



**Local & Regional
Europe**

STATUTES

Council of European Municipalities and Regions AISBL

Adopted by the CEMR Policy Committee
In Paris on 6 December 2022

Preamble

Elected members representing the local and regional governments of Europe reaffirm:

- that the autonomy of local and regional governments is the bulwark of personal liberties,
- that local and regional authority freedoms are everywhere threatened by the encroachments of the State,
- that the federation of the European States is held back, despite the wishes of the people, by ever recurring disputes between the States,
- that elected members representing local and regional governments, united across national frontiers by their responsibilities as administrators in direct contact with the people and with day-to-day realities, are the builders of a free, united Europe respectful of its diversity.

For these reasons, they have formed the Council of European Municipalities and Regions, a European association of local and regional governments.

This Council must become a permanent institution in the European structure.

It will strive forthwith to extend the liberties of local and regional governments, to lead on to a united Europe founded upon these liberties and to ensure that local and regional governments may participate - by appropriate methods – in the unification of Europe.

It appeals to all individuals and organisations connected with local and regional government to assist in accomplishing this task.

Article 1: Legal form, name and duration

1. The association has been established as an international not-for-profit association in accordance with the Belgian “Code des sociétés et des associations” (Code for companies and associations) and is called “Council of European Municipalities and Regions” or is referred to by its abbreviation “CEMR”.
2. Any and all instruments, invoices, announcements, publications and other documents from the association shall indicate its name, immediately preceded or followed by the words “*association internationale sans but lucratif*” or the abbreviation “AISBL”, along with the address of the association’s registered office.
3. The association has been set up for an unspecified duration. It has acquired the status of a legal entity in application of the royal decree of 14 January 2014.

Article 2: Registered office

1. The registered office of the association has been established in Belgium, Region of Brussels-Capital, presently at 1 Square de Meeûs, 1000 Brussels. It may be transferred, by a decision of the Executive Bureau, to any other place in the Region of Brussels-Capital.
2. Any legal document recording the transfer of the association’s registered office shall be published in accordance with the requirements of the Belgian law.

Article 3: Aims and activities

1. CEMR's purpose is not to seek any financial gain whatsoever. Its founding aims are:
 - a. to secure, strengthen and protect the autonomy of local and regional governments;
 - b. to facilitate the operations of local and regional governments, safeguard their liberties and contribute to their prosperity;
 - c. to develop the European spirit amongst local and regional governments with a view to promoting a federation of the European States founded on the autonomy of these communities;
 - d. to provide for the participation and representation of local and regional governments in the European and international institutions ;
 - e. to achieve the establishment of an assembly representing local and regional governments within the existing and future European institutions.

2. Furthermore, and in keeping with the international and European charters and instruments on human rights and on local and regional self-government, the association has established the following objectives:
 - a. to influence European legislation, in particular by ensuring the consultation of local and regional governments;
 - b. to promote the principles of good governance among its members and ensure the participation of citizens in the decision-making process;
 - c. to stimulate the exchange of good practices amongst its members;
 - d. to encourage international cooperation carried out by European local and regional governments.

3. Fulfilment of these aims and objectives is to be achieved using any appropriate means, i.e.:
 - a. Representation of Local and Regional Governments' interests to European and International institutions; position papers and amendments to regulatory texts;
 - b. Organisation of working groups and experts meetings;
 - c. Facilitation of knowledge exchange between members;
 - d. Professional advice and guidance to local and regional elected representatives in their European and international activities;
 - e. Publication of studies and research linked to local and regional governance;
 - f. Publication of articles and opinions via the traditional media, social networks and on-line media, animation of internet sites, platforms and observatories, live and on line;
 - g. Organisation of congresses, conferences and seminars, live and on-line;
 - h. Participation to European or international activities financed by the European commission/other donors in connection with the objectives of the organisation;
 - i. Development of inter-authority arrangements and undertakings;
 - j. Any and all activities relating directly or indirectly to its aims.

