



STATUTES OF ASSOCIATION

Statutes of Association of Energy Cities / Energie-Cités¹

Foreword

The municipalities and municipal bodies in agreement with the statutes herein, considering that:

- ✓ in Europe 75% of the energy consumed is consumed in towns and cities, and by consequence, atmospheric emissions are in equal proportion of urban origin,
- ✓ municipalities have the duty to contribute actively to the control of energy consumption on their territory, to more efficient energy production and to the prevention of pollutant emissions, with the twofold aim of reduced wastage of energy resources and a reduction of pollutant emissions,
- ✓ municipalities are the closest level of proximity to the public and private end users of energy, households and businesses, and that many of their decisions can have a predominant influence on energy efficiency and the prevention of pollutant emissions and greenhouse gas emissions,
- ✓ local energy policies have a positive effect on economic activities and employment, both through work in the field of energy management and through the in-situ transformation of renewable local energy resources,
- ✓ the local level is also indispensable for implementing the Single Energy Market in order to diversify the supply side of the energy market and fully utilise renewable local resources on the one hand, and in order to further emphasise action related with energy demand on the other, and that this role must be better recognised by the other institutional levels,
- ✓ the success of Economic and Social Cohesion in Europe depends on the transfer of knowledge, know-how, methods and results between European countries, in particular for the benefit of cities and towns in countries where centralising traditions have limited the powers of municipalities in the field of energy efficiency, renewable energy and the environment,
- ✓ the experience of the municipalities of the European Union must be put to good use to improve energy efficiency and the environment in countries outside the European Union, in particular in Central and Eastern Europe,
- ✓ horizontal exchanges among the political and technical actors directly responsible for energy, the environment and urban planning more generally, are the preferred tool for action,
- ✓ municipalities actively contribute, at their level, to the creation and application of methods and techniques designed to achieve greater energy efficiency, and joint deliberations and common actions among several municipalities acting in different contexts permit further progress,

decide to form an association.

1) Adopted during the General Assembly in Newcastle upon Tyne, 4 December 1994; modified in Strasbourg, 13rd February 1997, in Southwark, 5th April 2001, in Salerno, 29th April 2010 and in Stuttgart, 27th April 2017.

Purpose and Composition

Statute 1: Name

A non-profit-making association has been created between the members of the statutes herein in accordance with the French Act of July 1st 1901, and shall be called:

Energy Cities/Energie-Cités

Statute 2: Objectives

The objectives of the association in the fields of urban energy and the environment shall be to undertake all types of actions of which the purpose is:

- ✓ to contribute to the development of partnerships among municipalities by encouraging the exchange of experiences and the sharing of knowhow in the fields of energy management, development of renewable energy sources and reduction of pollutant and greenhouse gas emissions,
- ✓ to contribute to strengthening the role and capabilities of municipalities and local authorities in the areas of energy consumption, distribution and production, and more generally local energy planning,
- ✓ to delegate representatives to European institutions and organisations and to make heard the point of view of cities about the actions being or to be undertaken in the fields of energy management, development of renewable energy sources and environmental protection,
- ✓ to provide support to municipalities that wish to create local energy management teams and set up municipal energy programmes, to take part in joint studies or to set up projects with others,
- ✓ to disseminate information and community procedures likely to interest municipalities in European countries,
- ✓ to actively participate in the dissemination of actions undertaken by municipalities and of their results, and the dissemination of efficient energy technologies that can be used in the urban environment,
- ✓ to carry out or commission operations, surveys and analyses on subjects related to urban policies,
- ✓ to provide technical support for the setting up of experience exchange networks in the countries or geographical areas where a request for such support is expressed,
- ✓ to undertake any action that can be included within the subject of urban energy:
 - › energy management in municipal buildings and public lighting,
 - › production and distribution of energy,
 - › urban planning,
 - › organisation of movements and transport,
 - › optimum utilisation of local resources, in particular renewable energy sources,
 - › information and incentives,
 - › urban waste management,
 - › efficient water use.

The environmental field in which Energy Cities/Energie-Cités operates is focused on links with the production, valorisation and consumption of energy (atmospheric emissions, waste, water consumption, transport, etc.).

Its geographical field of action is mainly the European Union, but it also includes other European countries, notably Central and Eastern Europe, and the Southern and Eastern Mediterranean.

