

4. Governance: [10']

4.1 Proposal from the Governance Committee on the reviewing of the Statutes

4. Gobernanza: [10']

4.1 Propuesta del Comité de Gobernanza sobre la revisión de los Estatutos

4. Gobernanza: [10']

4.1 Proposition du Comité de gouvernance sur la révision des statuts

Governance Committee

PROPOSAL OF AMMENDMENT OF THE STATUTES AND THE RULES OF PROCEDURE TO THE BOARD
OF DIRECTORS

MONTEVIDEO | APRIL 6TH, 2019

Introduction to the proposal for changes to the statutes and the rules of procedure.

a) Mandate of the Gauteng Board of Directors

As agreed at the Gauteng Board of Directors and indicated in Point 4.3 of the Main Decisions (see below), you will find attached a proposal for new statutes and rules of procedure.

4.3 Review of the Statutes, the Rules of Procedure and the Vice-presidencies: Appointment of a “Governance Committee”

Decisions of the Board of Directors:

- ❑ Approval to constitute a “Governance Committee” ad hoc. It will be composed by a representative of the Presidency, the Treasury, the Secretariat General, the Regional Secretariats, the Co-presidencies and a representative of Metropolis Women. The lead of the committee will be taken by the Secretariat General.
- ❑ Approval to apply the gender mainstreaming approach to the current statutes, especial care should be taken in order to avoid sexist language; in particular, in the French and Spanish version. Certain articles of the 2014 Statutes will be revised and redrafted.
- ❑ Approval to clarify and/or redefine the role of the Vice-presidencies, Co-presidencies and Regional Secretariats when appropriate.
- ❑ A first draft of the amended statutes will be presented at the next Board of Directors (Montevideo · April 2019).

B) Basis of the proposal

This proposal is based on the following points:

- Updating the language to the reality of the association and its evolution in recent years



- Clarify inconsistencies in the statutes / Give more coherence to the articles
- Some points of the internal regulations were more a matter of statutes than of the internal functioning of the association. The new proposal introduces these points of the Rules of Procedure into the Statutes for greater clarity.
- Develop relevant rules of procedure
- Introduce discussion points on some of the articles of the current statutes

METROPOLIS Statutes

French Association, Law of 1901

April 2019

No change proposal

Article 1. Name and Legal Form

The signatories to these Statutes hereby found an Association governed by the amended French Law of July 1901 and its implementing texts, which shall be called: “Association mondiale des grandes métropoles, Metropolis”, “World Association of the Major Metropolises, Metropolis”, “Asociación Mundial de las Grandes Metrópolis, Metropolis.”

This non-profit Association is a non-governmental international organisation with no political or religious affiliations.

Article 2 – Objectives

The main objective of the Association is to act as a forum for mayors, Presidencies and elected officials of metropolises and metropolitan areas and regions to exchange and discuss all policies relating to metropolitan development in order to make the voice of metropolises heard internationally, to foster international cooperation and exchanges among political authorities, bureaucracies, and public or private bodies of major metropolises, and to act as the Metropolitan Section of United Cities and Local Governments (UCLG) for the purposes of:

- promoting and disseminating the knowledge acquired in areas related to the management, planning and development of major metropolises;
- disseminating the experiences and policies implemented by the officials of major metropolises in order to meet the essential needs and aspirations of their inhabitants;
- encouraging or promoting all studies or research aimed at contributing to a better organisation of urban space or to improving the environment and living conditions of the populations of major metropolises;
- strengthening the bonds of solidarity forged between major metropolises in order to foster understanding among peoples and dialogue among metropolises from different countries.

To achieve these objectives, the Association will offer means of contact, and will facilitate or encourage the exchange of information and ideas among all organisations or persons directly or indirectly interested in the issues affecting major metropolises and their future.

Due to the sheer variety of institutional and demographic situations, the term “metropolis” is understood in these Statutes primarily in the sense of a geographic entity consisting of a continuous urban area and playing a predominant role in the State in which it is located.

New article proposition

Article 2 – Objectives

The main objective of the Association is to act as a forum for mayors, Presidencies and elected officials of metropolises and metropolitan areas and regions, for the purposes of:

- fostering international cooperation and exchanges among political authorities, administrations, and public or private bodies of major metropolises
- promoting and disseminating the experiences and the knowledge acquired in areas related to the management, planning and development of major metropolises;
- making the voices of metropolitan areas heard at the international stage and within the international organisations.
- encouraging or promoting all studies or research aimed at contributing to a better organisation of urban space or to improving the environment and living conditions of the populations of major metropolises;
- strengthening the bonds of solidarity forged between major metropolises in order to foster understanding among peoples and dialogue among metropolises from different countries.

To achieve these objectives, the Association is organized as a platform and exchange center facilitating and encouraging the exchange of knowledge, information and ideas among all organisations or persons directly or indirectly interested in the issues affecting major metropolises and their future. Additionally, Metropolis acts as the Metropolitan section of UCLG.

Due to the sheer variety of institutional situations, the term “metropolis” is understood in these Statutes primarily in the sense of a geographic area consisting of an urban agglomeration playing a predominant role at a demographic, social and economic scale in the urban system to which it belongs and in the state which it is located.

Please note:

Article 3 – Headquarters

The Association's headquarters are located in Paris: 33, rue Barbet de Jouy, 75007 Paris, France. They may be relocated by simple decision of the Board of Directors¹.

