....
Mali	.....	.....	.....
Mozambique	.....	.....	.....
Nigeria	.....	.....	.....
Senegal	.....	.....	.....
United Republic of Tanzania	.....	.....	.....
Zambia	.....	.....	.....
Zimbabwe	.....	.....	.....

APPROVED

**AFRICA RURAL TRAVEL AND TRANSPORT ASSOCIATION  
(ARTTA)**

**BY-LAWS**

**BY-LAWS OF THE AFRICA RURAL TRAVEL AND TRANSPORT ASSOCIATION  
(ARTTA)**

***ARTICLE I***

**NAME**

The name of this Association shall be the Africa Rural Travel and Transport Association (ARTTA). The Association shall maintain general offices at -----, under the supervision of the Board of Directors of ARTTA, and in accordance with the policy directives of member countries.

***ARTICLE II***

**PURPOSE**

The Association is organized exclusively to foster the development, operation and maintenance of rural transport system of member countries; to cooperate with other appropriate public and private agencies in considering matters of mutual interest in serving the public's transport needs; to promote the development and maintenance of rural transportation systems through application of best practices in the rural road sub-sector; to improve methods of administration, planning, research, design, construction, maintenance and operation of transportation facilities; to provide the efficient, safe and effective transport of persons and goods in support of regional as well as national goals and objectives in an environmentally and economically sustainable manner; to study all problems connected with the region's rural roads sub-sector; and to develop technical, administrative and operational voluntary standards and policies.

The Association may exercise any, all and every power that a nonprofit organization, formed pursuant to the provisions the RMI/RTTP manifesto for the transportation interest of the region and member countries, welfare, but not for any other purpose which is not consistent with the SSATP long Term Development Goals and commitment statement or authorized by the Board of Directors.

## ***ARTICLE III***

### ***MEMBERSHIP***

The membership of this Association shall be composed of national rural road agencies and associations, private sector representatives and other transport interests. The Board membership of this Association shall be by member rural transport agencies of member countries in which the official rural road management responsibility for that country is lodged.

### ***FULL MEMBERS***

Full Members shall be heads of fully paid-up national road agencies, responsible for rural transport infrastructure in member countries. A Full Member shall have the privilege of taking part in discussions, serving on committees and voting on all matters except as otherwise provided herein.

### ***ASSOCIATE MEMBERS***

Associate members shall be other transport professionals and private industry representatives concerned with rural transport activities, other than those represented by full members. These associate members may attend meetings of Standing Committees and Subcommittees, and the Board of Directors and Executive Committee, but shall serve ex-officio without the right to vote. The Executive Committee of the Association must approve the Associate Members.

## ***ARTICLE IV***

### **OFFICERS**

The officers of the Association shall be a President and a Vice President each of whom shall be elected from the Full Members' roster at the annual meeting of the Association, to hold office through the next annual meeting or until their successors have been elected and qualified; and also the Executive Director of the Association's Secretariat, who shall be selected by the Executive Committee, with confirmation by the Board of Directors, and serve under the authority of the Board of Directors and the Executive committee.

The President and the Vice President shall not be eligible to succeed themselves.



## ***PRESIDENT***

The President shall call and preside at all meetings of the Board of Directors and Executive Committee, and shall appoint all committees, except as otherwise provided. In the absence of the President and the Vice President, the members in attendance at any meeting of the Board of Directors or the Executive Committee shall select a President pro tempore.

## ***VICE PRESIDENT***

In case of a vacancy in the office of President, the Vice-President shall succeed to the Presidency for the remainder of the term. As directed by the President, the Vice President shall preside at specific sessions of the annual meeting of the Association.

## ***EXECUTIVE SECRETARIAT***

The Executive Director is the Chief Executive Officer of the Secretariat who shall have authority generally to supervise and direct the management of the affairs of the Association, subject to the rules and regulations set forth by the Board of Directors and the Executive Committee in accordance with the Association's governing documents. The Executive Director shall be the chief executive officer of the Association and shall be responsible for carrying out the policies, procedures and programs of the Board of Directors and the Executive Committee. He or she shall keep a record of all transactions of the Association, the Board of Directors and of the Executive Committee, issue all notices of meetings and perform such additional duties as the Board of Directors or Executive committee may direct. He or she shall be responsible for maintaining all Association bank accounts and directing the disbursements necessary for the operation of the Association. He or she shall be an ex officio non-voting member of all Association Committees. He or she shall keep a fair and true record of all proceedings of the meetings of the Board of Directors and the Executive Committee.

