Approved according to resolution No 07 of the 2nd Forum of the Mongolian Road Association

**Charter of the Mongolian Road Association**

March 31, 2008 Ulaanbaatar City

**ONE. GENERAL PROVISION**

* 1. Mongolian Road Association is a non-profit, non-government organization /hereinafter referred to as MRA/ that works in compliance with the Mongolian Constitutional Law, Law on NGOs, International Decree and Treaties and other relevant laws and regulations, and protects the rights and interests of its members.
	2. English definition of the MRA is “Mongolian Road Association”
	3. Official address of the MRA is Express Tower, Room No 501, Chingeltei District -1, Ulaanbaatar, Mongolia.
	4. MRA shall be registered at the Ministry of Justice and Home Affairs in compliance with the State Registration of Legal Entities Law of Mongolia, and exercise the rights of the legal entity
	5. MRA shall have its own logo, letterhead, and accounts
	6. MRA shall have its own awards and medals
	7. The date of approving this charter of the MRA shall be the date of its foundation.
	8. MRA shall have a right to establish branch offices in rural areas of Mongolia and in any other foreign countries
	9. MRA shall report its annual work performance and financial reports to the relevant authorities and organizations within the legal term

**TWO. PURPOSE AND APPLICATION OF THE MRA**

2.1. The prime purpose of the MRA is to contribute to the road development, actively participate in developing state policies, cooperate, encourage and support similar state and non government organizations, and protect the interests and rights of its members

2.2 MRA shall run the following activities in order to fulfill the purpose stated in 2.1 of this charter:

 2.2.1 improve the qualification of its members

 2.2.2 cooperate in close liaison with state, non-government organizations and private companies to protect the interests and rights of its members

 2.2.3 provide consultancy services to the road construction and maintenance companies, construction material production, road design, engineering and surveying state and private organizations that run their activities in compliance with the relevant laws and regulations within the territory of Mongolia

 2.2.4 supervise activities of the state and non-government, scientific and research organizations of the road sector

 2.2.5 protect the interests and rights of the state and non-government, scientific and research organizations and their employees of the road sector

 2.2.6 cooperate with the government and other state organizations in order to encourage

 government policies with regard to road development, in accordance with provision 19 of

 the Law on Government and other relevant regulations

**THREE. PRINCIPLE ACTIVITIES**

3.1 The organizational structure and its activities shall be based upon true democratic and open principles

3.2 MRA shall pursue a policy of non-discrimination of members and member organizations by their property, wealth and location

3.3 Road sector organizations and their employees who accept the MRA regulation shall be considered as “road workers” and are fee to become members of the MRA

3.4 MRA shall conduct its activities in conformity with this charter, Mongolian Constitutional Law, Law on NGOs

 3.5 MRA shall aspire to become a member of similar international organizations and associations and extend its cooperation

3.6 MRA shall not discriminate its members according to their beliefs and political views, and shall not act on behalf of the government or conduct different political activities

**FOUR. ORGANIZATIONAL AND MONITORING STRUCTURE OF THE MRA**

4.1MRA shall have following organizational structure in order to be accessible and transparent to all members of the association

 4.1.1 Great Hural

4.1.2 Consulting/Advisory Board

4.1.3 Steering Committee

4.1.4 President

4.1.5 Monitoring Board

4.1.6 Executive Director

4.1.7 Staff/ Working Group

4.2 The Branch Board of the MRA can be established depending on territorial peculiarities and shall be registered to the MRA based on resolution made by an official assembly of the road companies’ representatives of that territory

4.3 The Branch Board shall organize the implementation of guidelines and decisions made by the Great Hural, Consulting Board, Steering Committee, and Monitoring Board within the territory and shall report to the MRA

**FIVE. GREAT IH HURAL**

5.1 The Great Hural shall be the highest ruling power of the MRA

5.2 The Great Hural shall have regular and non regular meetings and the regular meetings shall be called once in 3 years

5.3 Non regular meetings can be called according to the MRA regulation

5.4 The following issues shall be discussed by the Great Hural

 5.4.1 top priority issues of the road sector and work performance report of the

 Consulting/Advisory Board

 5.4.2 reports of the Monitoring Board

 5.4.3 amendments to the MRA regulations and its program

 5.4.4 selection of the members of the Consulting/Advisory Board and Monitoring Board

 5.4.5 selection of up to 10 members of the Consulting/Advisory Board by quota from the

 state and non-government organizations

 5.4.6 selection and/or release the President of the MRA

 5.4.7 change or disband the MRA

**SIX. CONSULTING/ADVISORY BOARD**

6.1 The Great Hural shall assign 51 members of the Consulting/Advisory Board and shall govern the MRA

6.2 The Consulting/Advisory Board shall be gathered not less then once per year and shall discuss the following issues

 6.2.1 annual report of the President of the MRA and approve the annual budget

 6.2.2 financial report and its expenditure

 6.2.3 annual work plan

 6.2.4 selection of the members of the Steering Committee

 6.2.5 Monitoring Board report

 6.2.6 Internal regulations of the MRA’s Foundation, organizational structure of the working group of the NGO and its budget