¹ This address corresponded to the headquarters of the former Presidency of Metropolis, the Île-de-France Region. As the Île-de-France Region has moved its offices to another address, the Metropolis General Secretariat has no link with the new tenants of this address. It is therefore necessary to change the legal address of Metropolis, while remaining in France.

Current Article

Article 4. Members

The Association is made up of active and associate members who have endorsed the objectives defined in Article 2.

- Active members:

Any public authority with territorial jurisdiction, institution or body representing a “metropolis,” regardless of the specific nature of the local government system, may become an active member of the Association. Among the active members, those “metropolises” that took part in “Metropolis’84” and were present at the Association’s inaugural meeting in Montreal, Canada, on 18 and 19 April 1985, are considered founding members.

- Associate members:

The Association may have associate members, consisting of local authorities or legal or natural persons. The role of these associate members is defined in Article 8.1.

The admission of active and associate members is subject to approval by the Board of Directors, acting by a two-thirds majority of the members present or represented.

All member authorities, institutions or bodies of the Association are represented by their executive official or by a representative thereof appointed for this purpose.

New article proposition

Article 4. Members

The Association is made up of members and honorary members who have endorsed the objectives defined in Article 2.

- Members:

All local governments of state capitals or urban agglomerations of at least 1,000,000 inhabitants may be members of the Association, irrespective of the system of local government; and having made the commitment to pay annually the annual subscription to Metropolis.

Among the members, those “metropolises” that took part in “Metropolis’84” and were present at the Association’s inaugural meeting in Montreal, Canada, on 18 and 19 April 1985, are considered founding members.

- Honorary members:

The Association may have honorary members: communities or legal or natural persons.

The admission of members and honorary members is subject to approval by the Board of Directors, acting by a two-thirds majority of the members present or represented.

All members of the Association will be represented by the representative / highest representative of the executive body or by a representative thereof appointed for this purpose.

Article 5. Resignation and Removal

Member status may be lost as a result of resignation or removal.

a) The types of resignation are as follows:

- Member: resignation by ordinary letter addressed to the Association's Presidency; the resignation will take effect at the end of the calendar year.
- Elected member of the Board of Directors: resignation by certified letter to the Association's Presidency; the resignation takes effect at the first Board of Directors meeting held following the resignation. Where applicable, members of the Executive Committee are relieved of their duties on the Committee immediately.

b) The following types of removal are possible:

Removal is decided by the Board of Directors, acting by a qualified majority of three quarters of the members present or represented, due to breach of the rules set forth in these Statutes. All removals are brought to the attention of the General Assembly.

New article proposition

Article 5. Resignation and Removal of members

5.1 Members' status may be lost as a result of:

a) Resignation:

- Member: resignation by ordinary letter addressed to the Association's Presidency; the resignation takes effect at the first meeting of the Board of Directors following such resignation.

b) Removal:

Removal is decided by the Board of Directors, acting by a qualified majority of three quarters of the members present or represented, due to breach of the rules set forth in these Statutes or persistent and systematic non-payment of the fees. All removals are brought to the attention of the General Assembly.

5.2 The quality of Honorary member may be revoked by the Board of Directors following exceptional circumstances.



Inclusion of a new article

Article 6 Partners

Metropolis may collaborate with public and private partners to achieve the objectives above mentioned in Article 2: companies, universities, international agencies and organizations, and non-governmental organizations. As such, the Association will be able to establish memorandums of understanding with these partners specifying the nature and the duration of their collaboration as well as the conditions under which they operate.

Current Article

Article 6. Resources

The Association's resources comprise:

- annual membership fees;
- government grants;
- individual donations and private contributions that the Association may receive;
- any other resource not prohibited by current law and regulations.

New article proposition

Article 7. Resources

The resources of the Association come from:

- annual membership fees;
- government grants;
- international tenders
- contributions of its partners;
- individual donations and private contributions;
- sponsorships and patronage;
- any other resource not prohibited by the laws and regulations in force.

Current Article

Article 7. Membership Dues

Active and associate members pay membership dues based on a scale established by the Board of Directors.

New article proposition

Article 8 – Membership Fees

Members pay membership fees based on a scale established by the Board of Directors.

Failure of the payment of the membership fees will imply the removal from the Association.

Note: Further on membership fees are developed at the Rules of Procedure of the Association.

Current Article

Article 8. Structure of the Association

The Association's bodies are: the General Assembly, the Board of Directors and the Executive Committee.

New article proposition

Article 9 – Structure of the Association

The Association's bodies are: The General Assembly, the Board of Directors and the Executive Committee.

Current Article

Article 8.1. General Assembly

The General Assembly is made up of the active members. Only these members have voting rights.

Associate members are invited to take part in the General Assembly's discussions. They are kept apprised of all the Assembly's work and may be tasked with producing technical reports on specific topics.

The General Assembly is convened by the Presidency of the Board of Directors at least once every three years. At least 15 days before the date it is due to be held, the Association's members will receive an invitation to attend the General Assembly along with the agenda.

The General Assembly may validly conduct business only if one half of the Association's active members are present or represented. In the absence of a quorum, a new Assembly will be convened under the same conditions with regard to the notification period and the agenda. This Assembly may then conduct business without the quorum requirement.

The General Assembly deliberates on issues included on the agenda by the Board of Directors.

The General Assembly takes decisions by simple majority vote of the active members present or represented.

The General Assembly is responsible for:

- approving the accounts of the financial years ended since the last General Assembly;
- replacing members of the Board of Directors.