Statute 3: Registered Office

The registered office of the Association is to be situated at 2 chemin de Palente, 25000 BESANÇON (France). This address is also that of its technical and administrative coordination centre known as “Energy Cities/Energie-Cités Centre”.

Statutes 4: Composition

The following shall be deemed members:

- ✓ municipalities
- ✓ inter-municipal bodies and consortia
- ✓ local energy agencies and municipal companies chaired by an elected member
- ✓ specialised regional or national associations of municipalities working in the same sector as that of Energy Cities/Energie-Cités.

Municipalities located outside of geographical Europe² may have the status of Associate members.

In all cases, the local authority or the board of directors of the agency structure or municipal company shall appoint the person who shall act as its representative at meetings mandated by the Statutes of Association. The local authority or the board of directors of the agency or municipal company must inform the Association of any change of representative.

An association of municipalities shall count as one member (one vote).

Active and Associate Members contribute to the functioning of the Association by paying an annual subscription, of which the amount will be fixed by the General Meeting.

Statute 5: Admission to Membership

Application for membership must be made in writing by the person having legal responsibility for the institution or organisation concerned and be addressed to the President of the Association who, in turn, shall inform the Executive Committee. The member shall appoint the person who will represent it at statutory meetings, as well as a proxy.

Any municipality that requires the services of the Energy Cities/Energie-Cités Centre in order to set up a project which is likely to receive financial support, must undertake insofar as they succeed in obtaining this aid to become a member of the Association.

Membership applications shall be approved by the Executive Committee, with its members present or represented ruling unanimously.

2) (*) Geographical Europe = European Union countries, Switzerland, Norway, Iceland, Malta, Cyprus, Turkey, Estonia, Latvia, Lithuania, Poland, Czech Republic, Slovakia, Hungary, Bulgaria, Romania, Slovenia, Croatia, Bosnia and Herzegovina, Albania, Ukraine, Belarus, Macedonia, Moldova, Serbia, Montenegro, Russia.

Statute 6: Resignation and Removal

The status of member shall be forfeit:

- ✓ if the member resigns its office by notice in writing submitted to the President, who shall inform the Executive Committee.
- ✓ by removal by the Executive Committee for failure to pay the subscription fee or on serious grounds. The decision must be taken unanimously by the members present or represented and notified by registered letter. Any member liable to be the subject of such a decision must be informed and heard by the Management Board if it so wishes.

Administration and Operation**Statute 7: General Meeting**

7.1 The General Meeting shall comprise the Active and Associate Members.

Each member shall be represented by a person having authorisation for this purpose.

Each active member shall hold one vote. Associate Members may attend in an advisory capacity only

Any member may empower another member to represent it. Nonetheless, each member present may only hold one proxy, besides its own. These proxies may only be assigned in writing. They shall be handed over to the President before the session.

7.2 The General Meeting shall meet once per year in ordinary session convened by the Executive Committee. It shall meet in extraordinary session convened by the President or by written request of at least one-third of its active members, sent to the President of the Association. In this case, the President, after having informed the Executive Committee, is bound to convene an Extraordinary General Meeting within a period of one month from the date of receipt of said request.

The members of the Association shall be notified of the meeting at least 20 days before the date set for the General Meeting, by letter, by fax or by email.

- 7.3** The agenda of the General Meeting shall be drafted by the Executive Committee. Subjects requested by at least one-third of the members must feature on the agenda.

The General Meeting shall rule on all questions related to the operation of the Association, in particular it:

- ✓ sets out the main lines of the actions to be undertaken in order to reach the Association's aims
- ✓ elects the President and the Executive Committee
- ✓ hears the annual reports of the Executive Committee concerning the Association's financial situation and activities
- ✓ approves the accounts for the past financial year and gives full discharge to the treasurer
- ✓ approves the draft budget
- ✓ approves the Association's rules and regulations
- ✓ amends the Statutes of Association and pronounces the dissolution of the Association.

The minutes of the General Meeting as well as the submitted reports shall be sent to all members of the Association.

To be valid, all of the decisions of the General Meeting must be taken by simple majority of the Active Members present or represented. In the event of an equality of votes, the President shall be entitled to a casting vote.

Nonetheless, a qualified majority of two-thirds of the members present or represented is required to amend the Statutes of Association, and a majority of three-quarters to dissolve the association.

