

# Rules of Procedure

## 1) Purpose of the document

The Rules of Procedure deploy the statutes of MedCités and complements them. Hereinafter, MedCités will also be referred as “The Association”.

## 2) MedCités image

The official logo of MedCités, notwithstanding any modifications related to the commemoration of anniversaries is:



## 3) General Assembly

### 3.1 Participation in the General Assembly

3.1.1 The General Meeting is the supreme governing body of the Association and will be made up of all its members. Its regulations can be found in Chapter II of the Association Statutes.

3.1.2 The General Assembly is chaired by the President, and assisted by the Association’s Secretary. Each member is represented by the Mayor/President, who can delegate his/her voting rights to another political representative of the city. Exceptionally, delegation can rely on non-elected staff of the Municipality.

### 3.2 Periodicity

The sessions of the General Assembly will be Ordinary and Extraordinary, in compliance with the provisions stated in the Statutes.

### 3.3 Procedures and Rules

3.3.1 Calls for ordinary and extraordinary General Assemblies, will be made by the General Secretariat in writing, stating the place, date and time of the assembly as well as the agenda, with specific mention of the matters to be addressed, with a minimum of fifteen days prior to the holding of the General Assembly.

- 3.3.2** The Association's General Secretariat will be responsible for preparing the draft agenda for ordinary and extraordinary General Assemblies, including its accompanying documentation, and for submitting it to the Board of Directors for prior validation.

### **3.4 Location**

- 3.4.1** Both ordinary and extraordinary General Assembly will always be held in a city member of the Association.
- 3.4.2** Members wishing to host a General Assembly must submit their candidature to the Board of Directors, with a brief written proposal of the event's logistics stating a description of the space where the Assembly will be held, hotel location and human, technical and financial resources allocated. After reviewing it, the Board of Directors will make a proposal to the General Assembly and where the final location will be decided by a simple majority of members present or represented, when positive votes outweigh the negative.

### **3.5 Organization and Expenses**

- 3.5.1** Both ordinary and extraordinary General Assemblies will be jointly organized by the host city and the Secretariat General.
- 3.5.2** The cost of the organization of a General Assembly will be jointly assumed by the host city and the Association, in accordance with an agreement made between the parties and subject to the available financial resources.
- 3.5.3** The costs of flights and accommodation will be covered by each member except if the Association or the host city have additional funds to finance it.

## **4) Board of Directors/ Steering Committee**

### **4.1 Members**

- 4.1.1** As outlined in the statutes, the Board of Directors is the managing and representation body of the Association.
- 4.1.2** Cities participate in the Board of Directors through a designated political position appointed at the beginning of the mandate. This representative may delegate his/her participation to another city representative, preferably a political one, for meetings he/she cannot attend.
- 4.1.3** All the positions in the Board of Directors will be unremunerated.

#### **General Secretariat**

## **4.2 Functions**

The functions and powers of the Board of Directors and its members are outlined in Chapter 3 “Board of Directors, President and other positions” of the Statutes.

## **4.3 Elections**

- 4.3.1** The election of the members of the Board of Directors is outlined in Chapter 3 “Board of Directors, President and other positions” of the Statutes.
- 4.3.2** The call of the process for the renewal of the Board of Directors must be notified to all members by the Secretariat General Secretariat, at least two months prior to the holding of the Extraordinary General Assembly.
- 4.3.3** Deadline for presenting nominations to membership of the Board of Directors will finish a month and a half prior to the holding of the Extraordinary General Meeting.
- 4.3.4** Candidacies of members appearing to be part of the Board of Directors must be communicated to all members with at least fifteen days in advance prior to the holding of the Extraordinary General Meeting.
- 4.3.5** The members of the new Board of Directors will make a proposal for the division of positions to be approved by the qualified majority of the present or represented members of the General Extraordinary Assembly, when affirmative votes exceed half of the members attending.

## **4.4 Mandate**

- 4.4.1** The mandate of the members of the Board of Directors will last four years.
- 4.4.2** Any vacancies which might arise during the mandate of any of the members of the Board of Directors shall be provisionally covered by another member of the Board until a substitute is designated by the next General Meeting.
- 4.4.3** Members of the Board may leave through voluntary resignation made known in writing to the President, through dismissal from the post stemming from non-compliance of the obligations pertaining to them and through expiry of the mandate.
- 4.4.4** Any members of the Board of Directors shall continue to hold their post until the acceptance of the persons replacing them is received, even if their term has already expired.

#### **4.5 Call and constitution**

- 4.5.1 The Board of Directors shall be convened by the President or, in case of vacancy, absence or illness, by the Vice President
- on the initiative of the convener and at least once a year
  - upon request of the General Secretary or one third of the members of the Board of Directors.

In both cases the petition has to be made in writing with a proposal for the agenda and the Board of Directors shall be convened within a period of thirty days after the receipt of the written request.

- 4.5.2 The call will be by electronic communication to all members of the Board of Directors and by posting it on the digital platform of the Association. The call shall specify place, date and time, as well as the provisional agenda.
- 4.5.3 The Board of Directors will have the chance to meet virtually if necessary.
- 4.5.4 The Board of Directors shall be validly constituted with the attendance of at least half of its components, present or represented. The delegation of vote shall be indicated for each meeting and will only be valid in favour of another member of the Board.