The Presidency, with assistance from members of the Board, chairs the Assembly and presents his/her report on the Association's activities.

New article proposition

9.1 – General Assembly

The General Assembly is the sovereign body of the Association. It is made up of members described at Article 4. They are the only members to have the right to vote at the General Assembly. Only members who are up to date with their fees from the previous year can exercise this right to vote.

Honorary members are invited to take part in the General Assembly's discussions but they do not have the right to vote.

The General Assembly is convened by the Presidency of the Board of Directors at least once every three years. At least 15 days before the date it is due to be held, the Association's members will receive an invitation to attend the General Assembly along with the agenda.

The General Assembly may validly conduct business only if one half of the Association's members are present or represented. In the absence of a quorum, a new Assembly will be convened under the same conditions with regard to the notification period and the agenda. This Assembly may then conduct business without the quorum requirement.

The General Assembly deliberates on issues included on the agenda by the Board of Directors.

The General Assembly takes decisions by simple majority vote of the members present or represented.

The General Assembly is responsible for:

- elect a new Board of Directors;
- ratify the newly elected Board of Directors.
- approve and ratify the strategic guidelines and the Action Plan governing Metropolis's activities;
- approve the activity and financial report and the accounts of the financial years ended since the last General Assembly;
- deliberate on issues on the agenda.
- The Presidency, with assistance of Secretary General and the members of the Board, chairs the General Assembly.

Current Article

Article 8.2. Extraordinary General Assembly

The Presidency, acting on his/her own initiative or at the request of one half plus one of the active members, may convene an Extraordinary General Assembly according to the procedure provided for in Article 8.1.

The Extraordinary General Assembly may validly conduct business only if two thirds of the Association's active members are present or represented. In the absence of a quorum, a new Assembly will be convened under the same conditions with regard to the notification period and the agenda. This Assembly may then conduct business without the quorum requirement.

This Extraordinary General Assembly takes decisions by absolute majority of the active members present or represented.

New article proposition

Article 9-2 – Extraordinary General Assembly

The Presidency, acting on his/her own initiative or at the request of one half plus one of the members, may convene an Extraordinary General Assembly according to the procedure provided for in Article 9.1.

The Extraordinary General Assembly may validly conduct business only if two thirds of the Association's members are present or represented. In the absence of a quorum, a new Assembly will be convened under the same conditions with regard to the notification period and the agenda. This Assembly may then conduct business without the quorum requirement.

This Extraordinary General Assembly takes decisions by absolute majority of the members present or represented with the right to exercise their vote.

Current Article

Article 8.3. Board of Directors

The Board of Directors is formed by at least 15 members representing metropolises from different continents. They are elected by the General Assembly and may be re-elected. The Presidency of the Metropolis Women International Network is an ex officio member of the Board of Directors.

The term of the Board of Directors expires at each General Assembly, immediately after the election of a new Board of Directors.

The Board of Directors meets at least once a year, except in cases of force majeure, when convened by the Presidency or by request of one quarter of its members, at least 15 days before the date the meeting is due to be held.

The Board of Directors' deliberations cannot be lawfully validated unless at least half of its members are present or represented. In the absence of a quorum, a new Board of Directors meeting will be convened under the same conditions with regard to the notification period and the agenda. This Board of Directors meeting may then validly conduct business among the members in attendance, without the quorum requirement.

The Board of Directors takes decisions by simple majority vote; in the event of a tie, the Presidency casts the deciding vote.

Any board member that, without having been excused, fails to attend three consecutive meetings may be considered to have resigned.

The Board of Directors is responsible for approving the Association's budget, the activity and financial report and the year-end accounts. All Association members are kept apprised of these activities.

New article proposition

Article 9-3 – Board of Directors

The Board of Directors is formed by at least 15 members from different regions. They are elected by the General Assembly and may be re-elected. Additionally, and regardless of the number of members at the Board of Directors, the President of Metropolis Women is an ex-officio member of this Board.

The term of the Board of Directors expires at each General Assembly, before the election of a new Board of Directors.

The Board of Directors meets physically at least once a year, except in cases of force majeure. The meeting is convened by the President or by request of one quarter of its members, at least 15 days before the date the meeting is due to be held.

The Board of Directors' deliberations cannot be lawfully validated unless at least half of its members are present or represented. In the absence of a quorum, a new Board of Directors meeting will be convened under the same conditions with regard to the notification period and the agenda. This Board of Directors meeting may then validly conduct business among the members in attendance, without the quorum requirement.

The Board of Directors takes decisions by simple majority vote; in the event of a tie, the President casts the deciding vote.

-Resignation of an elected member of the Board of Directors:

Resignation by certified letter from the highest authority of the member resigning and addressed to the President of the Association; the resignation takes effect at the first meeting of the Board of Directors following such resignation.

If necessary, as a member of the Executive Committee, their functions on the Committee shall be terminated immediately.

The powers of the Board of Directors are as follows:

- - appoint among its members the President, the Co-Presidents, the Regional Vice-Presidencies, and the Treasurer.
- Appoint the Secretary General
- recommend strategic guidelines (Action Plan) to the General Assembly;
- propose the Triennial Action Plan to the General Assembly
- approve budgets;
- approve the year-end accounts and the previous year's activity and financial report;
- approve the set of minutes of statutory meetings;
- set the amount of membership fees;
- accept new members and proceed to remove members;
- approve bids made by cities to host the organisation of Board of Directors meetings;
- set the agenda for the General Assembly;
- approve a list of Metropolis representatives as candidates to the Executive Bureau and World Council of United Cities and Local Governments (UCLG).
- approve the decisions necessary for the proper functioning of the Association
- appoints the Regional Secretaries under the proposal of the President.

