



EUROCITIES STATUTES

Adopted by the EURO CITIES AGM in Lyon on 22 November 2005

Amended by the EURO CITIES AGMs in 2006, 2008, 2009 and 2015

Chapter I: Name, Seat, Aims and Duration

Article 1

The Association will be called "*EUROCITIES*", a non-profit making organisation.

Article 2

The seat of the Association is in the Brussels judicial region at 18 Square de Meeûs, 1050 Brussels until 31st March 2007. From 1st April 2007 on, the seat will be in the Brussels judicial region at 1 Square de Meeûs, 1000 Brussels. The registered seat of the Association may only be moved upon decision of the General Assembly. Any modification to the seat must be published in the annexes of the Belgian Official Journal in the same month.

Article 3

The aims of the Association are as follows:

- a) to establish a network for cooperation between the major metropolitan cities of Europe (hereafter "*EUROCITIES*") and to promote the common interests of the *EUROCITIES* in their capacity as centres of economic, technological, social and cultural development, and at an international level;
- b) to promote and represent the common interests of the *EUROCITIES* in the consultative and decision making process of the institutions of the European Union;
- c) to represent the reciprocal interests of the *EUROCITIES* in the framework of any area or question relating to the institutions of the European Union;
- d) to disseminate, publish or otherwise provide information, as well as organise and promote conferences, conventions, assemblies, seminars and meetings;
- e) to participate in seminars, conferences and conventions for training and education;
- f) to seek funds and subsidies for the benefit of *EUROCITIES*. Also to accept any other form of aid, or material donations, such as office equipment or office space, in such condition as benefits the aims of the Association.

To further these aims, the Association may also, in a minor capacity, take part in commercial activities, on condition that all benefits made from such activities are used solely for the purposes for which the Association was created.

The Association can undertake all acts which relate either directly or indirectly to its aims. It can, in particular, give its support to or take an interest in any other activities similar to its own aims.

Article 4

The Association shall be set up for an undetermined period. It may be dissolved at any time by a decision of its Annual General Meeting, following the conditions required for changing the Statutes, as laid down in articles 18 and 20.

Chapter II : Members

Article 5

The Association is made up of full members and associate members. The number of members is unlimited, but must be a minimum of three. Without contravening the present Statutes or Belgian law, the rights and obligations of the different categories of members will be determined by the current Statutes.

The initial members are the founder members, as mentioned when setting up the organisation.

Article 6

Full membership of the Association is open to major cities of the European Union and the European Economic area (EEA) with a democratically elected city government and should take into account for its admission the following criteria:

- Preferably to have a population over 250,000 inhabitants;
- The international and regional importance of the applicant city;
- The urban structure in the country the applicant city comes from.

Associate membership of the Association is open to major cities of Europe from outside the European Union and the European Economic area (EEA) with a democratically elected city government and should take into account for its admission the following criteria:

- Preferably to have a population over 250,000 inhabitants;
- The international and regional importance of the applicant city;
- The urban structure in the country the applicant city comes from.

Full and Associate membership of the Association are also open to metropolitan areas according to the following criteria:

- The core administrative entity must exceed a population of 200,000 and the wider metropolitan area should be at least around 400,000.
- There must be established a coherent political structure and a legally recognised political representation for the wider metropolitan area.

Any eligible city may be admitted to the association, as approved by the Executive Committee. The prospective candidate is required to provide a formal written request of acceptance, to be submitted to the Executive Committee. The decision of the Executive committee will be without appeal.

The written application must be made on the standard application form and be accompanied by a letter and/or additional documentation relating to the size, national and international role of the city.

Article 7

Both full and associate members of the Association will be required to pay an annual subscription fee. A city who has not paid its subscription fee will automatically drop out of the members list. The amount of this fee will be proposed by the Executive Committee and formally approved by the Annual General meeting. The maximum annual fee will be fixed at 50.000 EURO.

Article 8

All members are free to end their membership of the Association at any time. Any resignation must be made known to the Executive Committee by means of a registered letter. The end of the membership will come into force only after a period of 6 months, from the date of the registered letter.

The exclusion of a member may only be decided upon by the Annual General Meeting, by a majority of two thirds of the members there present or represented.

The Executive Committee may, until formal decision of the Annual General Meeting, suspend any member guilty of serious infringement(s) of the Statutes.

Article 9

Any member who has either resigned or been excluded, as well as their successors, will have no rights whatsoever to the social funds of the Association, and will have no right to any form of compensation.

Article 10

Members are in no way responsible for the obligations of the Association.

Chapter III : Administration and Management

Article 11

The Association will be run by an Executive Committee, made up of members of the Association; their number will not exceed 12. In any case, the number of members of the Executive Committee shall be inferior to the number of Members of the Association.

Except in the case that it is necessary to nominate a member of the Executive Committee for a single term, a term being the period between two Annual General Meetings, members of the Executive Committee will be nominated by the Annual General Meeting for a period of three years. Members of the Executive Committee will be eligible for re-election. They will exercise their duties free of charge.

