

METROPOLIS STATUTES

Association under the French Law of 1901

November 2020






Article 1 – Name – Legal form

The members supporting the Statutes hereby create an Association governed under the French Law of 1 July 1901, as amended and in line with its implementing provisions, titled: “Asociación mundial de las grandes metrópolis, Metropolis”, “World Association of the Major Metropolises, Metropolis”, “Association mondiale des grandes métropoles, Metropolis”.

This association, a non-profit organisation, is an international non-governmental organisation without political or religious affiliation.

Article 2 – Object

The main purpose of the Association is to act as a forum for the elected leaders of metropolises, cities, metropolitan areas and regions, with the following objectives:

-  Encouraging international cooperation and exchanges between political authorities, administrations and public or private bodies in major metropolises;
-  Promoting and sharing the experiences and knowledge acquired in different areas that contribute to the management, organisation and development of major metropolises;
-  Making the voice of metropolitan areas heard at an international level and in international organisations;
-  Facilitating exchanges and discussions on all policies related to metropolitan governance and development;
-  Encouraging and promoting studies and research that contribute to a better organisation of urban space, better living conditions and an improved environment for the population of major metropolises;

- 📄 Strengthening the bonds of solidarity between major metropolises to promote understanding between people and to encourage dialogue between metropolises in different countries.

To achieve these objectives, the Association acts as a platform and centre for dialogue that facilitates and encourages the exchange of knowledge, information and ideas between any organisation or person who has a direct or indirect interest in issues related to metropolitan spaces and their future. Metropolis is also the metropolitan section of UCLG.

Given the variety of institutional realities, the term "metropolis" is principally understood, in these Statutes, to refer to a "space covered by an urban agglomeration that holds a predominant role on a demographic, social and economic scale in the urban system to which it belongs and in the state in which it is located".

Article 3 – Headquarters

The headquarters of the Association are located at 23/25 avenue Mac-Mahon - 75017 Paris. The headquarters may be moved at the mere decision of the Board of Directors.

Article 4 – Members

The Association is made up of the members and honorary members who subscribe to the objectives of the Association as defined in Article 2.

📄 Members:

All local governments of state capitals, or urban agglomerations with at least 1,000,000 inhabitants, irrespective of the system of local government, may become members of the Association where they undertake to pay an annual membership fee to Metropolis.

The "metropolises" that participated in "Metropolis 84", and which were present at the Association's founding meeting held in Montréal, Canada, on 18 and 19 April 1985, are considered founding members.

📄 Honorary members:

The Association may accept honorary members: whether groups or legal or natural persons. The role of these members is detailed in Article 9.1.

The admission of members and honorary members is subject to the approval of the Board of Directors, which decides by a majority of two thirds of its members, whether present or represented.

All members of the Association shall be represented by the highest representative of their executive body, or by a person designated for that purpose.

Article 5 – Resignation and exclusion of members

5.1 Membership may be rescinded due to:

a) Resignation:

Member: resignation by letter to the President of the Association; resignation takes effect at the first meeting of the Board of Directors following notification.

b) Exclusion:

Exclusion is decided by the Board of Directors by a majority of three quarters of its members, whether present or represented, as a result of a member breaching the rules established in the Statutes or continual non-payment of the membership fee. The General Assembly is informed of cases of exclusion.

5.2 Honorary membership may be rescinded by the Board of Directors in exceptional circumstances.

Article 6 – Partners

Metropolis may collaborate with various public or private partners to achieve the objectives mentioned in article 2: companies, universities, international agencies and entities, and non-governmental organisations. The Association may establish memoranda of understanding with partners, specifying the nature and duration of the partnership and the conditions under which it is exercised.

Article 7 – Assets

The Association's assets consist of:

- Annual membership fees,
- Public subsidies,

- Fees for calls for projects,
- Contributions from partners,
- One-off donations and private aid,
- Sponsorship and patronage,
- Any other assets that are not prohibited by applicable laws and regulations.

Article 8 – Membership fees

Members pay fees according to a scale established by the Board of Directors.

Failure to pay the annual membership fee will be grounds for exclusion from the Association.

For more information on membership fees, please refer to the Association's Rules of Procedure.

Article 9 – Structure of the Association

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

9.1 – General Assembly

The General Assembly is the top governing body of the Association. It is made up of the members of the Association, corresponding to the description given in article 4. They are the only members with the right to vote in the General Assembly. Only members who have paid the previous year's membership fee may exercise the right to vote.

Honorary members are invited to participate in discussions at the General Assembly, but do not have the right to vote.

The General Assembly is convened by the President of the Board of Directors at least once every three years. At least fifteen days before the established date, the members of the Association receive the meeting call and the agenda. The General Assembly can be held by videoconference or conference call.

The General Assembly is only validly held if at least half the members of the Association are present or represented, and shall be deemed to be present at the General meetings, the members who participate in them by means of a videoconference or conference call. In the absence of a quorum, a new Assembly shall be held under the same agenda and deadline. It may then deliberate without a quorum restriction.

The General Assembly takes decisions on matters on the agenda, proposed by the Board of Directors.

