



**Local & Regional
Europe**

STATUTES

Council of European

Municipalities and Regions AISBL

Adopted by the Policy Committee of Prague
2 December 2013

Preamble

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

- that the autonomy of local and regional authorities 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 authorities, 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 authorities.

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

It will strive forthwith to extend the liberties of local and regional authorities, to lead on to a united Europe founded upon these liberties and to ensure that local and regional authorities 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 law of 27 June 1921 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 shall acquire the status of a legal entity from the date of adoption of the royal decree in accordance with Article 50 of the law of 27 June 1921.

Article 2: Registered office

1. The registered office of the association has been established in Belgium, at 01 Square de Meeûs, 1000 Brussels, in the judicial district of Brussels. It may be transferred, by a simple majority decision of the Policy Committee members either present or represented, to any other location in Europe.
2. Any legal document recording the transfer of the association’s registered office shall be lodged in the association’s file at the Registry of the competent commercial court and published in the Annexes of *Moniteur Belge* (the Belgian official journal).

Article 3: Aims and objectives

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 authorities;
 - b. to facilitate the operations of local and regional authorities, safeguard their liberties and contribute to their prosperity, in particular through the development of inter-authority arrangements and undertakings;
 - c. to develop the European spirit amongst local and regional authorities 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 authorities in the European and international institutions ;
 - e. to achieve the establishment of an assembly representing local and regional authorities 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 authorities;
 - 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 authorities.

Fulfilment of these objectives is to be achieved using any appropriate means and the association may moreover undertake any and all activities relating directly or indirectly to its goals.

Article 4: Membership

1. The members of CEMR are:
 - a. **National sections and associations (full members)**
 - a.1. A national association of local and regional authorities 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. Membership entails strict compliance with the present Statutes. 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 authorities;
 - local and regional authorities or groups of authorities that are direct members of a national section.
- a.3. With the exception of the specific cases described under Article 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 authorities 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 membership of an association from a country which does not completely fulfil the criteria as stated under Articles 1.1 and 1.3. 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. Associate 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, may be accepted as category A associate members of CEMR by decision of the Policy Committee.

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

- b.2. *International groupings of local and regional authorities*

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

The conditions of membership and voting must be recorded in an agreement which is to be approved by the Policy Committee.

c. Consultative members

Consultative membership in CEMR is open to establishments, institutes 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 authorities but whose activities are of relevance and interest to these authorities.

d. Honorary members

The Policy Committee (Article 5) 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. The national sections and associations (full members), associate members from categories A and B, consultative members and honorary members of the CEMR association under French law, which is registered in Paris (75001) at 15 rue de Richelieu, are members by right of the association.

This membership prerogative for full members, category A or B associate members, consultative or honorary members shall only be recognised inasmuch as the members of the CEMR association under French law have not explicitly expressed refusal.

A list of the members of the association under French law is annexed to the present statutes.

3. 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.

4. Members shall be invited to pay affiliation fees in keeping with Article 12.
5. A register of members from the different categories shall be kept updated at the association's registered office by the Council of Administration. The following indications are to be included in this register:
 - the full name of each member;
 - the address of each member;
 - their date of admission
 - the date of any member's withdrawal.

**Article 5: The Policy Committee
acting as an Assembly of Members
(hereinafter referred to as "Policy Committee")
(general decision-making body)**

1. The Policy Committee shall be granted the full powers necessary to achieve the association's goals and carry out its activities.

Its exclusive areas of competence include especially:

- statutory amendments;
- the appointment, dismissal and granting of a discharge to the administrators;
- the appointment, dismissal and granting of a discharge to the commissioners, if any;
- the approval of the budgets and accounts;
- the voluntary dissolution of the association;

- the exclusion of members;
 - the approval and introduction of any amendments to the rules of procedure;
 - the transformation of the association into an enterprise with a social purpose.
2. The Policy Committee is the governing organ of CEMR. It is made up of full members and associate members.

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 sent by the Secretariat General at least seven days prior to any meeting, save in exceptional circumstances which must be warranted. The use of electronic means to call meetings is acceptable.

3. The members shall be represented by their delegates, who are elected for a renewable three-year mandate and who must also hold a local or regional authority electoral mandate, as defined under the CLRAE Charter.
4. The Policy Committee shall be composed of:
 - 2 full members for the States with less than 100 000 inhabitants;
 - 3 full members for the States with less than 5 million inhabitants;
 - 4 full members for the States with less than 10 million inhabitants;
 - 5 full members for the States with less than 25 million inhabitants;
 - 6 full members for the States with less than 50 million inhabitants;
 - 7 full members for the States with less than 75 million inhabitants;
 - 8 full members 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 member of the Policy Committee may have one duly appointed standing substitute. The latter may only attend meetings in the absence of the full member.
7. In the event of a vacancy, the Policy Committee may accept the appointment of new full or substitute members.
8. The President, Co-Presidents and all the Vice Presidents shall form part of the representation of the national sections and associations within the Policy Committee.
9. Representatives of the associate members shall be appointed according to the ratio of half the number of seats held by the national membership in the Policy Committee.
10. Representatives of the consultative members shall be invited to the meetings of the Policy Committee when a matter relating to their particular responsibilities is on the agenda.
11. 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.