In the event of the incapacity of the executive Director of the Secretariat, the Board of Directors shall appoint a Deputy to manage the operations of the Association. The President in consultation with the Executive Committee shall determine the incapacity of the Executive Director.

## ***ARTICLE V***

### ***BOARD OF DIRECTORS***

The Board of Directors shall be the governing body and the policy-making body of the Association. It shall be concerned with such matters as official positions concerning regional rural transportation policy, legislative, regulatory proposals and standards, the

development of official policy statements, membership dues, changes in the Association's Articles of Incorporation and By-Laws, the establishment of the Standing Committees and Subcommittees and all other policy matters pertaining to the operation or activities of the Association.

Membership on the Board of Directors is limited to the Chief Executive Officer (duly constituted Head) or his or her designee from each national rural road agency. In the event that the Chief Executive Officer is unable to serve, each national rural road agency shall designate by letter to the Executive Director prior to each Board meeting the individual who shall serve as the National rural road agency representative on the Board. In addition, a representative from each national rural road transport association can serve as a non-voting ex officio member of the Board. The Board of Directors shall be presided over by the President of the Africa Rural Travel and Transport Association.

The annual meeting shall be held at such time and place as may be designated by the Executive Committee. Special meetings of the Board of Directors may be called by the President at any time or place upon his own initiative, or upon the request of three Members of the Board. If the President refuses to issue such a call, a special meeting shall be called by the Executive Director of the Secretariat upon written request of the duly constituted heads of not less than a majority of ARTTA member country Agencies. Written notice of all annual and special meetings shall be given not less than 30 calendar days before the date of such meeting.

Representation of the Board members of a majority (greater than fifty percent of signed up members) of all Member countries shall constitute a quorum to initiate and to transact general business. A majority vote of those Member country Agencies present, on matters of general business shall be considered binding on the Association's officers and committees. A two-thirds favorable vote of all Member country Agencies, taken either at the meeting or by letter ballot on matters involving questions of ARTTA rural transport policy of an important nature shall be considered binding on the Association's officers and committees. Voting on all rural transport policy matters is reserved to the Board of Directors.

Matters involving the adoption of voluntary guides, technical policies and standards shall be submitted for a vote by Member Country Agencies by letter ballot and approval by a two-thirds favorable vote of all Member country Agencies, shall constitute the recommendation of the Association as to such guides, technical policies and standards, provided that where a Standing Committee on which all Member Country Agencies are entitled to a seat, proposes adoption of a technical engineering policy, standard, guidelines or similarly classified document, final official voting on behalf of the Association is delegated to that Standing Committee, with the same two-thirds favorable vote of all Member Country Agencies, being required for approval, subject to the right of any three members of the Board of Directors to request that the final official voting be conducted by the Board of Directors.

Whenever three members of the Board of Directors make demand for a vote by Member Country Agencies on any matter the voting shall be conducted accordingly by the Board of Directors. The term “vote by Member Country Agencies,” whenever used herein, shall mean that one vote only shall be recorded from any Member Country Agency, which vote shall be cast by the duly constituted head of such Member Country Agency, or the person duly designated to cast such a vote.

## **ARTICLE VI**

### **EXECUTIVE COMMITTEE**

There shall be an Executive Committee of the Africa Rural Travel and Transport Association (ARTTA) composed of the following voting members:

- (a) The President;
- (b) The Vice President;
- (c) Three specified Representatives as Chairs of ARTTA Standing Committees

The Executive Committee also shall include the following ex officio non-voting members:

- (i) The Executive Director of the Secretariat; and
- (ii) The immediate past President, so long as that person occupies a key position in his or her country rural transport agency or national rural transport association.

No member country shall have more than one vote on the executive Committee. The President of the Association shall be the Chairperson of the Executive Committee.

