

METROPOLIS STATUTES

French Association, Law of 1901

October 2014**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, presidents 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.

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 Directors.

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.

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 President; 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 President; 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.

Article 6. Resources

The association's resources comprise:

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

Article 7. Membership Dues

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

Article 8. Structure of the Association

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

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

Article 8.2. Extraordinary General Assembly

The President, 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.

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 President 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 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.

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.

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 President;
- the Co-Presidents.

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.

Article 9. President of the Board of Directors

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

The President 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 President represents a member, one of the Co-Presidents will serve as Acting President until the next Board of Directors meeting. The Board of Directors then appoints a new President.

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

Article 10. Co-Presidents and Vice Presidents

The Board of Directors appoints from among its members:

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

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.

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

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 President and approved by the Board of Directors.

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 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.

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 8.1 and 8.2 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.

Made in Hyderabad, India, on October 8, 2014

Amended Statutes adopted by the General Assembly of the 11th Metropolis World Congress

Jean-Paul HUCHON

President