

MEDCITIES / MEDCITÉS ASSOCIATION STATUTES

CHAPTER I

NAME, AIMS, REGISTERED OFFICE AND SCOPE:

Article 1. A non-profit association, with full legal and operational capacities, is established and shall be named either MEDCITIES and/or MEDCITÉS.

This association will be governed by Spanish law, specifically by the Organic Law 1/2002, of 22nd March, and complementary legislation, and by the present statutes and rules of procedure.

Article 2. This association is incorporated for an indefinite period of time.

Article 3. This association brings together a network of Mediterranean towns and cities from different countries with the aim of strengthening and developing urban sustainability as a way to improve living conditions in the Mediterranean region and to contribute to prevention of climate change.

The main aims and objectives of the network are as follows:

- 1) To develop awareness of interdependence and common responsibility in regards to sustainable development, environmental preservation and social cohesion in the Mediterranean basin.
- 2) To reinforce the role, competences and resources (institutional, financial and technical) of local administrations in the adoption and implementation of sustainable local development policies.
- 3) To develop citizens' awareness and involvement in the sustainable development of their towns and cities.
- 4) To set in motion and develop policies for direct cooperation and partnership between partners and with other associations

Article 4. To achieve these objectives, the Association will undertake studies, write political statements, organise working sessions, specialised training —either face-to-face or online—, and thematic congresses, as well as participate in calls for funding and bidding for multilateral body projects, cooperation projects and peer-to-peer (P2P) aid programmes, among others.

The association may foster participation in specific European Union programmes, European and National Cooperation Agencies, as well as international institutions, among others.

The association may also represent its member towns and cities in the appraisal of policies developed by higher instances and take part in formulating policies concerning both geographic and thematic content of the network.

General Secretariat

Article 5. The Association sets its registered office in Calle 62, número 16-18, Zona Franca, 08040 Barcelona (Spain) and the territorial scope in which it will carry out its activities is mainly all the countries on the Mediterranean coast.

CHAPTER 2 GENERAL ASSEMBLY

Article 6. The General Assembly is the supreme governing body of the Association and will be made up of all its members.

Article 7. The sessions of the General Assembly will be ordinary and extraordinary.

A) The Ordinary General Assembly will take place once a year and it will have the power to:

- Grant approval, if necessary, to the Board of Directors' management;
- Examine and approve the annual accounts;
- Establish the general action guidelines for the Association;
- Approve or reject the proposals of the Board of Directors in regards to the Association's activities;
- All matters that the Board of Directors deem appropriate to address which are not expressly assigned to the Extraordinary General Assembly.
- Approve the creation of the KTC (Knowledge Transfer Centre) upon proposal from the Board of Directors, as well as the approval of its objectives, action plan and activities report.
- Approve the Internal Rules of Procedure proposed by the Board of Directors.

B) Extraordinary General Assemblies will take place when circumstances warrant it, when the President deems it appropriate, when the Board of Directors agrees it or when one tenth of the associates propose it in writing. Extraordinary General Assemblies will have the power to:

- Modify the statutes or the internal Rules of Procedure;
- Renew positions and appoint the Board of Directors;
- Agree the dissolution of the Association;
- Approve a federation with other associations;
- Approve motions to expel members as proposed by the Board of Directors;

Article 8. The calls for General Assembly will be made via email or in writing, stating the place, date and time of the meeting as well as the agenda, with specific mention of the matters to be addressed. At least fifteen days will have to elapse between the call and the date stated for holding the Meeting at the first call, also being able to state, where applicable, the date and time at which the Meeting will meet at the second call, with a minimum of one hour having to elapse between these.

Article 9. Both ordinary and extraordinary General Assemblies will be validly incorporated at the first call when one third of the members with voting rights are in attendance at these, and at the second call however many members with voting rights are there.

Associates will have the right to attend the General Assembly in person or through representation by explicitly delegating their vote to another member for a specific Assembly. For this purpose, attendance in person can be done physically at the location where the Assembly is taking place or by telematic means via videoconference or a similar channel.

The Secretary shall draw up a record of the associates who attended in person and those who did so by telematic means, which will be equivalent to attendance in person.

All present or represented associates who are up to date with the payment of the corresponding fees, will have the right to vote and speak at the Assembly.