Decisions made by the General Assembly are taken by a simple majority of the members, whether present or represented, who exercise their right to vote.

The General Assembly holds the power to:

- elect a new Board of Directors;
- ratify the new Board of Directors;
- approve and ratify the strategic guidelines and action plan governing Metropolis' activities;
- approve the moral and financial report;
- discuss matters on the agenda.

The President, assisted by the Secretary General and members of the Board of Directors, presides over the General Assembly and presents the moral report of the association.

Article 9.2 – Extraordinary General Assembly

The President, on his/her own initiative or at the request of half plus one of the members, may convene an extraordinary General Assembly, in accordance with the provisions of Article 9.1.

The Extraordinary General Assembly may only reach a decision if two thirds of the members of the Association are present or represented. If this quorum is not reached, a new meeting shall be held under the same conditions of agenda and deadline, without the quorum requirement.

Decisions made during the Extraordinary General Assembly are taken by an absolute majority of members who exercise their right to vote.

Article 9.3 – Board of Directors

The Board of Directors consists of at least 15 members from different regions. They are elected by the General Assembly and are re-electable. Regardless of the number of members on the Board of Directors, the President of Metropolis Women is a de jure member of the Board.

The term of office of the Board of Directors expires at each General Assembly immediately prior to the election of a new Board.

The Board of Directors holds a face-to-face meeting once a year; except in case of force majeure. The meeting is convened by the President, or at the request of a quarter of its members, at least 15 days before its scheduled date. The Board of Directors may meet by videoconference or conference call.

The deliberations of the Board of Directors can only be legally validated in the presence of at least half its members, whether present or represented and, shall be deemed to be present at the General Assembly meetings, the members who participate in them by means of a videoconference or conference call. In the event of not obtaining a quorum, a new Board of Directors will be held under the same conditions of agenda and deadline, in which the members present may deliberate in a valid manner without a quorum.

Decisions are taken by simple majority; in the event of a tie, the vote of the President prevails.

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

Resignation is announced by registered letter addressed to the President of the Association by the highest authority responsible for the resigning institution; resignation takes effect at the first meeting of the Board of Directors following notification of resignation.

If the resigning member is on the Executive Committee, any duties on said Committee shall end immediately.

The Board of Directors is responsible for the following:

- Recommending strategic guidelines to the General Assembly;
- Proposing a three-year action plan to the General Assembly;
- Approving budgets;
- Approving the annual accounts;
- Approving the accounts for the year ended as well as the moral and financial report for the previous year;
- Approving the minutes of statutory meetings;
- Determining membership fees;
- Accepting new members and excluding members;

- Approving the applications of host cities to hold statutory meetings;
- Establishing the agenda of the General Assembly;
- Approving the list of persons representing Metropolis, the candidates for the Executive Bureau of United Cities and Local Governments (UCLG), and for the World Council;
- Approving the decisions necessary for the proper functioning of the Association;
- Appointing Regional Secretaries on the proposal of the President.

Exceptionally, the Board of Directors may meet virtually to discuss the powers listed above.

Article 9.4 – Executive Committee

An Executive Committee is hereby established within the Board of Directors, whose membership is as follows:

- The President;
- The Co-Presidents
- The Treasurer

The Secretary General, as well as the Regional Secretaries of the Association, have full rights to attend the meetings of the Executive Committee.

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

Article 10 – Presidency of the Association

The President holds the highest possible position in the Association. His/her responsibilities are as follows:

- Establishing the agenda of the Board of Directors;
- Chairing all statutory meetings (General Assembly, Executive Committee, Board of Directors);
- Ensuring the political representation of the Association before international bodies and in the different activities run by the Association;

- Ensuring the implementation of the strategic guidelines decided by the General Assembly and the Board of Directors;
- Proposing the appointment of the Secretary General of the Association to the Board of Directors;
- Delegating responsibilities to the Secretary General, when necessary, to ensure the proper functioning of the Association.

The President represents the Association in all acts of civil life and assumes all the powers to do so.

The President of the Association is elected from among its members.

The highest representative of the executive body of the institution that is a member of the Board of Directors and elected as President shall hold office in his/her personal capacity.

The President is elected for a term equal to the term of office of the Board of Directors and is eligible for re-election.

In the event of a vacancy or loss of an elective mandate by the highest representative of the executive body of the institution that is a member of the Board of Directors, the member institution shall lose the Presidency while remaining on the Board of Directors. The Presidency will be temporarily covered by one of the Co-Presidents until the next Board of Directors. A new Presidency will then be appointed by the Board of Directors.

In case of absence or long-term impediment, the Presidency will be covered by one of the Co-Presidents until the return of the President of the Association.

The President may delegate his/her role to one of the Co-Presidents for specific events.

The President informs the Board of Directors and the General Assembly of his/her actions.

Article 11 – Co-Presidencies

The Board of Directors appoints a maximum of six Co-Presidents.

The Co-Presidents are responsible for overseeing the strategic activities of the Association, and their positions may be linked to strategic elements on the Association's action plan. They are a key part of Metropolis' political representation. They work closely with the President and the Secretary General. They are the standard bearers of Metropolis' vision.