Article 4: Membership

1. The members of CEMR are:
 - a. Full members: national sections and associations**
 - a.1. A national association of local and regional governments duly constituted in a member state of the Council of Europe, fully adhering to the democratic principles

set out in the latter's Charter, may become a member of CEMR. The national associations are invited to organise themselves into national sections, which may then become members of CEMR.

a.2. The national section historically constitutes CEMR's basic structure. Membership in a national section is open to:

- national associations of local and/or regional governments;
- local and regional governments or groups of governments that are direct members of a national section.

a.3. With the exception of the specific cases described under Article 4.1.a.4, a national section or association may only be granted membership if it represents at least one-third of the population covered by one or more categories of local and regional governments or at least one-quarter of the population of the member state.

a.4. To take into consideration particular constitutional or political situations, the Policy Committee may, on an exceptional basis, and where approved by a two-thirds majority vote, accept the full membership of an association from a State which does not completely fulfil the criteria as stated under Articles 4.1.a.1 till 4.1.a.3. In such a case, an agreement shall be concluded establishing the duties linked to membership, and specifying how the association shall be represented.

a.5. The representatives of full members may take part in all votes. They are eligible to hold any office in CEMR.

b. Observer members

b.1. National sections and associations from non-member states of the Council of Europe

National sections and associations in states that are not members of the Council of Europe but that respect the democratic principles set out in the latter's Charter, and that can be considered in a way or another as linked to a European State, may be accepted as category A observer members of CEMR by decision of the Policy Committee.

Their representatives may be elected to attend the meetings of CEMR's governing bodies in an advisory capacity.

b.2. International groupings of local and regional governments

CEMR may accept, as category B observer members, international groupings of local and regional governments having specific aims, provided that these groupings are composed solely of territorial governments.

The conditions of membership and participation to the CEMR's bodies must be recorded in an agreement which is to be approved by the Policy Committee.

b.3. Other observer members

Observer membership in CEMR is also open, as category B other observer members, to international institutions, regional and local governments, research

institutes, universities or associations of a European character and of a cultural, social, scientific, technical, professional nature or the like, whose members are not or not only local and regional governments but whose activities are of relevance and interest to these governments.

The conditions of participation to the CEMR's bodies must be recorded in an agreement which is to be approved by the Policy Committee.

c. Honorary members

The Policy Committee may confer the status of honorary member of CEMR upon any person who has performed distinguished service on CEMR's behalf or has acted in the interest of local and regional self-government in general.

2. There is no limit to the number of members. The association must nevertheless have at least three full members.

The founders are full members of CEMR.

All members shall adhere to the association's goals and to the present statutes.

Members shall be invited to pay affiliation fees in complying with Article 13.

A register of members from the different categories shall be kept updated at the association's registered office by the Secretary General. The following indications for each member are to be included in this register:

- a. the full name;
- b. the physical and electronic address;
- c. the date of admission;
- d. the date of possible withdrawal.

Article 5: The Policy Committee (Assembly of Members – assemblée générale in view of the Belgian law)

1. The Policy Committee is the main body to decide upon the strategical and political orientations of the Association.

Its exclusive areas of competence include especially:

- a. statutory amendments;
 - b. the appointment, dismissal and granting of a discharge to the members of the Executive Bureau, including the Secretary General;
 - c. the appointment, dismissal, decision about the remuneration and granting of a discharge to the statutory independent auditors, if any;
 - d. the approval of the budgets and annual accounts;
 - e. the voluntary dissolution of the association;
 - f. the exclusion of members;
 - g. the approval and introduction of any amendments to the rules of procedure.
2. The Policy Committee shall meet at least once a year and, as a general rule, twice a year.

The Policy Committee members shall be convened by way of a circular letter or an

email sent by the Secretariat General at least sixty days prior to any meeting, save in exceptional circumstances which must be warranted.

3. The Policy Committee is made up of delegates representing full members and observer members. Only delegates representing full members are entitled to vote, possibly with some restrictions in case of outstanding membership fees.

