

全球可持续交通创新联盟章程（草案）

第一章 总则

第一条 本联盟的名称为全球可持续交通创新联盟，英文名称为：Global Sustainable Transport Innovation Alliance，缩写为GSTIA。

第二条 本联盟是由世界各国和地区的交通运输、金融和通信领域的公司企业、研究机构、社会团体等自愿结成的国际性、行业性、非营利性社会组织。

第三条 本联盟旨在打造可持续交通创新合作平台，推动全球交通可持续发展。

第四条 本联盟接受业务主管单位中华人民共和国交通运输部和登记管理机关中华人民共和国民政部的业务指导和监督管理。

第五条 本联盟的住所设在中国北京。

第二章 业务范围

第六条 本联盟的业务范围：

（一）开展交通领域战略、政策、规则、标准研究及实践，发布可持续交通年度发展报告及指数；

（二）支持、鼓励联盟会员创新，推广全球可持续交通最佳实践案例；

（三）搭建信息资源共享、交流合作平台，支持重点区域交通产业发展；

（四）按照有关规定，支持举办全球可持续交通高峰论坛、国际交通技术与设备展览会，以及有关培训、国际考察等项目；

（五）组织联盟会员开展国际交流合作，支持交通国际合作网络建设；

（六）承担联盟会员委托的其他事项。

第三章 会员

第七条 本联盟的会员种类为单位会员。

第八条 申请加入本联盟的会员，必须具备下列条件：

- （一）拥护本联盟的章程且有加入本联盟的意愿；
- （二）在本联盟的行业领域内具有一定的影响力；
- （三）具有承担国际化工作任务的基本条件。

第九条 会员加入本联盟的程序是：

- （一）向联盟秘书处提交申请书；
- （二）秘书处初审后提交理事会审议；
- （三）由理事会或理事会授权机构颁发会员证。

第十条 会员享有下列权利：

- （一）本联盟的选举权、被选举权和表决权；
- （二）对本联盟工作的批评建议权和监督权；
- （三）参加本联盟的活动；
- （四）获得本联盟服务的优先权；
- （五）加入联盟自愿、退出联盟自由。

第十一条 会员履行下列义务：

- （一）遵守联盟章程，执行联盟决议；
- （二）维护本联盟合法权益；
- （三）完成本联盟交办的工作；
- （四）按规定缴纳会费；
- （五）向本联盟反映情况，提供有关资料。

第十二条 会员退出联盟应书面通知本联盟，并交回会员证。会员未经沟通超过1年不缴纳会费或不参加本联盟活动的，视为自动退出联盟。

第十三条 会员如有严重违反本章程的行为，经理事会表决通过，予以除名。

第四章 组织机构和负责人产生、罢免

第十四条 本联盟的最高权力机构是会员大会，会员大会的职权是：

- （一）制定和修改章程；
- （二）选举和罢免理事；
- （三）审议理事会的工作报告和财务报告；
- （四）制定和修改会费标准；
- （五）决定终止事宜；
- （六）决定其他重大事宜。

第十五条 会员大会须有三分之二以上的会员出席方能召开，其决议须经到会会员半数以上表决通过方能生效。

第十六条 会员大会每5年召开一次。

第十七条 理事会是会员大会的执行机构，每届5年，在会员大会闭会期间领导本联盟开展日常工作，对会员大会负责。

第十八条 理事会的职权是：

- （一）执行会员大会的决议；
- （二）选举和罢免理事长、副理事长、秘书长；
- （三）筹备召开会员大会；
- （四）向会员大会报告工作和财务状况；
- （五）决定会员的吸收和除名；
- （六）决定办事机构、分支机构、代表机构和实体机构的设立、变更和注销；
- （七）决定副秘书长、各机构主要负责人的聘任；
- （八）领导本联盟各机构开展工作；
- （九）制定内部管理制度；
- （十）决定其他重大事项。

第十九条 理事会须有三分之二以上理事出席方能召开，其决议须经到会理事三分之二以上表决通过方能生效。

第二十条 理事会每年至少召开一次会议。情况特殊的，可采用通讯形式召开。

第二十一条 本联盟的理事长、副理事长、秘书长应具备下列条件：

- （一）在本联盟行业领域内有较大影响；
- （二）理事长、副理事长、秘书长最高任职年龄不超过70周岁，秘书长原则上为专职；
- （三）身体健康，能坚持正常工作；
- （四）未受过剥夺政治权利的刑事处罚；
- （五）具有完全民事行为能力。