Exceptionally, the Board of Directors may meet virtually in order to address the powers listed above, except for the closure of the accounts for the financial year and the financial report; as well as the activity report of the previous year.

Current Article

Article 8.4. Executive Committee

The Board of Directors elects members of the Executive Committee from among its members. They may be re-elected.

The Executive Committee is formed by:

- the Presidency;
- the Co-Presidencies.

The Treasurer or, where applicable, his/her Deputy and the Secretary General of the association are also entitled to attend Executive Committee meetings.

The Executive Committee is responsible for preparing the statutory meetings and for ensuring the execution of decisions.

New article proposition

Article 9-4 – Executive Committee

An Executive Committee is set up within the Board of Directors, whose composition is as follows:

- the President;
- the Co-President,
- the Treasurer

Secretary General and the Regional Secretaries of the association are also entitled to attend Executive Committee meetings.

The Executive Committee is responsible for preparing the statutory meetings and to elaborate recommendations for the approval of the Board of Directors.

Current Article

Article 9 – Presidency of the Board of Directors

The Presidency of the Board of Directors represents the association in all civil acts and is invested with all the necessary powers to this end.

The Presidency is elected in a personal capacity by the Board of Directors for a period equal to the term of the Board. He/She may be re-elected. In the event of a vacancy or the loss of the elective office by virtue of which the current Presidency represents a member, one of the Co-Presidencies will serve as Acting Presidency until the next Board of Directors meeting. The Board of Directors then appoints a new Presidency.

In the event of the absence or incapacity of the Presidency, one of the association's Co-Presidencies or, failing that, one of its Regional Vice Presidencies will serve as Acting Presidency.

New article proposition

Article 10 – President of the Association

The President is the association's highest official. He or She is responsible for:

- setting the agenda for the Board of Directors;
- chairing all statutory meetings (General Assembly, Executive Committee, Board of Directors);
- ensuring the association's political representation in international forums and in the various activities of the association;
- ensuring the implementation of the strategic guidelines decided by the General Assembly and the Board of Directors;
- proposing to the Board of Directors the appointment of a Secretary General.
- delegating to the Secretary General, when necessary, responsibilities to ensure the proper functioning of the Association.

The President of the Association represents the association in all civil acts and is invested with all the necessary powers to this end.

The President is elected by the Board of Directors from among its members. The highest representative of the executive body of the member institution of the Board of Directors chosen as the President will serve in a personal capacity.

The President is elected for a period equal to the term of the Board. They may be re-elected.

In the event of a vacancy or loss of elective office by the highest representative of the executive body of the member institution of the Board of Directors, the member institution will lose the President while remaining in the Board of Directors.

The President will be temporarily ensured by one of the Co-presidencies until the next Board of Directors. A new Presidency will be appointed by the Board of Directors.

In the event of long term absence or incapacity of the President, one of the association's Co-president will serve as Acting President until the return of the President of the Association.

The President may delegate its representation to one of the Co-presidents for specific events.

The President is accountable before the Board of Directors and the General Assembly.

Current Statutes

Article 10. Co-Presidencies and Vice Presidencies

The Board of Directors appoints from among its members:

- Co-Presidencies;
- Regional Vice Presidencies, each representing one of the association's regional subdivisions.

New article proposition

Article 11 – Co-Presidents

The Board of Directors appoints from among its members up to 6 Co-Presidents.

Co-Presidents are responsible for supervising the association's strategic activities and are linked to strategically items aligned with the association's Action Plan. They are the key political representation of Metropolis. They work closely with the President and Secretary General. They are the standard-bearers of the Metropolis' vision.

By delegation of the President, they assure the association's representation at important events and international conferences.

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Inclusion of a new article?

Article 12 - Vice-Presidencies²

The Board of Directors appoints from among its members:

- Regional Vice Presidencies, each representing one of the association's regional subdivisions.

² Discussion on the Regional Vice-Presidencies will be brought to the Board of Directors meeting in Montevideo (6/04/2019)

Current Article

Article 11. Treasurer

The Board of Directors appoints the Treasurer and the Deputy Treasurer from among its members.

The Treasurer prepares each year, in conjunction with the Secretary General, the proposed activity and financial report, as well as the draft budget.

In the event of incapacity or vacancy of the office, the Deputy Treasurer will serve as Acting Treasurer until a new Treasurer can be appointed by the Board of Directors at its next meeting.

New article proposition

Article 13 – Treasurer

The Board of Directors appoints the Treasurer from among its members. The Treasurer is responsible for supervising the financial strategy, the accounting/bookkeeping and the financial management of Metropolis.

The Treasurer presents the following items at the Board of Directors:

- the closure of the accounts for the financial year closed and the financial report for the previous year, including budgetary changes made during the financial year;
- the execution of the current financial year's budget;
- the draft of the next financial year's budget;
- any changes to the budgetary rules and procedures

At each General Assembly, the Treasurer presents:

- the association's financial position;
- the accounts of the financial years ended since the last General Assembly;
- the financial report of the financial years ended since the last General Assembly;
- the draft of the following financial years' budgets up to the next General Assembly meeting.

In the event of a vacancy of the office, the Board of Directors will appoint a Treasurer among its members.