Any voting member may designate as an alternate, the Deputy Officer from his or her Country Rural Transport Agency if personally unable to attend a meeting of the Executive Committee.

The Executive committee shall have the following prescribed responsibilities, which shall be executed within such policies and instructions as may be determined by a majority vote by Member Country Agencies and the Board of Directors of ARTTA:

- (a) Preparation and adoption of ARTTA’s annual budget, in accordance with procedures which it shall establish and in keeping with the Association’s dues structure as established by the Board of Directors; adopt the Association’s strategic plan and annual work program; and consider and act upon related financial management decisions for the Association.
- (b) Appointment of the Executive Director of the Secretariat, with confirmation by the Board of Directors, and establishing his or her compensation;
- (c) Confirmation of the ARTTA President’s appointments;

- (d) Selection of the Association's annual meeting site;
- (e) Handling of membership issues, including criteria, consideration and approval of applications for Full and Associate membership;
- (f) General management of the business of the Association, including such matters as authorizing contracts, conducting audits, receiving and reviewing financial reports, establishing administrative procedures, and establishing general conditions of employment;

The President shall have the power to fill any vacancies in the executive Committee, or in any elective office other than that of the President, subject to approval of the Board. Any such appointment so made shall expire at the close of the next annual meeting. In the event of a vacancy in a term extending beyond the annual meeting, such vacancy for the remaining period of the term shall be filled by election at the annual meeting, or at a meeting to which they have all been invited.

The President shall appoint the chairpersons of all Standing Committees, Subcommittees, or Special Committees established in conformity with ARTTA By-Laws; their terms of office shall be for a two-calendar-year period, which terminates at the end of the first Association annual meeting after their term has lapsed. Committee Chairperson and any Vice Chairman may be appointed to succeed themselves for another two-year terms. It is understood that Chairpersons and Vice Chairpersons must commit at the expense of their agencies a portion of their professional time to Committee responsibilities. The President is authorized to appoint the other members of such committees as determined by the Board of Directors. Under authorization from the Board of Directors, or the executive Committee, as appropriate, the President shall appoint such temporary committees as may be deemed necessary from time to time for the conduct of the business of the Association.

The majority of the voting members of the executive Committee shall constitute a quorum for that committee to transact business. The Executive Committee shall meet at the call of the President, or on call signed by six voting members of the committee who have signed the call.

## ***SPECIFIED REPRESENTATIVES***

There shall be Specified Representatives on the executive Committee from the major ARTTA Standing Committees. Each Specified Representative shall be a Chief Executive Officer of a Member Country Rural Road Agency, and shall be elected for a two-year term at an annual meeting of the Association. The Specified Representatives shall serve staggered two-year terms, and to establish this, the Specified Representatives first elected under this provision shall be elected to a one-year term. Neither the Specified Representatives nor their Member Road Agency shall be eligible for immediately successive terms, except for the Specified Representatives first elected under this provision to a one-year term, who shall be eligible for an immediately successive two-year term. The

Specified Representatives shall take office at the close of an annual meeting, unless provided otherwise by the Board of Directors.

## **ARTICLE VII**

### **DUTIES OF ASANRA MEMBER AGENCIES**

The Member Country Agencies of this Association agree to maintain an active interest in all Association affairs, to attend all meetings whenever possible, to make available of their Agency personnel such individuals as may be selected to serve on Standing Committees or Subcommittees of the Association, to vote upon all matters submitted to them for letter ballot and to maintain their good standing as Member Agencies in the Association through the payment of the specified annual dues. Member Agencies may be called upon to host Association meetings or support the Secretariat in implementing the work plan for the Association.

## **ARTICLE VIII**

### **DUES**

Dues shall be set by a two-thirds of members vote of all paid-up members of the Board of Directors, and the payment of annual dues by a Member Country Rural Road Agency in conformity with the schedule set forth by the Board of Directors shall entitle all professional and representatives from such Agency to membership in the association. Dues for Associate Members or other regional transportation associations will be set with the same voting requirements or the board of Directors.

The right to vote on any matter shall be limited to Member Agencies not owing dues at the time of the annual meeting of the Association.