第二十二条 本联盟理事长、副理事长、秘书长如超过最高任职年龄的，须经理事会表决通过，报业务主管单位审查并经登记管理机关批准后，方可任职。

第二十三条 本联盟理事长、副理事长、秘书长每届任期5年，连任不得超过两届。因特殊情况需延长任期的，须经会员大会三分之二以上会员表决通过，报业务主管单位审查并经登记管理机关批准后，方可任职。

第二十四条 理事长为本联盟法定代表人。

因特殊情况，由理事长委托且经理事会同意，报业务主管单位审查并经登记管理机关批准后，可以由副理事长或秘书长担任法定代表人。

法定代表人代表本联盟签署有关重要文件。

本联盟法定代表人不得同时兼任其他团体的法定代表人。

第二十五条 本联盟理事长行使下列职权：

- （一）召集和主持理事会；
- （二）检查会员大会、理事会决议的落实情况。

第二十六条 本联盟秘书长行使下列职权：

- （一）主持办事机构开展日常工作，组织实施年度工作计划；
- （二）协调各分支机构、代表机构、实体机构开展工作；
- （三）提名副秘书长以及各机构主要负责人，交理事会决定；
- （四）建议办事机构、代表机构、实体机构专职工作人员的聘任，交理事会决定；
- （五）处理其他日常事务。

第五章 资产管理、使用原则

第二十七条 本联盟经费来源：

- (一) 会费；
- (二) 捐赠；
- (三) 政府资助；
- (四) 在核准的业务范围内开展活动和服务的收入；
- (五) 利息；
- (六) 其他合法收入。

第二十八条 本联盟按照国家有关规定收取会员会费。

第二十九条 本联盟经费必须用于本章程规定的业务范围和事业的发展，不得在会员中分配。

第三十条 本联盟建立严格的财务管理制度，保证会计资料合法、真实、准确、完整。

第三十一条 本联盟配备具有专业资格的会计人员。会计不得兼任出纳。会计人员必须进行会计核算，实行会计监督。会计人员调动工作或离职时，必须与接管人员办清交接手续。

第三十二条 本联盟的资产管理必须执行国家规定的资产管理制度，接受会员大会和财政部门的监督。资产来源属于社会或政府捐赠、资助的，必须接受审计机关的监督，并将有关情况以适当方式向社会公布。

第三十三条 本联盟换届或更换法定代表人之前必须接受财务审计。

第三十四条 本联盟的资产，任何单位、个人不得侵占、私分和挪用。

第三十五条 本联盟专职工作人员的工资和保险、福利待遇，参照国家对事业单位人员的有关规定和国际惯例执行。

第六章 章程的修改程序

第三十六条 对本联盟章程的修改，须经理事会表决通过后报会员大会审议。

第三十七条 本联盟修改的章程，须在会员大会审议通过后15日内，报经业务主管单位审查同意，并报登记管理机关核准后生效。

第七章 终止程序及终止后的财产处理

第三十八条 本联盟完成宗旨或自行解散或由于分立、合并等原因需要注销的，由理事会提出终止动议。

第三十九条 本联盟终止动议须经会员大会表决通过，并报业务主管单位审查同意。

第四十条 本联盟终止前，须在业务主管单位及有关机关指导下成立清算组织，清理债权债务，处理善后事宜。清算期间，不得开展清算以外的活动。

第四十一条 本联盟经登记管理机关办理注销登记手续后即终止。

第四十二条 本联盟终止后经清算的剩余财产，任何成员不得侵占和私分，须在业务主管单位和登记管理机关的监督下，按照国家有关规定，用于发展与本联盟宗旨相关的事业。

第八章 附则

第四十三条 本章程经 年 月 日会员大会表决通过。

第四十四条 本章程的解释权属本联盟的理事会。

第四十五条 本章程自登记管理机关核准之日起生效。

Constitution of the Global Sustainable Transport Innovation Alliance (Draft)

Chapter I General

Article 1

GSTIA stands for the Global Sustainable Transport Innovation Alliance (hereinafter referred to as the Alliance).

Article 2

The Alliance is an international, industrial and non-profit social organization formed of their own accord by enterprises, research institutions, social groups in the field of transportation, finance and communications from countries and regions all over the world.

Article 3

The mission of the Alliance is to build a platform for sustainable transport innovation and cooperation, and promote the sustainable development of global transport.

Article 4

The Alliance is subject to the guidance and supervision of the Ministry of Transport (superior administration) and the Ministry of Civil Affairs (registration authority) of the People's Republic of China.

Article 5

The Alliance is headquartered in Beijing, China.