Current Article

Article 12 – Secretary General and Secretariat General

A permanent Secretariat General is established, headed by a Secretary General and equipped with an administrative department. The Secretariat General is responsible for cultivating and coordinating relationships among members and for implementing the decisions of the General Assemblies, Board of Directors and Executive Committee. The Presidency appoints the Secretary General after consultation with the Board of Directors.

New article proposition

Article 14 – Secretariat General

A permanent Secretariat General is established, headed by a Secretary General and equipped with an administrative and technic department. The Secretariat General is responsible for cultivating and coordinating relationships among members and for implementing the decisions of the General Assemblies, Board of Directors and Executive Committee.

Inclusion of a new Article

Article 15 - Secretary General

The President appoints the Secretary General after consultation with the Board of Directors.

The Secretary General, with support from their administration, is mainly responsible for:

- Propose strategies and implement the decisions adopted by the Board of Directors with the goal of driving Metropolis' position and delivering on its objectives.
- Consolidate Metropolis' actions in relation to the strategic guidelines adopted by the Board of Directors and the association's three-year action plans.
- Represent Metropolis at conferences, forums and international organizations, in coordination with the representatives of the Board of Directors, and advocate for the Metropolis members' common interests.
- Coordinate Metropolis' position on contemporary issues which are of interest to the association.
- Maintain regular communications with the Metropolis Board of Directors and Regional Secretaries.
- Promote projects that contribute to networking between Metropolis members and partners from diverse sectors (professionals, businesses, universities, etc.), contributing to their joint expression within the association and on the international stage.
- Ensure and develop relations with other local government entities and regional networks, particularly UCLG, of which Metropolis is the metropolitan section.
- Coordinates the Regional Secretaries in boosting Metropolis' actions and hold responsibility for the connections established between the members and partners of the association.
- Implement the preparation of Metropolis statutory meetings (General Assembly, Board of Directors meeting, Executive Committee meeting, thematic committee, and taskforce meetings) and engage in these meetings.
- Be responsible for the budgetary and financial management of the association in coordination with the Treasury, ensure transparency of operations and report to the Board of Directors; and seek new sources of public and private funding.
- Lead the Secretariat General staff, taking responsibility for the team's work.
- Ensure the good use of Metropolis' corporate image and brand.
- Perform all the functions that guarantee the good operation of the association.

When necessary, the Secretary General receives from the President a delegation of power to carry out necessary actions to ensure the proper functioning of the Association.

The Secretary General is accountable for his/her actions to the President and to the Board of Directors.

Current Article

Article 13. Regional Secretaries and Regional Offices

Metropolis Regional Offices are hereby established, corresponding to the association's regional subdivisions and coordinated by the Secretary General.

The Regional Offices are responsible for representing the association and carrying out its activities locally. They are headed by Regional Secretaries, who are nominated by the Presidency and approved by the Board of Directors.

New article proposition

Article 16 – Regional Secretaries

Regional Secretaries may be established corresponding to each of the regional division of the association and appointed by the Board of Directors under proposition of the President. They are nominated for three years.

The Regional Secretaries represent the Association and develop locally its activities under the coordination of the Secretary General.

No proposal for change

Article 14. Rules of Procedure

The implementing rules for these Statutes are defined in the Rules of Procedure approved by the Board of Directors. Any amendment to these Rules of Procedure will likewise be subject to approval by the Board of Directors.

Article 17. Rules of Procedure

The implementing rules for these Statutes are defined in the Rules of Procedure approved by the Board of Directors. Any amendment to these Rules of Procedure will likewise be subject to approval by the Board of Directors.

Current Article

Article 15. Amendment of the Statutes

Any member of the association may propose amendments to the Statutes to the Board of Directors. The Statutes may be amended by the Extraordinary General Assembly, provided the amendments are proposed to its members and consistent with the objectives defined in Article 2. The new Statutes come into effect immediately after the vote by the Extraordinary General Assembly.

New article proposition

Article 18 – Amendment of the Statutes

Any member of the association may propose amendments to the Statutes to the Board of Directors. After verification of the modifications, this one will be able to present them to the Extraordinary General Assembly, for their approval. The proposed changes must be communicated to the members of the Association and must comply with the objectives defined in Article 2. If applicable, the new statutes come into effect immediately after the vote of the Extraordinary General Assembly.

No proposal for change

Article 16. Dissolution

The Extraordinary General Assembly is the sole body empowered to dissolve the association and decide on the vesting of its assets, as well as its division or merger with one or more other associations.

The procedures for convening the Extraordinary General Assembly and governing its decisions are provided for in Articles 9.1 and 9.2 of these Statutes.

In case of dissolution of the association, on any grounds, the Assembly appoints one or more liquidators to handle the liquidation. Upon completion of the liquidation, it will decide on the vesting of the remaining net assets

Article 19. Dissolution

The Extraordinary General Assembly is the sole body empowered to dissolve the association and decide on the vesting of its assets, as well as its division or merger with one or more other associations.

The procedures for convening the Extraordinary General Assembly and governing its decisions are provided for in Articles 9.1 and 9.2 of these Statutes.

In case of dissolution of the association, on any grounds, the Assembly appoints one or more liquidators to handle the liquidation. Upon completion of the liquidation, it will decide on the vesting of the remaining net assets

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METROPOLIS Association
French Association, Law of 1901

RULES OF PROCEDURE

April 2019

No change proposal

**These Rules of Procedure add to and clarify certain articles contained in the association's amended Statutes approved on xx xx
Guangzhou**

Current Article

Article 4. Members

Capital cities and urban areas with a population of at least 1 million inhabitants may become active members. The Board of Directors may exercise discretion. Urban areas that do not meet these criteria may become associate members.