Delegates are elected for a renewable 3-year mandate and must also hold a local or regional authority electoral mandate, as defined under the CLRAE Charter. Members associations might nevertheless change their delegates during their legislature. Verification of credentials shall occur at the outset of each meeting.

The independent statutory auditors take part to the Policy Committee meetings when this body deliberates on the basis of an auditors' report.

4. The number of delegates representing full members at the Policy Committee shall be calculated on a national basis, and according to the following figures:
 - 2 full delegates for the States with less than 100 000 inhabitants;
 - 3 full delegates for the States with less than 5 million inhabitants;
 - 4 full delegates for the States with less than 10 million inhabitants;
 - 5 full delegates for the States with less than 25 million inhabitants;
 - 6 full delegates for the States with less than 50 million inhabitants;
 - 7 full delegates for the States with less than 75 million inhabitants;
 - 8 full delegates for the States with more than 75 million inhabitants.
5. CEMR shall aim to ensure a balanced representation, in particular between women and men, within the Policy Committee. The Rules of Procedure shall define the relevant provisions.
6. Each delegate of the Policy Committee may have one duly appointed standing substitute. The latter may only vote in the absence of the full delegate.
7. In the event of a vacancy, the Policy Committee may accept the appointment of new full or substitute delegates for the remaining time of the legislature.

There shall be a vacancy when either a full or substitute delegate representing a CEMR member loses this quality. The following hypotheses are included: resignation, dismissal by the member or loss of the elective mandate in a local or regional authority. Delegates losing their elective mandate shall immediately lose the right to represent their national association or section in the CEMR statutory organs.

8. The President, Co-Presidents and the Vice Presidents shall form part of the delegations of the national sections and associations within the Policy Committee.
9. Representatives of the observer members shall be appointed according to the internal rules or the decision to admit them as observer members.
10. The Policy Committee shall direct its activities in accordance with these Statutes, and in keeping with the recommendations of the General Assembly of European Municipalities and Regions.
11. It shall elect from among the full members' delegates the President of CEMR, two Co-Presidents and the Vice Presidents. It shall also elect the Secretary General.

It takes a decision with regard to the Executive Presidents proposed by the President.

12. It shall appoint the members of the Executive Bureau.
13. It shall also appoint from among its membership the Chair of the Financial Management Committee, responsible for monitoring the financial affairs of CEMR, as well as the members of the Financial Management Committee.
14. In addition, it shall appoint the independent statutory auditors of CEMR (“commissaires” in the language of the Belgian law), a maximum of three internal verifiers and possibly, upon a proposal by the Secretary General, a Deputy Secretary General.
15. The Policy Committee shall approve the annual budget and accounts submitted by the Executive Bureau and the overall financial arrangements of CEMR, and shall determine the affiliation fees structure.
16. The Policy Committee shall decide on the admission of new full members, observer members honorary members.
17. The Policy Committee may appoint any committee, standing or ad hoc, or other working structure to consider particular problems and issues concerning CEMR or local and regional governments. It may delegate this function to the Executive Bureau. The working arrangements of such bodies shall be specified in the Rules of procedure.
18. The Policy Committee may appoint spokespersons for specific policy areas, as per provisions established in the Rules of procedure.
19. With the exception of the election of the President, the Co-Presidents and Vice Presidents, the Secretary General and the Deputy Secretary General, the members of the Financial Management Committee and the internal verifiers, the approval of the annual accounts and budget, decisions on the affiliation fees scale and the competences listed under point 1 above, the Policy Committee may delegate its powers to the Executive Bureau with respect to any specific matter.
20. The Policy Committee shall decide on the convening of General Assembly of European Municipalities and Regions in order to consider and debate matters of common interest.
21. The Policy Committee may take a decision according to a written procedure or within an online meeting, while fulfilling the conditions foreseen by the Belgian law. The Executive Bureau may allow the Policy Committee delegates to vote before the meeting of the Policy Committee, using electronic means and in conformity with the other practicalities as determined by the Executive Bureau.