Chapter II Scope of Business

Article 6

Scope of business of the Alliance includes:

6.1 carrying out research and practice on strategies, policies, rules and standards in the transport field, and publishing annual report and indices on the sustainable transport development;

6.2 supporting and encouraging members of the Alliance to innovate and promoting best practices in global sustainable transport;

6.3 building a platform for information sharing, exchange and cooperation, and supporting the development of transport industry in key areas;

6.4 providing support for the Global Sustainable Transport Forum and the International Exhibition on Transport Technology & Equipment, and organizing training, exhibitions, forums, international inspection tours and other activities in accordance with relevant requirements;

6.5 organizing the Alliance members to carry out international exchanges and cooperation and supporting the establishment of international transport cooperation network;

6.6 undertaking other tasks entrusted by the Alliance members.

Chapter III Membership

Article 7

The members of the Alliance are organizations.

Article 8

An organization applying for membership of the Alliance must meet the following conditions:

- 8.1 upholding the Constitution of the Alliance and having the intention to join the Alliance;
- 8.2 having certain influence in areas that the Alliance covers;
- 8.3 being capable of undertaking international activities and work.

Article 9

Procedures for joining the Alliance are as follows:

- 9.1 submitting an application to the Secretariat of the Alliance;
- 9.2 consideration of the application by the Council after preliminary review of the Secretariat;
- 9.3 issuing certificate of memberships by the Council or its authorized organ.

Article 10

Members of the Alliance have the following rights:

- 10.1 the right to elect, stand for election and vote in the conducting of matters of the Alliance;
- 10.2 the right to criticize, suggest and supervise the work of the Alliance;
- 10.3 the right to participate in activities of the Alliance;
- 10.4 the priority in obtaining services of the Alliance;
- 10.5 the right to join and quit the Alliance on a voluntary basis.

Article 11

Members of the Alliance have the following obligations:

- 11.1 abiding by the Constitution and implementing decisions of the Alliance;
- 11.2 safeguarding the legitimate rights and interests of the Alliance;
- 11.3 performing tasks assigned by the Alliance;
- 11.4 paying membership fee in accordance with rules of the Alliance;
- 11.5 providing information and other materials to the Alliance as required.

Article 12

Members intending to withdraw from the Alliance shall notify the latter in writing and return their membership certificates. If a member fails to pay membership fees for more than one year or never participates in the activities of the Alliance without communication, it will be deemed to have automatically withdrawn from the Alliance.

Article 13

Members who commit serious violation against this Constitution shall be removed from the Alliance by a vote of the Council.

Chapter IV Organization Structure and Appointment and Removal of Persons in Charge

Article 14

The Membership Assembly is the highest authority of the Alliance. Functions and powers of the Membership Assembly include:

- 14.1 to develop and amend this Constitution;
- 14.2 to elect and remove Members of the Council;
- 14.3 to consider work reports and financial reports of the Council;
- 14.4 to establish and revise membership fee standards;
- 14.5 to decide on matters in regard to termination;
- 14.6 to take other major decisions.

Article 15

Two thirds of the members constitute a quorum for the meeting of the Membership Assembly, and resolutions shall be adopted by a majority of the members present and voting.

Article 16

The Membership Assembly is convened once every five years.

Article 17

The Council is the executive organ of the Membership Assembly, which meets every five years. It is responsible, under the Membership Assembly, for coordinating the activities of the Alliance when the Membership Assembly is not in session.

Article 18

Functions and Powers of the Council are:

- 18.1 to execute the Membership Assembly's resolutions;
- 18.2 to elect and remove the President, Vice President and Secretary General of the Council;
- 18.3 to organize the Membership Assembly;
- 18.4 to make work reports and financial reports to the Membership Assembly;
- 18.5 to decide on the acceptance and removal of members;
- 18.6 to decide on the establishment, change and cancellation of the offices, branches, representative bodies and entities;
- 18.7 to decide on the appointment of Vice Secretary General, and persons in charge of organizational bodies;
- 18.8 to lead the work of organizational bodies of the Alliance;
- 18.9 to formulate internal administrative systems;
- 18.10 to take other major decisions.

Article 19

Two-thirds of the Council members constitute the quorum for the meeting of the Council, and its resolution shall be adopted by more than two-thirds of the Council Members present and voting.

Article 20

The Council Meeting shall be convened at least once a year, and may be held via telecommunication method under extraordinary circumstances.

Article 21

The President, Vice President and Secretary General of the Alliance shall meet the following requirements:

21.1 having a major influence in the industry field;

21.2 no more than 70 years old when taking office and the Secretary General shall be full-time in principle;

21.3 healthy and able to work normally;

21.4 not subject to criminal punishment for deprivation of political rights;

21.5 having full capacity for civil conduct.