 6.2.7 Have right to discharge up to the 15% of the Steering Committee Members during the term of office

 6.2.8 Non regular meeting of the Great Hural can be called by the initiation of the majority members of the Consulting/Advisory Board /60%/ if there is a legal grounding for releasing the President of the MRA

 6.2.9 Other timely manner issues

**SEVEN. STEERING COMMITTEE**

7.1 The Steering Committee of the MRA shall consist of 5-15 members selected by the Consulting/Advisory Board

7.2 The term of office of the Steering Committee members shall be one year

7.3 The members of the Steering Committee shall be selected and released by the decision of the Consulting/Advisory Board

7.4 The Steering Committee shall be called not less than once a quarter and shall discuss the following issues

 7.4.1 assigning the staff and its remuneration

 7.4.2 approving the quarterly work plan

 7.4.3 other timely manner issues

**EIGHT. PRESIDENT OF THE MRA**

8.1 PRESIDENT of the MRA shall be selected for duration of 3 years by the Great Hural

8.2 President of the MRA shall have the following responsibilities:

8.2.1 realize the implementation of the decisions made by the Great Hural and Consulting/Advisory Board jointly with the Steering Committee

 8.2.2 preside over the Consulting/Advisory Board

 8.2.3 represent the MRA in internal and external events and effectively cooperate with state and non-government organizations

 8.2.4 administer the working group and supervise the Steering Committee’s meetings

 8.2.5 govern the Consulting/Advisory Board’s meetings

 8.2.6 review the complaints and other matters with regard to MRA activities

 8.2.7 administer and report on the properties of the MRA

 8.2.8 award the members of the MRA

 8.2.9 issue a legal act within his authority

 8.2.10 assign an appropriate candidate to replace the released member of the Steering Committee

 8.2.11 supervise the executive director appointed by the Steering Committee

8.3 Expiration of the term of office of the President of the MRA shall be the expiration of the term of office of the head of the Steering Committee

8.4 President may substitute the Executive Director

**NINE. MONITORING BOARD**

9.1 Monitoring Board shall supervise the activities and budget expenditure of the MRA

9.2 President and staff of the MRA and members of the Steering Committee shall not be members of the Monitoring Board

9.3 Monitoring Board shall be called not less than twice a year and, if necessary, can be called at any time

9.4 Monitoring Board shall have a right to request any documents, information with regard to MRA activities and shall involve professional experts/auditors in monitoring activities

9.5 Monitoring Board shall report the revealed problems to the Consulting/Advisory Board and Steering Committee

**TEN. EXECUTIVE DIRECTOR**

10.1 Executive Director shall be appointed by the Steering Committee of the MRA

10.2 Executive Director shall have the following powers and rights:

10.3 Executive Director shall manage and administer everyday’s routine works of the MRA within the power allocated by the Steering Committee

10.4 Executive Director shall administer the Working group approved by the Steering Committee within the budget limits approved by the Consulting/Advisory Board

**ELEVEN. WORKING GROUP**

11.1 Executive Director shall report to the Steering Committee about the necessity of establishing the working group while developing the work plan

11.2 Steering Committee shall assign the working group based on the Executive Director’s initiation

11.2.1 Working group shall be established on a permanent or temporary basis and shall be reflected in resolution of the Steering Committee

11.2.2 Working group shall be headed by the Executive Director or other candidate approved by the Steering Committee

 **TWELVE. MEMBERSHIP**

12.1 Any property type of organizations and their employees who accept the charter and programs of the MRA can become a member of the MRA on a voluntary basis

12.2 Any foreign citizen, International organization with similar activities and Mongolian citizens who are working or studying abroad to obtain a highway engineering or other similar profession degree, are free to become members of the MRA

12.3 Mongolian citizens employed in any foreign-invested or joint road companies and organizations are free to become members of the MRA

12.4 MRA shall consists of the authentic and honorary members

12.5 Steering Committee of the MRA shall select an honorary member

12.6 Foreign citizens can be registered as an honorary member of the MRA

THIRTEEN. RIGHTS OF THE MRA MEMBERS

13.1 A Member of the MRA shall exercise the following rights

 13.1.1 right to select and be selected as a member of the MRA headquarter

 13.1.2 right to actively participate in discussions of the priority issues of the road sector and MRA activities

 13.1.3 right to be protected and to request assistance from the MRA

 13.1.4 right to be released as a MRA member on a voluntary basis

13.2 Member of the MRA shall have the following duties

 13.2.1 obey the Mongolian Constitutional Law and the charter of MRA

 13.2.2 pay the membership fee and donations according to relevant regulation

 13.2.3 actively participate in implementing the decisions made by the headquarters