The internal rules may foresee special procedures for adopting policy statements.

Article 6: The Executive Bureau (administration body – organe d’administration in view of the Belgian law)

1. The Executive Bureau shall be responsible for managing the CEMR material interests and for carrying out the decisions of the Policy Committee and for any other matter

delegated to it by the latter. In addition, it shall debate current issues concerning local and regional government and, in anticipation of a Policy Committee, and upcoming deadlines in particular, may adopt policy positions. It shall prepare the meetings of the Policy Committee. It shall meet as necessary, as convened by the President, the Secretary General or at the request of at least half of its members. Meeting invitations shall be sent out between one and two months beforehand, save in exceptional circumstances which must be warranted. The use of electronic means to convene meetings is acceptable.

2. The Executive Bureau shall be made up of at least three delegates (administrators), appointed by the Policy Committee and subject to dismissal at any time by the same.

It shall be comprised of:

- the President, the two Co-Presidents, Vice-Presidents, the Chair of the Financial Management Committee,
- with the right to speak but not to vote: the Executive Vice-Presidents and the Secretary General

Political, gender and geographical balance is to be ensured in its composition. In particular, the four following positions shall reflect political diversity in Europe: the President, the two Co-Presidents and the Chair of the Financial Management Committee.

3. The members of the Executive Bureau shall be appointed for a renewable three-year mandate (with the exception of the Secretary General who serves a six-year term). They shall perform their duties in a collaborative manner.
4. The mandate of an administrator shall come to an end as a result of:
 - a. voluntary resignation, upon giving 30 days written notice sent at the CEMR registered office to the attention of the President and/or the Secretary General;
 - b. expiration of its term of office;
 - c. voluntary or involuntary dissolution, insolvency, bankruptcy or the like affecting the administrator-legal entity;
 - d. removal from office upon the decision of the Policy Committee;
 - e. loss of the capacity for which he/she was appointed;
 - f. death.
5. Chairs of CEMR committees, of CEMR category B observer members and CEMR spokespersons may attend meetings of the Executive Bureau and/or the Policy Committee as observers, by invitation of the President or the Secretary General. Attending the meeting as observer means the right to speak but not to vote.
6. The Executive Bureau may take decisions according to a written procedure, or within an online meeting compliant with the Belgian law. The Executive Bureau may meet online and/or allow its members to vote before the meeting, by electronic mean and according to the other practicalities as decided by the Executive Bureau.

Article 7: Conditions for taking decisions and votes

Policy Committee

1. Quorum

Decisions may be taken when a majority of the delegates whose names have been notified to the Chair are present or represented at a vote. Votes by proxy shall be included for the purposes of the quorum.

2. Decisions

A decision shall be adopted when it receives the approval of a majority of the votes cast, excluding any abstentions, except in the case of any derogation as provided for in these Statutes.

In particular, amending the statutes requires a majority of two thirds of the total number of expressed votes (abstentions therefore not counted).

3. Votes and proxies

- a. Votes shall be cast in an individual capacity.
- b. Votes by proxy shall be allowed to the extent of one written proxy for each present voting delegate.
- c. Delegates of a full member that is in default of payment of its affiliation fees 7 working days prior to a vote shall have their voting rights restricted in accordance with the terms specified in the Rules of procedure.

Executive Bureau

1. Quorum

Decisions may be taken when a majority of the delegates whose names have been notified to the Chair are present or represented at a vote. Votes by proxy shall be included for the purposes of the quorum.

2. Decisions

Decisions should be made by consensus. If a vote proves necessary, each member has one (1) vote. A decision shall be adopted when it receives the approval of a majority of the votes cast, excluding any abstentions, except in the case of any derogation as provided for in these Statutes.

3. Votes and proxies

- a. Votes shall be cast in an individual capacity.
- b. Votes by proxy shall be allowed to the extent of one written proxy for each present voting administrator.
- c. Decisions are made by simple majority of the votes cast by the Executive Bureau.
- d. Abstentions, blank and invalid votes shall not be counted in the total amount of votes cast.