12. It shall elect from among its membership the President of CEMR, two Co-Presidents and all other Vice Presidents. It shall also elect the Secretary General.
13. It shall give its opinion with regard to the Executive Presidents proposed by the President.
14. It shall appoint from among its membership the members of the Executive Bureau (Art. 6).
15. 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.
16. In addition, it shall appoint the Auditors of CEMR, a maximum of three Honorary Auditors and, upon a proposal by the Secretary General, a Deputy Secretary General.
17. The Policy Committee shall approve the annual budget and accounts submitted by the Honorary Auditors and the overall financial arrangements of CEMR, and shall determine the affiliation fees structure.
18. The Policy Committee shall decide on the admission of new members, associate members, consultative members and honorary members.
19. The Policy Committee may appoint any committee or other working structure to consider particular problems and issues concerning CEMR or local and regional authorities. It may delegate this function to the Executive Bureau. The working arrangements of such bodies shall be specified in the Rules of procedure.
20. The Chairs of these committees and working structures shall be ex officio members of the Policy Committee and shall report on the activities and initiatives of their committees. They shall not have a vote.
21. With the exception of the election of the President, the Co-Presidents and Vice Presidents, the Secretary General, the Deputy Secretary General, the members of the Financial Management Committee and the Honorary Auditors, the approval of the annual 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.
22. 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.

**Article 6: The Executive Bureau
acting as a Board of Directors
(hereinafter referred to as “Executive Bureau”)
(decision-making body)**

1. The Executive Bureau shall be responsible 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 at least seven days 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 members (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, Executive Presidents, a maximum of ten Vice Presidents, the Chair of the Financial Management Committee acting as Treasurer, and the Secretary General.

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 – Article 11). They shall perform their duties in a collaborative manner.

3. The mandate of an administrator shall come to an end as a result of:
 - voluntary resignation, upon giving 30 days written notice to the President of the Executive Bureau,
 - expiration of its term of office,
 - voluntary or involuntary dissolution, insolvency, bankruptcy or the like affecting the administrator-legal entity,
 - removal from office upon the decision of the Policy Committee,
 - loss of the capacity for which he/she was appointed,
 - death.

Article 7: Conditions for taking decisions and votes

1. Quorum

Decisions may be taken when a majority of the members whose names have been notified to the Presidency 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.

3. Votes

- 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 full member. The conditions for accepting proxies are set out in the Rules of Procedure.
- c. The representatives of a national section or associate member which is in default of payment of its affiliation fees on the day of the vote, in accordance with the terms specified in the Rules of Procedure, shall not be entitled to vote.

4. **Minutes**

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.

These minutes shall be kept at the association's headquarters where they may be consulted by all members.

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.

The Chair of the Financial Management Committee shall act as Treasurer of the association.

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 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.

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 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 President of this intention in writing.

Article 10: The President and Vice-Presidents

1. The President, Co-Presidents and Vice Presidents shall be elected for a term of three years and may be re-elected for only one additional term. The mandate of the Executive Presidents is also for three years.
2. The President shall chair the meetings of the statutory bodies. He/she shall be responsible for representing the Council of European Municipalities and Regions at all times and in all places.
3. Should the President be unavailable, he/she may delegate duties to the Co-Presidents, Executive Presidents or Vice Presidents on his/her behalf.

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 good administration of the association and in particular for directing the administrative services of the organisation.

Furthermore, he/she shall be responsible for implementing any type of decision taken by the governing organs of CEMR, in accordance with the directives of the Executive Bureau and the President.

3. In so doing, he/she shall act under the supervision of the President in his/her capacity as representative of these same organs.
4. In order to ensure the smooth running of CEMR, he or she shall convene as and when necessary meetings of the Secretaries General of the national sections and associations and associate members. He/she shall chair these meetings and their conclusions shall be communicated to the President, the Executive Bureau or when appropriate the Policy Committee, which may revise them or even set them aside.
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 employment 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.

Article 11 bis: Representation of the association

The Association shall be validly represented in any legal proceedings by the President individually or by the Secretary General specially delegated for this purpose.

With regard to third parties, the Association shall be validly represented by the Secretary General.

Article 12: 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.
3. In the case of temporary membership (see Article 4.1.3) or of membership through international groupings of local and regional authorities (see Article 4.2.2), fees shall be levied in accordance with the provisions of the relevant agreements.
4. In the absence of an agreement with the national section, the affiliation fees payable by regional authorities who are direct members (see Article 4.1.4), shall be determined by the Policy Committee as a percentage of their national section's total contribution.

Article 13: 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 14: 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 $\frac{2}{3}$ majority of its members.
2. The Policy Committee shall appoint liquidators and determine the legal entity(ies) entitled to the fixed and moveable assets of CEMR, it being understood that any allocation shall necessarily be for a charitable purpose in favour of an ASBL (not-for-profit association under Belgian law), an AISBL (international not-for-profit association under Belgian law) that is a public or private foundation, an international not-for-profit association or a foreign association with legal standing committed to similar goals.
3. The Rules of Procedure establish the process of notification to be implemented prior to any decision of dissolution. The conditions set forth under Article XII.2 shall apply in such an event.

Article 15: Rules of Procedure

4. Rules of Procedure are adopted and may be amended by the Policy Committee by a simple majority.
5. These Rules of Procedure set out detailed provisions on the procedures to implement these Statutes, such as the convening of the official organs, rules for

presenting candidacies or various elections and appointments, voting procedures, external representation of CEMR and its co-operation with other organisations, rights of official signatures, terms and deadlines for payment of affiliation fees, and any other relevant matters.

6. The provisions of the Rules of Procedure are binding on all members. They shall be adopted by the Policy Committee at the first meeting following the adoption of the Statutes by the Policy Committee.

Article 16: United Cities and Local Governments (UCLG)

In accordance with the Constitution of UCLG, CEMR constitutes, on a transitional basis, the European section of United Cities and Local Governments.

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 17: Continuation of the CEMR association under French law

The association intends to continue the activities currently carried out by the CEMR Association under French law, whose assets shall later be given freely to the association.

Article 18: Applicable law

Any matter not specified in these statutes shall be governed by the Belgian law of 27 June 1921 and any clauses contrary to the mandatory provisions of this law shall not be binding.

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