#### **4.6 Adoption of agreements**

Agreements of the Board of Directors require the affirmative vote of the majority of those present, considering the casting vote of the President in the event of a tie.

### **5) Working groups**

#### **5.1 Creation of work groups of the Association**

- 5.1.1 The Association can create working groups in order to delve into themes that cities may be interested according to the purposes of the Association, following a proposal from the Board of Directors or a minimum of five members of the network. The proposal for creating working groups has to be ratified by simple majority of those present in the General Meeting.
- 5.1.2 Working groups will be composed by members of the Association, and can include experts or strategic alliances of the association if deemed suitable.
- 5.1.3 The General Meeting can allocate economic resources to the activities of the working groups, when justified and in accordance with the annual Action Plan and the financial possibilities.

## **5.2 Functioning and Accountability**

- 5.2.1 Working groups must submit a proposal for actions and objectives to be attained to the General Secretariat and discussed at the Board of Directors.
- 5.2.2 The Board of Directors will validate the detailed proposal and will propose the financial assignment, if any, to the General Meeting.
- 5.2.3 Working groups must submit a short report on their activity to the General Meeting for information and validation. This report must include the expenses incurred, if any.
- 5.2.4 The General Secretariat will provide technical support to the working groups, if required, according to its capacity.

## **6) Territorial Antennas**

### **6.1 Scope**

6.1.1 In order to guarantee a better response to the cities' needs, the Association will be able to guarantee the decentralisation of the network through territorial antennas -hereinafter referred to as Knowledge Transfer Centres (KTC)-, in areas around the Mediterranean where deemed necessary.

### **6.2 Functions**

6.2.1 KTCs will act as representatives of the network in the territory and can also help and participate in the events carried out on behalf of MedCities.

6.2.2. KTCs will accompany and offer support and direct technical assistance -according to their capabilities and on prior request-, for the development or launch of the city's strategies or projects.

6.2.3 One of the KTCs regular activities shall be trying to find financial opportunities for the projects of its area's affiliated cities.

6.2.4 KTCs will have an active role in the Association's expansion strategy, contacting new cities and replying to parties interested in become part of the Association, as well as carrying out promotional activities of the Association.

6.2.5 The KTCs can carry out other tasks established by mutual agreement with the Secretariat General.

### **6.3 Establishment of the KTCs**

#### **General Secretariat**

6.3.1 The General Secretariat will gather the territorial antenna establishment proposals and make a recommendation to the Board of Directors, subject to available resources.

6.3.2 KTCs shall always be established in cities affiliated to the Association. The General Secretariat shall take the interest of affiliated cities into account and the Association's growth and consolidation strategy in order to establish future territorial antennas.

6.3.3 The Board of Directors will ratify the proposal made by the Secretariat General in order to submit it to the next General Assembly for its approval by simple majority of the attendants.

6.3.4 The Board of Directors will have the power and mandate to suspend the competences of the territorial antenna if it appears to be unable to fulfil some of its aforementioned functions. The decision must be ratified by a simple majority of the General Assembly attendants.

#### **6.4 Accountability**

6.4.1 The KTC will present a proposal of objectives and actions to be developed at the General Assembly in accordance with the approved Plan of Action, as well as an activity report.

6.4.2 The KTC will present, when requested, a monitoring report to the Board of Directors about the accomplishment of objectives and actions.

6.4.3 The Secretariat General shall coordinate the actions of the KTC, offering technical assistance depending on the proposed activities and available resources, and will establish a monitoring methodology agreed upon between the parties.

### **7) Payment of the Fees**

#### **7.1 Amount of the fees**

The amount of the fees for members is proposed every year by the Board of Directors and is formally approved by the Annual General Meeting during the approval of the budget of the following year.

#### **7.2 Deadline for payment of fees**

7.2.1 The General Secretariat will send the payment request within the first trimester of the year.

7.2.2 All payments must be made within the corresponding year.

7.2.3 Members who have not paid their fee by the Annual General Meeting will forgo their voting rights at that meeting.

### **7.3 Cancellation of membership**

If a member cancels its membership, no fee will be refunded.

### **7.4 Members accepted late in the year**

Members accepted by the Board of Directors in the second part of the year will not be obliged to pay the fee.

## **8) Observers**

The institutions or organisations incorporated to the Association as observers shall have the right to attend General Assemblies and make financial contributions to the Association. This shall, however, not grant them any additional right, especially the right to vote.

## **9) Modification of the Rules of Procedures**

- 9.1 The modification of the Rules of Procedure will be done when the Statutes may change, when circumstances make this advisable, in the Secretary General or President's opinion when the Board of Directors agrees to this, or when proposed in writing by one tenth of the members.
- 9.2 The General Secretariat of the Association will be responsible for preparing a proposal of new Rules of Procedures according to the needs that have led to that change.
- 9.3 The approval of any modification of the Rules of Procedure will take place in a General Meeting and will be passed by simple majority of those present or represented, when the affirmative votes exceed any negative ones, blank votes or abstentions not being counted for these purposes.