- e. Absent delegates may appoint another member of the Policy Committee to observe a meeting of the Executive Bureau with the right for the substitute to speak but not to vote. Only administrators have the right to vote.

4. Minutes

- a. Any resolutions adopted by the Policy Committee and the Executive Bureau shall be recorded in the meeting minutes, which shall be signed by the Secretary General, and published on the association's website, except if they are related to a matter where such a publicity is forbidden or could prejudice the organisation, according to the President and the Secretary General decision.
- b. Minutes shall be sent to all full and observer members after the meeting and corrections can be agreed upon at the next meeting. They shall be kept at the CEMR's headquarters where they may be consulted by all members.
- c. Any copies or excerpts to be communicated to third parties or produced to court shall be signed by the Secretary General.

Article 8: The Financial Management Committee

1. The Financial Management Committee is a consultative body whose functioning is described in detail in the Rules of Procedure. It shall consist of a maximum of seven members and shall assist the Secretary General in financial matters.
2. The Chair of the Financial Management Committee's tasks shall be:
 - a. to periodically review the financial management of the Secretariat General and the financial situation of CEMR;
 - b. to prepare the annual budget and accounts for presentation to the Executive Bureau and thereafter to the Policy Committee. He/she may choose, when necessary, to have an external audit carried out by chartered professional accountants;
 - c. to draw up any recommendation he/she considers appropriate for the Executive Bureau.
3. The Chair of the Financial Management Committee shall regularly monitor the financial affairs of CEMR. He/she may delegate this task temporarily to any member of the Financial Management Committee other than the President and the Secretary General.
4. The Policy Committee shall elect a vice-chair of the Financial Management Committee. The vice-chair will substitute the Chair in case the Chair is not available.

Article 9: Resignation and dismissal

1. Members shall be liable to be removed from the list of members, temporarily or definitively:
 - a. if they do not conform to the aims and objectives of CEMR;
 - b. if their membership fees have not been paid for two consecutive years, unless the Policy Committee has consented to a special agreement;
 - c. if they no longer fulfil the conditions for membership.

2. The Policy Committee shall decide on temporary or definitive dismissals upon a recommendation of the Executive Bureau.
3. A decision on a temporary or definitive dismissal shall only become effective if passed by a two-thirds majority of the votes cast.
4. Any member wishing to resign from the association must notify the Secretariat General of this intention in writing.

Article 10: The President

1. The President of CEMR provides political leadership to the association. S/he chairs the meetings of the CEMR Policy Committee and Executive Bureau.
2. The President represents CEMR at any time and anywhere.
3. Should the President be unavailable, s/he may delegate part or all his duties to the Co-Presidents, the Chair of the Financial Management Committee, the Executive Presidents, one of the Vice-Presidents or the Secretary General on his/her behalf. If the President has not delegated his duties and in case of necessity, the President is substituted, to the extent of this necessity, by the longest serving of the Co-Presidents who are not themselves unavailable (and in case of the same length of service, by the youngest), or, if all Co-Presidents are unavailable, by the longest serving available Vice-President (and in case of the same length of service, by the youngest).
4. The President is elected for a 3-year term, renewable once. Should s/he terminate his/her mandate earlier than the foreseen end of the legislature, one of the Co-Presidents, chosen by the Executive Bureau, shall hold the position of President until the end of the ongoing term.

Article 11: The Secretary General

1. The Secretary General shall be elected for a term of six years and may be eligible for re-election (Article 5).
2. The Secretary General shall be responsible for the daily management as foreseen by the Belgian law, including for directing the administrative services of the organisation. Furthermore, s/he shall be responsible for implementing any type of decision taken by the governing organs of CEMR, in accordance with the directives of the Policy Committee, of the Executive Bureau and of the President.
3. In so doing, s/he shall report to the statutory organs on his mandate and on the implementation of the work programme.
4. In order to ensure the smooth running of CEMR, s/he or shall convene at least thirty days before each Policy Committee, and when necessary, meetings of the Secretaries General or Directors of the national sections and associations and observer members. S/he shall chair these meetings and their conclusions shall be communicated to the President, the Executive Bureau or when appropriate the Policy Committee, which may confirm them or not.
5. The Secretary General shall not belong to any of the national delegations on any of the statutory bodies of which he/she is an ex officio member.