Active members are represented in the association's decision-making bodies by their leaders in office. When their duties cease, they are automatically replaced by their successors. This provision is likewise applicable to associate members that are legal persons.

Cities and metropolises wishing to become active or associate members of Metropolis must submit a membership application to the association's Presidency, attaching an extract of their assembly's decision. For cities that do not have an assembly, a favourable decision by their supervisory authority must be attached to the application. Every membership application is considered by the Executive Committee and submitted to the Board of Directors for a decision. Between one Board of Directors meeting and the next, the Secretariat General is authorised to take membership applications meeting the criteria defined by the Board of Directors and collect the corresponding membership dues. If a membership application is not ratified by the Board of Directors, the association will reimburse any sums collected.

International personalities that have provided or are able to provide the association with particular support may be appointed as honorary members. They are selected by the Board of Directors.

Metropolis is an organisation that collaborates with numerous public and private sector partners: international bodies, agencies, universities and enterprises, as well as non-governmental organisations. The association may therefore formalise memoranda of understanding with these partners, specifying the nature of their collaboration and the terms and conditions applicable to it.

Members involved in the association's activities and/or hosting a Regional Office undertake to assume the related costs (staff, financial, logistics, etc.).

New article proposition

Point n°1 – Members

Cities and metropolises wishing to become members of Metropolis must submit a membership application to the association's President, attaching an extract of their assembly's decision. For local governments that do not have an assembly, a favorable decision by their supervisory authority can eventually be attached to the application. Every membership application is considered by the Executive Committee and submitted to the Board of Directors for a decision. Between one Board of Directors meeting and the next, the Secretariat General is authorised to take membership applications meeting the criteria defined by the Board of Directors and collect the corresponding membership fees. If a membership application is not ratified by the Board of Directors, the association will reimburse any sums collected.

Members are represented in the association's decision-making bodies by their leaders in office. When their duties cease, they are automatically replaced by their successors.

Personalities with an international scope or organizations that have provided or are able to provide the association with particular support may be appointed as honorary members. They are selected by the Board of Directors.

Current Article

Article 7. Membership Dues

Membership dues are charged annually. The variable annual contribution is calculated on the basis of the Gross National Product (GNP) of the countries where the active and associate member metropolises are located. Three GNP categories, associated with a reference contribution, have been defined: the percentage of this reference contribution effectively demanded from each member is 100% for active members, 20% for associate members that are legal persons and 3% for associate members that are natural persons.

Notice of membership dues is issued in February each year, and they must be paid by June of the year in which the notice is issued. Membership dues must be paid into the bank account shown on the annual payment request form, the sole holder of which is the World Association of the Major Metropolises – Metropolis. A probationary period of two years is granted in order to enable new members to effect payment of membership dues or old members to resume payment thereof. After that period, the Board of Directors will make a decision on the matter. Honorary members are exempt from membership dues.

New article proposition

Point°2 - Membership Fees

Membership fees are determined using World Bank data on country GDP, Metropolis only versus joint membership with UCLG, and capital or non-capital status. Members are requested to pay their membership fee annually, in order to maintain their status as member and be eligible for participation in any Metropolis activity, receive any Metropolis funding, as well as to have the right to vote in the General Assembly.

Any member who has not paid their membership fees during the three years preceding each Board of Directors shall be subject to removal as member of the association. The removal of members is approved by the Board of Directors.

Notice of membership fees is issued in February each year, and they must be paid by June of the year in which the notice is issued. Membership fees must be paid into the bank account shown on the annual payment request form, the sole holder of which is the World Association of the Major Metropolises – Metropolis. A probationary period of two years is granted in order to enable new members to effect payment of membership fees or old members to resume payment thereof. After that period, the Board of Directors will make a decision on the matter. Honorary members are exempt from membership fees.

Current Article

Article 8.1. General Assembly

In accordance with Article 8.1 of the Statutes, only active members have voting rights at the General Assembly. They must be up to date in their membership dues for the previous year to take part in a vote. A maximum probationary period of two years is established in order to enable a new member to effect payment of membership dues or an old member to resume payment thereof. The member may take part in the association's work during that period and benefit from voting rights as soon as it has rectified its financial situation.

If mayors, Presidencies, governors or officials of metropolises cannot attend the General Assembly in person, they may be represented by a duly authorised person belonging to the same active member institution.

The Assembly is convened by the Presidency at least 15 days before the date it is due to be held, and the invitation to attend will include the agenda. If the Assembly is convened in an extraordinary session, he/she must mention the initiative giving rise to the request and, where applicable, the number of active members (at least half plus one) that has requested that it be convened.

City or metropolis officials not belonging to the association may attend statutory meetings as observers after they have been approved by the Executive Committee. The same applies to personalities appointed by public or private international associations or organisations to represent them at these meetings. These observers may, if authorised to do so by the Presidency, deliver presentations on subjects connected with the reason for their attendance.

The General Assembly has powers to:

- elect a new Board of Directors;
- approve and ratify the strategic guidelines and the Action Plan governing Metropolis's activities;
- approve the activity and financial report and the accounts of the financial years ended since the last General Assembly;
- deliberate on issues on the agenda.