 13.2.4 participate in preparing the next coming generation

13.3 The rights and duties stated above shall be subject to the real members of the MRA

**FOURTEEN. MEMBERSHIP PROCEDURE**

14.1 Legal persons and citizens can become members of the MRA by accepting this charter and filling out the membership application form

14.2 MRA shall not refuse an applicant in becoming a member without any reason

14.3 An applicant shall become a full member of the MRA upon the decision of the Steering Committee

14.4 Following shall be reasons for dismissal from the MRA membership

14.4.1 upon applicant’s request

 14.4.2 failure in 3 months membership payment

 14.3 violation of the MRA charter for more than two times

 14.4.4 serious violation of the MRA charter that impacts the MRA interests

14.5 Member shall make an official written request to release another member

14.6 Steering Committee shall make the decision within 5 working days after receiving the official request

14.7 Steering Committee shall not refuse the request without any reason

14.8 Steering Committee shall issue a resolution with clear sufficient groundings to release a member of the MRA on its initiative

14.9 Foreign citizens and legal persons can be registered as an honorary member of the MRA

**FIFTEEN. FINANCIAL SOURCES OF THE MRA**

15.1 MRA shall have the following financial sources

 15.1.1 Membership fees and donations

 15.1.2 sources allocated from the state budget to implement the project, entailed property, donations and contributions by members and member support organizations

 15.1.3 Profits made from project implementation

 15.1.4 Income from other activities carried out to fulfill its mission

**SIXTEEN. MRA FINANCE**

16.1 MRA’s fiscal report shall comprise the period from January 1st to December 31st according to the Accountancy Law of Mongolia

16.2 MRA’s annual budget shall be prepared by the President and the Executive Director and submitted to the Steering Committee for its approval

16.3 MRA shall spend its profits\income for fulfilling the purpose stated in this charter

16.4 Membership fee shall be set by the Consulting/Advisory Board

16.5 MRA shall conduct different trainings, projects on engineering designs, publishing and other similar activities in order to find additional financial sources to maintain the Association

16.6 MRA can conclude an agreement with government, state organizations to work as a contractor, perform consultancy services, verification analysis, engineering drawings, design

16.7 Monitoring Board, consisting of 3 members shall conduct an internal financial auditing not less than once a year on budget expenditure, property use, inventory check-up and introduce the results to the Consulting/Advisory Board

16.8 A Steering Committee member or any other member or staff shall not misappropriate or embezzle the MRA property and money for his own interests

16.9 MRA shall not make profit from any other activities for pure business purposes not specified in this charter, and shall not conduct any other loss making and unprofitable activities

16.10 MRA property shall not be used by individuals or organizations with the purpose to make profit

16.11 MRA can establish a special foundation for better rational use of its equity

16.12 It is prohibited to confiscate all property of the MRA with no adjudication or court decision

**SEVENTEEN. PROCEDURES TO LIAISE WITH STATE AND NON-GOVERNMENT ORGANIZATIONS \NGOs\**

17.1 MRA shall be independent from the state and all rights shall be protected by Law

17.2 MRA shall actively participate to fulfill the priority goals of the road sector in compliance with the government program\action plan and have a right to request for financial support and other type of assistance from the government if the duties specified in provision 5.4 of this charter have been implemented

17.3 MRA shall cooperate with the legislative and executive authority organizations to consider matters related to road sector development

17.4 MRA shall make joint resolutions with the state and non-government organizations, if necessary

17.5 MRA shall have a right to express its position, criticize, make official statement to correct, invalidate or change the wrong decisions made by the government officials, and organizations that are detrimental or prejudice the rights of the members and member organizations

17.6 MRA can liaise with other similar NGOs within the road sector to make joint decisions and organize events

17.7 MRA can become a member of other associations and communities within the territory of Mongolia based on resolutions made by the Consulting/Advisory Board

17.8 MRA shall submit the annual report to the relevant state organizations within the fixed term in compliance with the relevant regulations

**EIGHTEEN. DISBANDMENT**

18.1 Great Hural shall decide to disband or renew the MRA

18.2 Great Hural shall decide to join with other similar NGOs

18.3 MRA shall have a right to expand its activities and establish a new separate NGO based on the Great Hural resolution

18.4 All remaining property of the MRA shall be transferred to other similar NGOs if not existing to the state organizations of the road sector in case if the MRA will be disbanded according to the court decision

**NINETEEN. LEGAL LIABILITIES OF THE MRA**

19.1 MRA shall be subject to legal liability in case of violation of the Law on NGOs and other relevant laws and regulations

19.2 MRA shall not be a subject to legal liability due to the illegal actions of the headquarters of the MRA and its members with regard to the property embezzlement and other abuse.

MONGOLIAN ROAD ASSOCIATION