The Executive Committee will be presided over by a President, elected by the Annual General Meeting for a one year term, on the proposal of the Executive Committee. The President may serve a maximum of two terms.

All members of the Executive Committee will be free to resign from their duties by sending notice to

the President, or, if the President resigns, by sending notice to the Vice-President. If all members of the Executive Committee wish to resign, such resignation shall occur by sending notice to all members of the Association. The members of the Executive Committee can be dismissed by the General Meeting at any moment.

The nomination, revocation or resignation of a member of the Executive Committee will be published in the annex of the Belgian Official Journal, during the month in which this takes place.

Article 12

In the case of a member of the Executive Committee vacating a position during the course of a mandate, a new member of the Executive Committee may be provisionally appointed by the Annual General Meeting. The new member of the Executive Committee would, in that case, take over until the end of the mandate period of the person whom he replaces.

Article 13

The Executive Committee will choose from among its members a secretary and a treasurer annually immediately after the elections for a term of one year renewable.

The Executive Committee will meet when convened by the President, or at the request of two members of the Executive Committee, or by the Secretary General.

A meeting of the Executive Committee will only be considered valid if a majority of members of the Executive Committee are present. A member of the Executive Committee may be replaced by another member of the Executive Committee, but a member of the Executive Committee may not act as proxy for more than one person at a time. Proof of proxy may be shown by means of a facsimile message.

Decisions will be taken by a simple majority of votes put forward by the members of the Executive Committee present or represented. In the case of an even vote, the President shall have the casting vote.

Minutes will be taken at each meeting and will be formally approved at the next meeting. All members will have the right to consult these Minutes and the decisions taken at the registered seat of the Association. Any extracts to be produced, as well as any other acts, may validly be signed by the President, the secretary or any other two members of the Executive Committee, or by the Secretary General.

Article 14

- ELECTION OF THE EXECUTIVE COMMITTEE

There will be a maximum of two cities per EU member state elected to the Executive Committee. The same city may not be represented in the Executive Committee by two institutions at the same time.

Membership of the Executive Committee is only open to full members of the Association based in an EU Member State.

Cities are elected to the Executive Committee by the Annual General Meeting for a three-year term.

The method of election will be as follows:

Nominations for election to the Executive Committee must be received by the Executive Committee not later than six weeks prior to the date of the Annual General Meeting.

The vote on the election to the Executive Committee will take place by secret ballot.

Without prejudice to the other articles of the statutes, the cities, which receive the largest number of votes will be elected to the Executive Committee until the seats on the Executive Committee have been filled. This will be true except where this would include cities which have polled less than 10 per cent of the votes.

In case of tie in the number of votes received by two or more cities, the Executive Committee determines a way of resolving the issue of the tie.

Each city represented on the Executive Committee may nominate one officer to support its political representative. That officer may vote on behalf of the member in his/her absence.

- ELECTION OF THE PRESIDENT and the VICE-PRESIDENT

Nominations for election of the President and the Vice-President must be received in writing by the Executive Committee not later than 6 weeks prior to the date of the Annual General Meeting.

The President and the Vice-President are always members of the Executive Committee.

The Vice-Presidency is to be seen as a preparatory position for the future Presidency in order to ensure continuity during a change of Presidency. It does not commit the Annual General Meeting in any way as to the election of the President the following year.

The President and the Vice-President are elected by the Annual General Meeting, on recommendation of the Executive Committee.

- MANAGEMENT OF THE ASSOCIATION

The Executive Committee holds the overall responsibility for the administration and management of the Association.

The Executive Committee manages the current affairs of the association and represents it in all legal and extra-legal sectors. All powers which are not explicitly reserved by the law or the present Statutes to the General Assembly are held by the Executive Committee.

The Executive Committee will nominate or dismiss, either directly or by the means of an intermediary, all agents, employees and members of staff of the Association; it will also decide upon their work and conditions.

The Executive Committee can, within the powers reserved to it, delegate its powers to one or more of its members, or to one or more employees of the Association. The Executive Committee may, in particular, delegate the daily management of the Association to the Secretary General, by which is meant any action which are necessary in the normal course of business or which can be taken without a formal decision of the Executive Committee due to their minor importance or their urgency, including the use of the signature necessary for this management . Without prejudice to formalities imposed by the labour law then in force, the Executive Committee may dismiss said delegate at any moment and said delegate may resign by sending notice of his/her intention to do so to the President.

Unless otherwise specified in the Minutes of an Executive Committee meeting, any member of the Executive Committee may validly sign individually an act regularly decided upon by the Executive Committee.

The Executive Committee will establish all internal rules and regulations, which it deems necessary or which are provided for in the Statutes.

Article 15

Members of the Executive Committee incur no personal obligations deriving from their functions, and may be held responsible only for the fulfilling of their mandate.

