

## **STATUTES OF THE WORLD ASSOCIATION OF THE MAJOR METROPOLISES, METROPOLIS**

*Amended in June 2023*

### **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, in these Statutes the term “metropolis” is principally understood 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 of the Association**

The members of the Association include members and associate members, commonly referred to jointly as “members”.

- Members:

Sub-national governments with competences in local government and urban planning for major cities and metropolitan spaces, irrespective of the system of local government, may become members of the Association where they undertake to support the mission, respect the Statutes and pay an annual membership fee to Metropolis. For these purposes, members may include the following:

- Municipalities with populations above 1,000,000 inhabitants, or municipalities that are hubs within urban agglomerations with populations above 1,000,000 inhabitants.
- National capitals.
- Metropolitan authorities and regional authorities with competencies in metropolitan planning and governance.
- Other global cities.

- Associate members:

The Association may accept associate members: non-profit legal entities that do not meet the criteria for members but that wish to engage in the Association’s activities. Associate members may take part in the Association’s activities and pay a special fee. They are invited to participate in the discussions at the General Assembly, but do not have the right to vote and are not eligible for governing bodies.

The admission of members and associate 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 preferably be represented by the highest representative of the executive body or, exceptionally, where this contributes to a better representativeness and efficiency, by other high-level political representatives specifically designated for this purpose. If unable to participate in the activities of the Association, these representatives may delegate their

participation to other designated persons. When their functions cease, they are automatically replaced by the person who succeeds them.

### **Article 5 – Resignation and exclusion of members**

5.1 Membership may be rescinded due to:

a) Resignation:

Member: resignation by letter to the Presidency 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. The General Assembly is informed of cases of exclusion.

5.2 Associate membership may be rescinded by the Board of Directors under 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**

All members must pay the annual membership fee to retain membership status, to participate in any Metropolis activities, to receive resources from Metropolis, and to have the right to vote and to be eligible for governing bodies.

Members pay fees according to a scale established by the Board of Directors. Associate members pay a special fee established by the Board of Directors.

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

## **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 body that governs 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 and be eligible to participate.

Associate members are invited to participate in discussions at the General Assembly, but do not have the right to vote or to be eligible.

The General Assembly is convened by the Presidency 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 may be held in person, by videoconference, or by combining the two in a hybrid meeting.

The General Assembly is only validly held if at least half the members of the Association with the right to vote are present or represented; members shall be deemed to be present at the General meetings if they participate 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.
- Ratify the moral and financial report and the accounts for the years since the last General Assembly;
- Discuss matters on the agenda.

The Presidency, assisted by the Secretary General and members of the Board of Directors, presides over the General Assembly and presents the Association's moral report.

### **Article 9.2 – Extraordinary General Assembly**

The Presidency, on its 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 with the right to vote 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 the different regions of Metropolis. They are elected by the General Assembly and may be re-elected.

The mandate of the Board of Directors expires at each General Assembly immediately prior to the election of a new Board except if the General Assembly decides otherwise.

The Board of Directors holds an in-person meeting once a year, except in case of force majeure. The Board of Directors may also hold other meetings by videoconference, conference call, a combination of in-person and online participation in hybrid meetings, or it may call for written consultation.

The meetings of the Board of Directors are convened by the Presidency, or at the request of a quarter of its members, at least 15 days before the scheduled date.

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; members shall be deemed to be present at the General Assembly meetings if they participate 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 Presidency prevails.

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

Resignation is announced by registered letter addressed to the Presidency 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 UCLG World Council.
- Approving the decisions necessary for the proper functioning of the Association.
- Appointing Regional Secretariats on the proposal of the President.
- Appointing from among its members, the Presidency, Co-presidencies, Regional Vice-presidencies and the Treasury.

#### **Article 9.4 – Executive Committee**

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

- The Presidency.
- The Co-presidencies.
- The Treasury.

- Up to two members of the Board of Directors invited by the Presidency.

With the approval of the Board of Directors, the Presidency can invite up to two members to sit on the Executive Committee for a period of one renewable year. With the objective of strengthening this statutory body, members will be invited to sit on the Executive Committee as Special Envoys whenever they make outstanding contributions, whether in kind, in cash, or as promoters of initiatives and activities.

The outgoing Presidency and Treasury are also invited to sit on the Executive Committee during the year following the end of their term of office, to ensure a smooth transition.