General Assembly and Board of Directors meetings take place at least once every three years at the "Metropolis Congress". This Congress is the opportunity for Metropolis to organise, in the member metropolis hosting the event, a series of conferences, seminars and workshops on topics proposed by the Board of Directors and compliant with the wishes voiced by the General Assembly.

The choice of host metropolis is decided by the Board of Directors. Within the context of preparing for the Congress, the representative of the host metropolis may be invited to take part in Executive Committee meetings.

New article proposition

Point n°3 General Assembly

They must be up to date in their membership fees for the previous year to take part in a vote. A maximum probationary period of two years is established in order to enable a new member to effect payment of membership fees or an old member to resume payment thereof. The member may take part in the association's work during that period and benefit from voting rights as soon as it has rectified its financial situation.

If mayors, Presidencies, governors or officials of metropolises cannot attend the General Assembly in person, they may be represented by a duly authorised person belonging to the same active member institution.

The Assembly is convened by the President at least 15 days before the date it is due to be held, and the invitation to attend will include the agenda. If the Assembly is convened in an extraordinary session, he/she must mention the initiative giving rise to the request and, where applicable, the number of active members (at least half plus one) that has requested that it be convened.

City or metropolis officials from local governments not belonging to the association may attend statutory meetings as observers after they have been approved by the Executive Committee. The same applies to personalities appointed by public or private international associations or organisations to represent them at these meetings. These observers may, if authorised to do so by the President, deliver presentations on subjects connected with the reason for their attendance.

General Assembly and Board of Directors meetings take place at least once every three years at the "Metropolis World Congress".

Article 8.3. Board of Directors

Members of the Board of Directors are elected by the General Assembly by simple majority. To become a member of the Board of Directors, the metropolis must:

- a) be up to date in membership dues;
- b) be represented by the leader in office of its executive body or by its formally authorised representative.

Members of the Board of Directors appoint the Presidency, Co-Presidencies, Regional Vice Presidencies, Treasurer and Deputy Treasurer.

The annual Board of Directors meeting is held in the host metropolis. The host metropolis will have made a proposal to host it at the preceding Board of Directors meeting.

The Board of Directors has powers to:

- recommend strategic guidelines (Action Plan) to the General Assembly;
- approve budgets;
- approve the year-end accounts and the previous year's activity and financial report;
- approve the set of minutes of statutory meetings;
- set the amount of membership dues;
- accept new members and, where applicable, proceed to remove certain members;
- approve bids made by cities to host the organisation of Board of Directors meetings;
- set the agenda for the General Assembly;
- approve a list of Metropolis representatives as candidates to the Executive Bureau and World Council of United Cities and Local Governments (UCLG).

The Board of Directors is accountable for its actions to the General Assembly.

New article proposition

Point 4 – Board of Directors

Members of the Board of Directors are elected by the General Assembly by simple majority. To become a member of the Board of Directors, the metropolis must:

- a) be up to date in membership fees;
- b) be represented by the leader in office of its highest executive body or by its formally authorised representative.

The annual Board of Directors meeting is held in the host metropolis. The host metropolis will have made a proposal to host it at the preceding Board of Directors meeting.

The minutes of the Board of Directors meeting must be signed by the President and 2 members of the Board of Directors.

As stated in Article 8.3 of the Statutes of the Association, the Board of Directors may exceptionally meet in a virtual manner. In this case, the following conditions must be respected:

- The Secretariat General will send a first communication (by email) to the members of the Board of Directors to inform them about the virtual meeting of the Board of Directors and the date chosen. This first communication must be done at least 1 month before the voting date.
- The call on to vote will then be sent with the recommendations of the Executive Committee as an attachment. Members will have a minimum of 15 days to send their votes.
- Only the members of the Board of Directors can vote; the Secretariat General will provide a list of these members as an attachment to the call.

- In the event that a member of the Board of Directors does not share his / her comments and / or vote before the indicated date in the call, his / her vote will be considered as an approval of the recommendations of the Executive Committee.
- The results obtained will be reported on a document which will be validated and signed by the Presidency, the Treasury and the Secretary General and will be transmitted as soon as possible to the members of the Board of Directors.

- All communications of the Secretariat General concerning the procedures to conduct the Board of Directors virtually will be done through the email address indicated in advance by the members of the Board of Directors.

The Board of Directors is accountable for its actions to the General Assembly.

Current Article

Article 8.4. Executive Committee

An Executive Committee is established within the Board of Directors, formed by the Presidency and Co-Presidencies.

The Treasurer or, where applicable, his/her Deputy is entitled to take part in Executive Committee meetings.

The Secretary General takes part in Executive Committee meetings and is responsible for preparing them. Furthermore, he/she is responsible for ensuring that Executive Committee decisions are executed.

The Executive Committee meets at least once a year before the Board of Directors meeting, as convened by the Presidency.

New article proposition

Point 5- Executive Committee

The Executive Committee meets at least once a year before the Board of Directors meeting, as convened by the President.

The Secretary General prepares the agenda for the Executive Committee.

He/She is responsible for ensuring that Executive Committee decisions are executed.

Current Article

Article 9. Presidency of the Board of Directors

The Presidency is the association's highest official. He/She is responsible for:

- setting the agenda for the Board of Directors;
- chairing all statutory meetings (General Assembly, Executive Committee, Board of Directors);
- ensuring the association's political representation in international forums and in the various activities of the association;
- ensuring the implementation of the strategic guidelines decided by the General Assembly and the Board of Directors;
- appointing the association's Secretary General after consultation with the Board of Directors.