They guarantee, by delegation of the President, that the Association is represented at important events and international conferences.

Article 12 – Vice-Presidents

The Board of Directors shall appoint:

- 📁 Regional Vice-Presidents, each representing a region of the Association.

Regional Vice-Presidents hold the following responsibilities:

- Having a region-focused mandate.
- Representing the President at a regional level.
- Maintaining close contact with the President and Secretary General.
- Establishing links with local institutions to persuade them to join the Association.
- Acting as a source of information or reference point for the Board of Directors on all matters relating to the region concerned.
- Contributing to Metropolis events run in the region: training programmes, important regional conferences and other events that may be of use to the Association.
- Identifying opportunities in the region to achieve Metropolis' objectives during the current period.

Article 13 – Treasury

The Treasurer is appointed by the Board of Directors from among its members. The appointed person is responsible for overseeing Metropolis' financial strategy, accounting and financial management.

The Treasurer will provide the Board of Directors with:

- The closure of accounts for the preceding financial year and the financial report for the previous year, including any budgetary changes during the financial year.
- The implementation of the budget for the current financial year.
- The draft budget for the upcoming financial year.
- Any modification of budgetary rules and procedures.

At each General Assembly, the Treasurer will present:

- The Association's financial situation.

- The accounts for the financial years since the last General Assembly.
- The financial report for the years since the last General Assembly.
- The proposed budget for the following years until the next General Assembly.

In the event of vacancy or impediment to this position, the Board of Directors shall appoint a new Treasurer from among its members.

Article 14 – Secretariat General

A permanent Secretariat General is established, headed by the Secretary General, with an administrative and technical service. The Secretariat General is responsible for developing and coordinating relations between members, as well as implementing the decisions made by the General Assembly, Board of Directors and Executive Committee.

Article 15 – Secretary General

The Secretary General is appointed by the President of the Association following consultation with the Board of Directors.

The Secretary General, with the support of his/her administration, is primarily responsible for:

- Proposing strategies and implementing the decisions taken by the Board of Directors that allow Metropolis to position itself and achieve its objectives.
- Reinforcing Metropolis' actions in accordance with the strategic guidelines established by the Board of Directors, and in line with the three-year action plans.
- Representing Metropolis and the members of its Board of Directors at congresses, conferences and major international meetings, as well as before international organisations, in coordination with both the President, the Co-Presidents and Regional Vice-Presidents, and defending the interests of its members.
- Coordinating Metropolis' positions on major current issues in relation to the Association's centres of interest.

- Being in regular contact with the President, the Board of Directors, the Executive Committee and the Regional Secretariats.
- Encouraging projects that fall within the framework of metropolitan governance to allow Metropolis members to network with other stakeholders (professionals, companies, universities, etc.), to promote shared expression by these people, both within the network and internationally.
- Maintaining and strengthening relations with other global networks and regional networks of local communities, particularly UCLG, for which Metropolis is the metropolitan section.
- Coordinating Regional Secretaries and project leaders to drive Metropolis' actions and encourage dialogue between members.
- Preparing and participating in Metropolis' statutory meetings (General Assembly, Board of Directors, Executive Committee, functional commissions and working groups).
- Taking responsibility for the financial and budgetary management of Metropolis in coordination with the Treasurer, ensuring transparent operations and reporting to the Board of Directors; and seeking new sources of public (European Union, UN, etc.) and private funding (foundations, companies).
- Leading the team at the Secretariat General, accepting both the responsibility and the coordination of the team's work.
- Ensuring proper use of the Association's brand identity and the Metropolis brand.
- Complying with all the functions that guarantee the proper running of Metropolis.

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

The Secretary General reports on his/her actions to the President and Board of Directors.

Article 16 – Regional Secretariats

At the proposal of the Presidency, the Board of Directors may decide to establish Regional Secretariats for the Association, corresponding to different regions.

The Regional Secretariats represent the Association and carry out their activities locally under the coordination of the Secretary General. They are appointed for a term of three years.

Article 17 – Amendments to the Statutes

Any member of the Association may propose amendments to the Statutes to the Board of Directors. After verification of the amendments, the latter may submit them to an Extraordinary General Assembly for approval.

The members of the Association should be notified of the proposed amendments, which should be in accordance with the objectives defined in Article 2. Where applicable, the new Statutes will enter into force immediately after the vote of the Extraordinary General Assembly.

Article 18 – Dissolution

The Extraordinary General Assembly is the only body empowered to decree the dissolution of the Association and decide to return its assets; it is the only body empowered to decide to split the Association or merge it with one or more associations.

The Extraordinary General Assembly may convene meetings and make decisions in accordance with the provisions of articles 9.1 and 9.2 of the Statutes.

In the event of dissolution of the Association, for whatever reason, the Assembly appoints one or more trustees to handle the liquidation process. When the liquidation has finished, the Assembly decides on the return of any net assets.

Dated November 30, 2020

Amended Statutes adopted by the General Assembly of the 13th World Congress of Metropolis hosted by Guangzhou.

President