Agreements will be passed by **simple majority** of present or represented members, when the affirmative votes exceed any negative ones, blank votes or abstentions not being counted for these purposes.

A qualified majority of present or represented members, which shall be the case when the affirmative votes exceed half of the total votes, will be required for:

- a) Modifying the statutes;
- b) Dissolving the entity;
- c) Agreeing the salary of the governance body members;
- d) Appointing the President and the members of the Board of Directors;
- e) Disposal or alienation of fixed assets.

Article 10. The following powers are exclusive to the General Assembly:

- a) To approve, where applicable, the management of the Board of Directors.
- b) To examine and approve the Annual Accounts.
- c) To pass or reject any proposals of the Board of Directors as regards the Association's activities.
- d) To set the ordinary or extraordinary quotas.
- e) Expulsion of members, at the proposal of the Board of Directors.
- f) To decide on the proposals of the Board of Directors on admittance of new members.

CHAPTER 3 BOARD OF DIRECTORS, PRESIDENT AND OTHER POSITIONS

Article 11. The Association will be managed and represented by a Board of Directors made up of: one between seven (7) and nine (9) members, which shall include a president, a vice-president, a secretary and a treasurer will be designated. All the positions on the Board of Directors will also be such at the General Assembly, including the person acting as President.

All the positions on the Board of Directors will be unremunerated. These will be appointed and revoked by the Extraordinary General Assembly and their mandate will last for four years.

Article 12. Members of the Board may leave through voluntary resignation made known in writing to the Board of Directors, through dismissal from the position stemming from non-compliance of the obligations pertaining to them and through expiry of the mandate.

Article 13. Any members of the Board of Directors who had exhausted the term for which they were elected shall continue to hold their position until the acceptance of the persons replacing them is received.

Article 14. The Board of Directors shall meet as often as this is determined by its President and at the initiative or request of three of its members. It shall be incorporated when attended by half plus one of its members and, for its agreements to be valid, these will have to be passed by a majority of votes. In the event of a tie, the President shall have the casting vote.

Article 15. Powers of the Board of Directors: the powers of the Board of Directors shall extend as a general rule to all the acts proper to the purposes of the association on condition that these do not require express authorisation of the General Assembly, in accordance with these Statutes.

The Board of Directors shall in particular have the following powers:

- a) To direct corporate activities, prepare projects, develop approved work programmes and directing the Association's economic and administrative management, agreeing to draw up the corresponding contracts and acts, being able to delegate some of his functions to via power of attorney.
- b) To execute the agreements of the General Assembly.
- c) To draw up the Balance Sheets and Annual Accounts and submit these to the approval of the General Assembly.
- d) To propose the admission of new members.
- e) Ratify the proposals of the KTC establishment's Secretary General and submit them to the General Assembly, assuming its control which can also be delegated to the Secretariat General.
- f) Any other power which is not the exclusive competence of the General Meeting.

Article 16. The President shall have the following powers: to legally represent the association at any kind of public and private bodies; to call, preside over and conclude any sessions of the General Meeting and the Board of Directors, as well as to direct their discussions; to adopt any urgent measure that the proper running of the Association makes advisable or that proves necessary or useful in undertaking its activities, with no detriment to rendering accounts to the Board of Directors thereafter.

Article 17. The Vice-president shall stand in for the President in the latter's absence, on grounds of illness or for any other reason, and shall have the same attributes as him or her.

Article 18. The Secretary shall write the minutes of the agreements reached during their corresponding meetings.

He/she shall also issue certificates, be in charge of the legally established association books and the associate file and keep the entity's documents, ensuring that the communications on the appointment of boards of directors and other registrable corporate agreements are duly processed to their corresponding registers, as well as presenting yearly accounts and complying with the reporting obligations in the period of time legally required.

Article 19. The Treasurer shall prepare the proposed budget with the aid of the General Secretary, who shall collect and safeguard the funds belonging to the Association, meet any payments incurred and present the regular execution report.

Article 20. Members shall have the obligations relative to their position as members of the Board of Directors and any which stem from appointments or work commissions which the Board itself assigns them.

Article 21. Any vacancies which may arise during the mandate of any of the members of the Board of Directors shall be provisionally covered by said members until their final election by the General Assembly.

Article 22. The Secretary General

The Secretary General shall be independent and appointed by the Board of Directors. He will be in charge of the association's ordinary management, ordering payments and authorising documents, minutes and mail with his signature; establishing and maintaining contact with members and international institutions; directing the Association's purely administrative tasks.