A secret ballot may be requested either by the Executive Committee or a third of the Active Members present or represented.

Statute 8: Executive Committee

- 8.1** The Annual General Meeting shall choose a Board of Directors from its Active Member Municipalities made up of a maximum of:
- ✓ a President
 - ✓ 4 Vice-Presidents
 - ✓ a Secretary
 - ✓ a Treasurer
 - ✓ 4 Members

The President and the members of the Executive Committee are elected by the General Meeting, by separate ballots, by simple majority which must represent at least one-third of the Active Members.

The term of office shall be three (3) years with the possibility of renewal.

- 8.2** Each member local authority represented in the Executive Committee shall appoint one permanent member and one deputy.

Each member of the Executive Committee shall hold one vote.

Any member of the Executive Committee can give a proxy to any other member to represent him. Nonetheless, each member present cannot hold more than one proxy, besides its own. Proxies may only be given in writing.

- 8.3** The Executive Committee shall prepare the work of the General Meeting, organise its agenda and carry out the tasks defined by the General Meeting. It shall have power to manage and administer the Association, in accordance with the powers of the General Meeting.

- 8.4** The Executive Committee shall meet at least once per year, being convened by its President, either at his/her request or at the request of one-third of the total number of members, sent by ordinary letter to the President. In this case, the President must convene the Executive Committee within thirty days.

- 8.5** To be valid, the decisions of the Executive Committee must be made by at least half of the members present or represented. In the event of an equality of votes, the President shall be entitled to a casting vote. Approval of an application for membership or the removal of a member requires a unanimous vote.

- 8.6** The agenda of the sessions shall be drawn up by the President and must comprise the issues to be discussed at the request of a member of the Executive Committee.

- 8.7** The members of the Executive Committee cannot be remunerated. Nonetheless, expenses can be refunded, provided supporting invoices are produced.



Statute 9: President

9.1 The President, who shall be a legal representative of a member belonging to a country of the European Union, shall be elected by the General Meeting. His/her term of office shall be three (3) years, with the possibility of renewal.

9.2 The President represents the Association in all public transactions. As such, he/she shall sign contracts on behalf of the Association concerning the hire, sale and purchase of equipment and the hiring and dismissal of personnel. He/she is entitled to appear in court on behalf of the Association, as either plaintiff or defendant. In the case of representation before the court, the President may only be replaced by a proxy who has been duly authorised.

9.3 The President shall also be empowered to convene the Executive Committee and the General Meeting, and will chair both meetings.

9.4 The President may delegate some of his/her responsibilities to the Vice-Presidents or to a Managing Director. The contents and procedures of these delegations shall be set out in writing.

The President may invite persons or organisations whose activities are related to those of the Association to attend meetings as observers, either on request or on his/her own initiative. Such an invitation shall not confer any permanent status.

The term of office shall be three (3) years with the possibility of renewal.

Statute 10: Treasurer

10.1 The Treasurer shall be responsible for managing the Association's assets.

10.2 He/she shall make payments and collect revenues under the authority of the President. He/she shall send notices for membership fees, receive cheques and deposit them in a bank.

10.3 The Treasurer shall keep or arrange to have kept the various account books and, at the end of each financial year, he/she shall draw up the balance sheet and financial report, and draft the budget for the following year to be submitted to the General Meeting for approval. He/she shall be given full discharge for the financial operations of the previous year, on condition of approval by the Executive Committee and the General Meeting.

10.4 The Treasurer shall be assisted by the Managing Director in all these tasks, and may delegate all of them to the Managing Director. The contents and procedures of this delegation shall be set out in writing. The Managing Director shall regularly inform the Treasurer of the accounts and the financial situation, in particular at Executive Committee meetings and General Meetings.

Statute 11: Secretary

11.1 The Secretary shall be responsible for keeping the registers of the Association. He/she shall write the minutes of all proceedings of the General Meeting and the Executive Committee and ensure their entry into the registers.

11.2 The Secretary shall receive authority from the President to write all the Association's correspondence. Nonetheless, important communications shall be signed by the President.

11.3 The Secretary shall be assisted in all these tasks by the Managing Director, to whom the Secretary may delegate duties.