The Presidency is accountable for his/her actions to the Board of Directors and to the General Assembly.

New article proposition

Point 6 – President of the Association

As stated in Article 9, in the event of vacancy, loss of elective office, absence or long-term incapacity of the President, the appointment of the Acting President shall be as follows:

- As soon as the Secretary General becomes aware of the vacancy, loss of elective office, absence or long-term incapacity of the President; The Secretary General will consult with the Co-Presidents on their availability to act as Acting President.
- 15 days after the conclusion of the consultations by the Secretary General, the Acting President is appointed on the basis of consensus between all the Co-presidents
- After the appointment of the Acting President, the Secretary General will inform the rest of the members of the association.
- In any case, the nominated Acting President will not lose his/her position as Copresident at the Board of Directors.

Current Article

Article 10. Co-Presidencies and Vice Presidencies

The Board of Directors appoints:

Co-Presidencies responsible for supervising the association's strategic activities. By delegation of the Presidency, they assure the association's representation at important events and international conferences; Regional Vice Presidencies, each representing one of the association's regional subdivisions. These Vice Presidencies ensure the supervision of the Regional Office or Offices located in the region in question.

Co-Presidencies assist the Presidency in his/her tasks. They are members of the Executive Committee.

Co-Presidencies and Regional Vice Presidencies are accountable for their actions to the Presidency and to the Board of Directors.

New article proposition

Point 7 – Co-Presidents

Co-Presidents assist the President in their tasks. They are members of the Executive Committee and contribute to the political strategy of the Association.

Co-Presidents are accountable for their actions to the President and to the Board of Directors.

Divide the current article into 2 separate parts

Article 12. Secretary General and Secretariat General

The Secretariat General is the association's permanent administration. It is headed by the Secretary General. The Secretary General, with support from his/her administration, is mainly responsible for:

- representing the association in all the activities for which he/she has powers delegated by the Presidency;
- communicating regularly with the Presidency, Board of Directors, Executive Committee and Regional Offices;
- engaging in various strategic and financial reflections in consultation with the different Committees, ad-hoc working groups and members of Metropolis, and to produce the Action Plan emerging from these consultations;
- ensuring the implementation of the statutory bodies' guidelines and decisions;
- implementing the procedures to ensure proper accounting/bookkeeping in conjunction with the Treasurer;
- producing activity reports;
- organising and coordinating all of the association's activities, statutory meetings, workshops, seminars, etc., as well as ensuring that relationships with members are maintained.

The Secretary General recruits competent staff for the Secretariat General. He/She is empowered to open and operate a current bank account in the association's name. If necessary, and for the Secretariat General's proper operation, he/she may partially or wholly delegate his/her powers related to this matter, with the Presidency's written agreement.

To assist the Secretary General in tasks of strategic and financial reflection and in the piloting of activities, strategic, financial or evaluation committees (or working groups) may be set up. The meetings of these committees (or working groups) are convened by the Secretary General, who sets their agendas.

The Treasurer or his representative and Regional Secretaries may take part in these meetings, as may anyone invited to do so on account of the quality of their expertise.

The Secretary General is accountable for his/her actions to the Presidency and to the Board of Directors.

New article proposition

Point 8 – Secretariat General

The Board of Directors decides where the General Secretariat is to operate, based on the following principles:

- Adequacy
- Accessibility
- Financial sustainability

Point 9 – Secretary General

The Secretary General recruits competent staff for the Secretariat General. They are empowered to open and operate a current bank account in the association's name. If necessary, and for the Secretariat General's proper operation, they may partially or wholly delegate their powers related to this matter, with the President's written agreement.

To assist the Secretary General in tasks of strategic and financial reflection and in the piloting of activities, strategic, financial or evaluation committees (or working groups) may be set up. The meetings of these committees (or working groups) are convened by the Secretary General, who sets their agendas.

The Treasurer or his representative and Regional Secretaries may take part in these meetings, as may anyone invited to do so on account of the quality of their expertise.

The Secretary General is accountable for their actions to the President and to the Board of Directors.

Article 13. Regional Secretaries and Regional Offices

Regional Offices are headed by Regional Secretaries, whose tasks are of a technical and administrative nature.

Regional Secretaries are mainly responsible for:

- ensuring the promotion of Metropolis and raising awareness of Metropolis in the regions, and representing the interests of member cities belonging to the region in question;
- ensuring regular communication with the association's Regional Vice Presidency and member cities of the region in question, as well as with the Secretary General;
- submitting periodical status reports to the Secretary General;
- ensuring the recruitment of new members of Metropolis in the region in question;
- taking part in all strategic reflections concerning the life of the association, as well as in preparatory activities for statutory meetings.

Regional Offices are taken care of by the metropolises hosting them.

Regional Secretaries regularly report to the Secretary General.

New article proposition

Point 10 – Regional Secretariats

Regional Secretaries are mainly responsible for:

- supporting the work of the General secretariat in the region
- ensuring the promotion of Metropolis and raising awareness of Metropolis in the regions, and representing the interests of member cities belonging to the region in question;
- submitting periodical status reports to the Secretary General; including reporting on institutional and political changes of members;
- ensure the recruitment of new Metropolis members in the region;
- monitor the payments of fees among members of its region and report, if any, the payment problems to the Secretary General;
- taking part in all strategic exercise concerning the life of the association, as well as in preparatory activities for statutory meetings.

Members hosting Regional Secretariats bear all the costs involved.

Regional Secretaries regularly report to the Secretary General.