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 Presidency is elected by the Board of Directors from among members and holds the highest possible position in the Association. It is represented by the President: the highest representative of the executive body of the member institution elected to the position, who serves in a personal capacity.

As the elected leadership of the organisation, the Presidency plays a key role in elevating the collective voice of metropolises on the global stage, and helping them deliver on their commitments to citizens and to global agendas. Its 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 Presidency represents the Association in all acts of civil life and assumes all the powers to do so.

The Presidency 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 member institution elected as Presidency, 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-presidencies 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-presidencies until the return of the President of the Association.

The Presidency may delegate its role to one of the Co-presidencies for specific events.

The Presidency informs the Board of Directors and the General Assembly of its actions.

### **Article 11 – Co-presidencies**

The Board of Directors appoints a maximum of six Co-presidencies. They are represented by Co-presidents: preferably the highest representatives of the executive bodies of the member institutions elected to the position or, exceptionally, where this contributes to better representation and effectiveness, by other high-level political representatives of the same institution specifically designated for this purpose.

As members of the Executive Committee, they are responsible for:

- Overseeing the strategic direction of the Association, together with the Presidency, the Treasury and the General Secretariat.
- Steering a particular thematic sphere of the Association's Strategic Action Plan, or a key activity.
- Representing the Association, by delegation of the Presidency, in global settings.

### **Article 12 – Vice-presidencies**

The Board of Directors shall appoint regional Vice-presidencies, each representing a region of the Association. Regional Vice-presidencies are represented by Regional Vice-presidents: preferably, the highest representatives of the executive bodies of the member institutions elected to the position or, exceptionally, where this contributes to better representation and effectiveness, by other high-level political representatives of the same institution specifically designated for this purpose.

Regional Vice-presidencies pursue a political mandate focused on a specific region, and have the following responsibilities:

- Representing Metropolis in regional events, organisations and activities.



- Acting as a source of information or reference point on all matters relating to the region concerned, including opportunities for activities, partnerships and growth.
- Contributing to the Metropolis events organised in the region.

### **Article 13 – Treasury**

The Treasury is appointed by the Board of Directors from among its members. It is represented by the Treasurer: preferably, the highest representatives of the executive bodies of the member institutions elected to the position or, exceptionally, where this contributes to better representation and effectiveness, by other political representatives of the same institution specifically designated for this purpose. The Treasurer serves in a personal capacity.

The Treasury is responsible for overseeing Metropolis' financial strategy, accounting, and financial management.

The Treasury will present to the Board of Directors:

- 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 to budgetary rules and procedures.

The Treasurer will present to the General Assembly:

- 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.

On an exceptional basis, the Treasury approves partial or full exemptions of the membership fee upon the recommendation of the Secretary General.

In the event of vacancy, incapacity, or loss of the elective mandate of the political representative appointed to represent the Treasury, the Board shall appoint a new Treasury 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 at his or her disposal. The Secretariat General is responsible for developing and coordinating relations between members, as well as implementing the decisions made by the General Assembly, the Board of Directors, and the Executive Committee.

The Board of Directors may also approve the opening of offices of the Secretariat General in different cities with the aim of supporting the work of the permanent Secretariat General whenever it is deemed necessary to reinforce the global presence and character of the Association.

### **Article 15 – Secretary General**

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

The Secretary General, with the support of his or 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 Presidency, 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 Secretariats 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 Treasury, ensuring transparent operations and reporting to the Board of Directors; and seeking new sources of public (European Union, UN, etc.) and private funding (foundations and 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.
- Ensuring that the statutes, rules of procedure and any other internal rules of the Association are complied with.
- 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 or her actions to the Presidency 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 are appointed for a three-year term and exercise a technical mandate focused on a specific region.

The Regional Secretariats shall be represented by Regional Secretaries: Directors of International, Institutional Relations or similar, appointed by the member institution elected to the position.

Under the coordination of the General Secretariat, they fulfil the following functions:

- Facilitate the General Secretariat's communication with member cities in their region, as well as with potential members.
- Contribute to the overall cycle of planning, implementation and evaluation of Metropolis activities by providing regional knowledge, perspective and connections.
- Logistical support for Metropolis activities and visits in their region, and supporting the participation of members from their region in global Metropolis events.

Members hosting Regional Secretariats assume all resulting costs based on minimum requirements established at the time of selecting members to hold the Regional Secretariats.

If circumstances do not allow a member to perform the minimum functions required as Regional Secretariat, the Board may appoint another member to fulfil these functions with the agreement of the President.

### **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.