Statute 12: Vice-Presidents

Certain powers may be delegated by the President to the Vice-Presidents. They may also be entrusted with specific tasks by the General Meeting.

Statute 13: Managing Director

13.1 A Managing Director shall be appointed by the President with the consent of the Executive Committee

13.2 The Managing Director is responsible to the President who delegates to him/her such of its powers as may be necessary to carry out the Association's everyday management tasks.

13.3 His/her role shall be to coordinate the Association's activities. The Managing Director will receive a salary from the Association, manage the "Energy Cities/Energie-Cités Centre", and act in accordance with the aims and strategies defined by the Association's authorities.

13.4 The Managing Director shall prepare for Executive Committee meetings and General Meetings under the authority of the President.

He/she shall attend Executive Committee meetings and General Meetings in an advisory capacity.

Statute 14: Energy Cities/Energie-Cités Secretariat

14.1 The Energy Cities/Energie-Cités Secretariat shall be the Association’s technical, administrative and logistical structure. Its role shall be to:

- ✓ propose, develop and implement actions within the scope of the Association’s purpose,
- ✓ seek out all opportunities for action, promotion and finance,
- ✓ conduct the administrative and financial management of the Association with regard to the tasks delegated to the Managing Director.

14.2 Under the authority of the Managing Director, the Energy Cities/Energie-Cités Secretariat shall have sufficient freedom of action to be able to take the initiatives vital for the Association’s development.

Statute 15: Funds

15.1 The Association’s funds consist of:

- ✓ membership subscriptions,
- ✓ grants and financial support,
- ✓ payments received in return for services provided,
- ✓ interest and revenues accruing from its assets, stocks and shares,
- ✓ any other authorised source of funds.

15.2 The Association’s assets shall be its sole guarantee for commitments undertaken on its behalf, and none of its members shall be held liable.

Statute 16: Rules and Regulations

Rules and regulations may be drawn up by the Executive Committee. These must be approved by the General Meeting.

These rules and regulations shall lay down or specify the rules of operation not included in these Statutes of Association, in particular those devoted to the Association’s internal administration.

Statute 17: Amendment of the Statutes of Association

The Statutes of Association may be amended by a decision of an Extraordinary General Meeting. In this case, the agenda must bear explicit reference to said amendment. To be valid, amendments must be approved by two-thirds of the Active Members present or represented.

Statute 18: Working Languages

The working languages shall be English and French, with simultaneous interpretation during General Meetings. Other languages may be used according to the participants and available budget.

Official documents issued by the Association must state the original language in which the document was written.

Statute 19: Voting by correspondence

By way of exception, General Meetings and Executive Committee meetings may be held by correspondence. In this case, two copies of the texts intended for approval shall be sent to the legal representatives of Active Members, who shall then have 20 days from the date of transmission by fax or email within which to return one of the copies to the President, bearing the word “adopted” or “rejected” followed by their signature. Beyond this period, votes can no longer be accepted. Minutes of these meetings shall be kept and be sent to all members of the Association.

Statute 20: Dissolution

The Association may be dissolved only by a decision of the General Meeting sitting in an extraordinary session. For dissolution to be pronounced, the motion must receive three-quarters of the votes of the Active Members present or represented.

In the event of dissolution, one or more liquidators shall be appointed by the General Meeting by absolute majority and the Association’s assets, if any, shall be devolved in accordance with the law.

Statute 21: Term

The term of the Association is unlimited.

Energy Cities' mission is to empower cities and citizens to shape and transition to futureproof cities. We showcase concrete alternatives deployed by cities, we advocate to change politic and economic governance at all levels and we foster a wide cultural change leading to a futureproofed society. Energy Cities community is composed by local leaders of thousands of cities in 30 European countries.

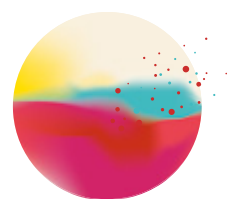
info@energy-cities.eu

BESANCON

2 chemin de Palente
25000 Besançon, France

BRUSSELS

Mundo Madou
Avenue des Arts 7-8
1210 Brussels, Belgium



ENERGYCITIES

www.energy-cities.eu

[@energycities](https://twitter.com/energycities)

[@energycities.eu](https://www.facebook.com/energycities.eu)

**[in company/
energy-cities](https://www.linkedin.com/company/energy-cities)**