## **ARTICLE IX**

### **AMENDMENTS**

The By-Laws may be amended by two-thirds of paid-up members vote of all paid-up members of ARTTA's Board of Directors at any duly called Board of Directors meeting provided at least two-thirds of the Member Country Agencies are duly represented in attendance and the proposed amendment has been in the hands of the Member Country Agencies at least 60 days prior to the meeting.

Three or more Member Country Agencies may also initiate proposed amendments to be presented in writing at any duly called meeting of the Board of Directors. Such proposals

may be amended by a two-thirds favorable vote at such meeting. Such proposals shall thereafter be submitted to a vote by the member Agency by letter ballot. Ballots shall be mailed to the Member Country Agency by the executive Director of the Secretariat within thirty days after the meeting at which the proposed amendment was submitted. Ballots returned to the Executive Director within sixty days after such meeting shall be recorded and tabulated by the Executive Director, who shall report the results of such ballot to all the Member Agencies. If a two-thirds majority of all Member Agencies approve the amendment, it shall become effective in accordance with its terms.

## **ARTICLE X**

### **STANDING COMMITTEES, SUBCOMMITTEES, AND ADHOC ADVISORY GROUPS**

Standing committees and subcommittees thereof, together with their functions and membership, shall be established by a two-thirds of members vote of all paid-up members of the Board of Directors. Any changes in standing committees and subcommittees thereof, or in their functions or membership, shall also require such a two-thirds vote. Unless otherwise approved by the Board, the Chairperson of a Standing Committee shall consist of the Chief Executive Officer of a Member Rural Road Agency.

Special advisory panels, reference groups, liaison groups, and project terms may be appointed by the Board of Directors for assignments of a special character, and shall be established under a standing committee unless there is a compelling reason to the contrary.

The President, Executive Committee, Standing Committees, Subcommittees, and Ad-hoc Advisory Groups, may create such task forces as necessary to discharge their assigned duties, which shall be established under a committee or subcommittee and shall report thereto. When a task force completes its assignments, it will be discontinued. To avoid duplication, the Executive Director of the Secretariat will be advised of the establishment of any task force.

## **ARTICLE XI**

### **REPORTS OF COMMITTEES**

All reports of the executive Committee, Standing Committees shall be made to the Board of Directors in the manner designated, unless instructed otherwise by the Board of Directors. Two copies of such reports shall be provided to the Executive Director of the Secretariat, who shall be responsible for the correlating of the same and their submission to the Association for appropriate or final action. Reports of subcommittees, special committees, and advisory groups shall be made to the appropriate standing

committee for correlation before submission to the Board of Directors through the Secretariat.

All proposed rural transportation policy statements and resolutions from the Standing Committees, Member Road Agencies or other origins within the Association shall be reported to the Board of Directors. Copies of all such statements and resolutions shall be provided to the Executive Director of the Secretariat, who shall be responsible for their correlation and submission to the Board of Directors for appropriate action.

## **ARTICLE XII**

### **GOVERNING RULES**

ARTTA governing documents, Member countries' policies and protocols shall govern procedural actions of the Association.

## **ARTICLE XIII**

### **FISCAL YEAR**

The fiscal year shall commence on April 1 and shall end on March 31 each year.

## **ARTICLE XIV**

### **SEAL**

The Association shall have a seal of such design as the Board of Directors may adopt.

Approved by the Board of Directors of the Africa Rural Travel and Transport Association (ARTTA)

Done at Addis Ababa, Ethiopia .....September 2004

Country	Name	Signature	Date
Burundi	.....	.....	.....
Cameroon	.....	.....	.....
Ethiopia	.....	.....	.....
Ghana	.....	.....	.....
Guinea	.....	.....	.....
Kenya	.....	.....	.....
Lesotho	.....	.....	.....
Malawi	.....	.....	.....
Mali	.....	.....	.....
Mozambique	.....	.....	.....
Nigeria	.....	.....	.....
Senegal	.....	.....	.....
United Republic of Tanzania	.....	.....	.....
Zambia	.....	.....	.....
Zimbabwe	.....	.....	.....

APPROVED