6. The conditions of the mandate of the Secretary General and, where applicable, of the Deputy Secretary General shall be specified in accordance with the provisions of the Rules of Procedure.
7. In case of unavailability, the Secretary General may delegate part of all his/her duties related to the exercise of the daily management as foreseen by the Belgian law to the Deputy Secretary General or a Director. If the Secretary General has not delegated his/her duties and in case of necessity, the Secretary General is substituted, to the extent of this necessity, by the Deputy Secretary General, or, if there is no Deputy Secretary General or if the Deputy Secretary General is unavailable, by the longest serving person among the other highest officers.

Article 12: Representation of the association

1. The Association shall be validly represented in any legal proceedings by the President individually or by the Secretary General specially delegated for this purpose.
2. With regard to third parties, the Association shall be validly represented in all other situations by the Secretary General, or by a person having received a specific proxy from the Secretary General, the President or the Executive Bureau.

Article 13: Affiliation fees

Affiliation fees shall be paid in accordance with rules specifying a fees scale which shall be approved by the Policy Committee and incorporated in the annual budget, based upon the following principles:

1. The fees scale shall be based on a weighted system of payment according to population size and GDP per capita.
2. For all matters concerning the payment of fees, a national section shall always be regarded as covering the whole of the population of the State concerned.

For the members other than the full members fees shall be levied in accordance with the provisions of the C.E.M.R. internal rules or the relevant agreements as approved by the Policy Committee.

Article 14: Amendment of the Statutes

1. The Statutes of CEMR may be amended by an extraordinary meeting of the Policy Committee, which shall determine the date of implementation.
2. Any extraordinary meeting of the Policy Committee shall be convened at least seven days in advance and the statutory amendment proposals shall be sent to the national sections and associations at least seven days prior to the meeting.

Article 15: Dissolution of CEMR and liquidation of its assets

1. Any resolution for the dissolution of CEMR shall be passed during an extraordinary meeting of the Policy Committee by a two thirds majority of its members.

2. The Policy Committee shall appoint liquidators and determine the legal entity(ies) entitled to the remaining fixed and moveable assets of CEMR after payment of all debts, it being understood that any allocation shall necessarily be for a charitable purpose in favour of a Belgian or foreign not-for-profit association with legal standing, committed to similar goals as the CEMR goals.
3. The conditions set forth under Article 14.2 shall apply in such an event.

Article 16: Rules of Procedure

1. Rules of Procedure are adopted and may be amended by the Policy Committee by a simple majority, except what is related to the members rights, to the competences, the organisation and the functioning of the Policy Committee: these matters require a decision compliant with the minimum attendance and the special majority applicable for an amendment of the statutes.
2. These Rules of Procedure set out, in conformity with the Belgian law and the statutes, procedures such as the convening of the official organs, rules for presenting candidacies or elections and appointments, voting procedures, external representation of CEMR and its co-operation with other organisations, terms and deadlines for payment of affiliation fees, and any other relevant matters.
3. The Rules of Procedure and their modifications are published on the website of CEMR.
4. The last version of the Rules of Procedure was adopted by the Policy Committee on 18 January 2018 in Soria.
5. The provisions of the Rules of Procedure are binding on all members

Article 17: United Cities and Local Governments (UCLG)

1. In accordance with the Constitution of UCLG, CEMR constitutes the European section of United Cities and Local Governments.
2. CEMR shall remain committed to promoting UCLG's aims and to ensuring an effective European presence and participation in the activities of the world organisation.

Article 18: Applicable law

1. Any matter not specified in these statutes shall be governed by the Belgian law, and any clauses contrary to the mandatory provisions of this law shall not be binding.