Article 16

Before the Executive Committee takes a decision or undertakes an operation whatsoever in which any of their number may have a personal interest, either direct or indirect, that member of the Executive Committee is held to declare the interest and ensure that his declaration is mentioned in the Minutes of the meeting of the Executive Committee.

That member of the Executive Committee may not vote in the Executive Committee in matters regarding that operation or decision.

Chapter IV : Annual General Meeting

Article 17

The Annual General Meeting is made up of all the members of the Association and is presided over by the President of the Association.

A member may be represented by another member at the annual general meeting, but each member may only represent one other member at any one time. Proof of proxy sent to the registered seat of the association at least two weeks before the AGM may be made by means of facsimile message or email.

All full and associate members that have paid their fees for all preceding years of their membership have one vote at the annual general meeting

Article 18

The Annual General Meeting holds the final decision making power of the Association. It is endowed with all powers which are mentioned in the present Statutes, or are reserved for it according to law.

The following powers are notably reserved for the Annual General Meeting:

- a) the modification of the Statutes;
- b) the nomination and dismissal of President, Vice-President and members of the Executive Committee;
- c) the nomination and dismissal of the auditors and the amount of their fees if such fees are due;
- d) the release granted to the members of the Executive Committee and to the auditors;
- e) the approval of budgets and accounts together with the Work Programme and Report of Activities;
- f) the voluntary dissolution of the Association;
- g) the exclusion of a member.

Article 19

The Annual General Meeting will convene during a conference organised by the Association, when such a conference is scheduled to take place, or at any other time of the year, as judged necessary by the Executive Committee, to approve accounts of the previous year, or to approve budgets for the following year. An Annual General Meeting must be convened at least once a year. An extraordinary Annual General Meeting may be convened at any time, by decision of the Executive Committee or by request by one fifth of the members of the General Assembly, this as and when the aims or interest of the Association so demands.

Notification will be made by means of a simple letter, signed by the President, or two of the members of the Executive Committee, and sent out at least one month before the Annual General Meeting is due to take place. Notifications should mention the date, place, time and agenda of the Annual General Meeting. All proposals signed by at least one twentieth of the members must be put on the agenda.

The Annual General Meeting may discuss points, which do not figure on the agenda, except in those cases foreseen in articles 8, 12 and 20 of the Belgian law of 27 June 1921 as amended by the law of May 2nd, 2002.

Article 20

Except in cases foreseen by law or by the Statutes, all decisions will be taken by a simple majority of votes of members present or represented. In the case of an even vote, the President will have the casting vote.

The Annual General Meeting may only decide on any changes to the Statutes if said changes are explicitly foreseen in the call to assembly, and if two thirds of the members are present or represented. Any modification may only be adopted by a majority of two thirds.

However, if the modification to the Statutes concerns one of the aims for which the Association was created, the vote will only be held as valid if it is adopted by a majority of four fifths of the members present or represented at the Annual General Meeting.

Any modification of the Statutes must be published within the month in the annex of the Belgian Official Journal.

If two thirds of the members are not present or represented at the first meeting, a second meeting may be called, at which the matter may be discussed, regardless of the number of members present.

Such second General Meeting shall be able to deliberate upon the changes referred to under paragraphs 2 or 3 here-above. However, such second General Meeting may not be held before a period of at least fifteen days after the first meeting.

The Annual General Meeting may only decide on the dissolution of the Association if four fifths of the members are present or represented. If this condition is not fulfilled, a second meeting may be called, which may decide no matter what number of members are present. However, such second General Meeting may not be held before a period of at least fifteen days after the first meeting.

A two-thirds majority will be required in the case of exclusion of a member. No quorum will be necessary.

Article 21

Minutes will be taken at each meeting, to be signed by the President and the secretary, and written into a register reserved for this purpose.

Members or third parties who express a valid interest will have the right to consult at the registered seat of the Association the documents, and/or an extract.

The extracts will be validly signed by the President or by two members of the Executive Committee.

Chapter V : Financial Year and Accounts

Article 22

The financial year of the Association will start on the 1st January and end on 31st December.

The Executive Committee will prepare the accounts of the year ended, as well as the budget of the next year. The Executive Committee will present the accounts of the year ended to the approval of the members at an extraordinary Annual General Meeting to be held during each annual cooperation platform before the end of June and present the budget to the approval of the Annual General Meeting in November. The accounts must be sent out at least one month before the extraordinary Annual General Meeting is due to take place. The budget may be seen by members at the seat of the association as from the tenth day preceding the regular Annual General Meeting.

Chapter VI : Dissolution and liquidation

Article 23

In the event of a voluntary dissolution, the Annual General Meeting, or, failing this, a tribunal will appoint one or more liquidators. It will also determine their powers and the method of liquidation.

Article 24

In the case of dissolution of the Association, the net balance, after payment of debts, will be donated to one or more associations with a similar objective, as designated by the Annual General Meeting.

Chapter VII : Final comments

Article 25

Any points not specifically mentioned in the above Statutes will come under the legislation of the Belgian law of 21 June 1921 as amended by the law of May 2nd, 2002.