The Secretariat General shall set and coordinate the tasks that the KTC can carry out, gather the proposals and make a recommendation before the General Assembly.

In regards to daily activities, the Secretariat General has general authorisation to represent the Association, being able to delegate specific powers to it through power of attorney.

CHAPTER 4 MEMBERS

Article 23. Any local or metropolitan administrations from Mediterranean-basin countries, Portugal and Jordan with an interest in the development of the Association.

Article 24. The Association shall have the following member types:

- a) Founding members, who shall be those who take part in the act of incorporation of the Association.
- b) Full members, who shall be those who join after the incorporation of the Association.

Article 25. Admission: Nominations for new associates shall be made in written via a standardised request form, duly signed by the competent body representing the local administration. Its condition as a member will be validated by the Board of Directors, whose task will be to verify that nominations meet the admission requirements. The Board of Directors will propose the admission of the new associate to the General Assembly, who will be in charge of deciding its approval.

Article 26. Membership shall be revoked in the event of the following causes:

- a) Through voluntary relinquishment, in written request to the Board of Directors.
- b) Serious breach of the Association's payment obligations. Failure to pay three period fees shall be considered a serious breach.

The Board of Directors may agree the suspension or termination of the affiliation of any member who complies with the aforementioned points. The agreement must be ratified by the General Assembly by majority of the attending or represented members when positive votes surpass the negative ones.

The suspension agreement and affiliation termination shall be notified to the interested party, who may appeal at the General Assembly by presenting claims to the Board of Directors within thirty (30) days after receiving the notification. The General Assembly shall ratify or revoke the agreement reached by the board taking into account the claims put forward by the affected party. The decision made by this body shall be binding.

Article 27. Full and founding members shall have the following rights:

- a) Take part in any activities that are arranged by the Association in compliance with its objectives.
- b) Enjoy all the advantages and benefits that the Association may obtain.
- c) Take part in General Assemblies with speaking and voting rights.
- d) Be electors and eligible for management positions.
- e) Receive information about the agreements passed by the Association's bodies.
- f) Make suggestions to the members of the Board of Directors so as to ensure better fulfilment of the Association's objectives.

Article 28. Founding and full members shall both have the following obligations:

- a) Comply with these Statutes and any valid agreements of the General Assembly and the Board of Directors.
- b) Pay any fees that may be set.
- c) Attend the General Assembly and any other events that may be organised.
- d) Comply with any obligations inherent to the position held by them where applicable.
- e) Designate their representatives at the General Assembly and, where applicable, to the Board of Directors.

Article 29. The financial resources envisaged for carrying out the Association's objectives and activities are as follows:

- a) Regular or extraordinary membership fees.
- b) Subsidies, legacies or inheritances that may be received lawfully from members or third parties.
- c) Other lawful resources.

Article 30. The town or city that is the headquarters of MEDCITIES/MEDCITÉS shall assume at its own expense the ordinary functions of the administration of the association. At each Extraordinary General Meeting for position renovations it shall submit a report explaining the services rendered including their cost.

Article 31. At the time of its incorporation the Association has no Social Fund.

Article 32. The associative and financial year shall be on an annual basis and shall end on the 31st December of each year.

Article 33. OBSERVERS. Representatives from other organisations may join the Association as observers. They shall not be able to take part in the MEDCITIES/MEDCITÉS General Assembly but, in the event of a prior agreement by the Board of Directors, can attend its sessions with speaking but no voting rights, pursuant to the regulation stated in the Association's Internal Rules of Procedure.

CHAPTER 5 DISSOLUTION

Article 34. The Association shall be voluntarily dissolved when agreed upon by the General Assembly, called for this purpose, by a majority of 2/3 of the members.

Article 35. In the event of dissolution, a liquidating commission shall be appointed. After settling any debts, if there was any liquid surplus, the commission shall assign this sum to objectives which do not undermine its non-profit-making nature.

FURTHER PROVISION

Currently effective Basic Act 1/2002, dated 22nd March, regulating the Right to Association and complementary provisions shall be applicable to any point not envisaged in these Statutes.

This document exists in three languages Spanish, English and French, with all texts being equally identical. In case of discrepancy, the text in Spanish will prevail.