Article 22

If the President, Vice President and Secretary General of the Alliance exceed the maximum age for office, they shall be voted by the Council and reported to the superior administration for review and to the registration authority for approval before they can take office.

Article 23

The term of office for the President, Vice President and Secretary General of the Alliance shall be five years, and shall not be extended for more than two consecutive terms of office. If further extension of the term of office is needed in exceptional circumstances, it shall be approved by a two-thirds majority vote of members of the Membership Assembly, reported to the superior administration for review, and to the registration authority for approval before taking office.

Article 24

The President is the legal representative of the Alliance.

Under special circumstances, the Vice President or Secretary General may act as the legal representative of the Alliance after being entrusted by the President and agreed by the Council, which shall also be reported to the superior administration for review and the registration authority for approval.

The legal representative signs relevant important documents on behalf of the Alliance;

The legal representative of the Alliance shall not concurrently serve as the legal representative of other groups.

Article 25

The President of the Alliance has the following functions and powers:

25.1 to convene and chair the Council Meeting;

25.2 to monitor the implementation of the resolutions adopted by the Membership Assembly and the Council.

Article 26

The Secretary General of the Alliance has the following functions and powers:

26.1 to take charge of the daily work of the offices and organize the implementation of annual work plan;

26.2 to facilitate the work of branches, representative bodies and entities;

26.3 to nominate the Vice Secretary General and persons with primary responsibility of various bodies subject to the decision of the Council;

26.4 to make suggestions on the appointment of full-time staff in offices, representative bodies and entities, subject to the decision of the Council;

26.5 to deal with other daily affairs.

Chapter V Principles of Asset Management and Use

Article 27

Funding sources of the Alliance include:

27.1 membership fee;

27.2 donation;

27.3 government funding;

27.4 revenue of carrying out activities and services within the approved scope of business;

27.5 interests;

27.6 other lawful incomes.

Article 28

The Alliance collects membership fees in accordance with relevant national regulations.

Article 29

The funds of the Alliance shall be used for carrying out activities and promoting development within the scope of business stipulated herein, and shall not be allocated among members.

Article 30

The Alliance shall establish strict financial management system to ensure that the accounting information is legal, authentic, accurate and complete.

Article 31

The Alliance is staffed by accountants with professional qualifications, who are not allowed to serve as cashier concurrently. Accountants shall be responsible for financial

accounting and accounting supervision. When an accountant changes or leaves their position, they shall clear the handover procedures with his/her successor.

Article 32

The asset management of the Alliance must implement asset management system stipulated by the State, and be subject to the supervision of the Membership Assembly and financial departments. If the source of assets is social or government donations or funding, they shall be subject to supervision by the auditing agency and the relevant information shall be made public in an appropriate manner.

Article 33

The Alliance must undergo a financial audit before changing its term of office or legal representative .

Article 34

No unit or individual is allowed to appropriate, divide privately, or embezzle the assets of the Alliance.

Article 35

The wage, insurance and welfare benefits of full-time staff of the Alliance shall be implemented with reference to the relevant national regulations for personnel in public institutions and international practices.

Chapter VI Procedure of Amending the Constitution

Article 36

Amendments to the Constitution shall be approved by vote of the Council and submitted to the Membership Assembly for consideration.

Article 37

The revised Constitution shall only take effect after being submitted to and agreed by the superior administration and verified and approved by the registration authority within 15 days after being considered and adopted by the Membership Assembly.

Chapter VII Procedure of Terminating the Alliance and Settlement of Asset

Article 38

If the Alliance needs to be canceled due to completion of its mission, dissolution, split-up or merger, the Council shall put forward a termination motion.

Article 39

The termination motion shall be adopted by vote of the Membership Assembly and reported to the superior administration for review and approval.

Article 40

Before the Alliance is terminated, a liquidation group shall be established under the guidance of the superior administration and related authorities to clear out credits and debts and other financial issues. No other activities shall be carried out during the liquidation period.

Article 41

The Alliance will be terminated upon the completion of cancellation procedures by the registration authority.

Article 42

Remaining property of liquidation after the termination of the Alliance shall be used for the purpose of developing undertakings related to the mission of the Alliance in accordance with relevant national regulations and under the supervision of the superior administration and the registration authority, and shall not be misappropriated or embezzled by any member.

Chapter VIII Supplementary Articles

Article 43

This Constitution is adopted by vote of the Membership Assembly on _____.

Article 44

The interpretation of this Constitution belongs to the Council of the Alliance.

Article 45

This Constitution shall take effect from the date of approval by the registration authority.