

ARTICLES OF ASSOCIATION

UNITED REGIONS ORGANISATION / FOGAR

ARTICLE 1: INCORPORATION AND BUSINESS PURPOSE

1.1- The association : United Regions Organisation/ Forum of Global Association of Regional Governments and Regions Associations, hereafter referred to as Regions United Organisation/FOGAR, is a non-profit association governed by these articles of association and, alternatively, by book III of the Catalan Civil Code.

It is confessionally independent.

1.2- The main objectives of the United Regions Organisation / FOGAR are those set out in the “Declaration of the Regions on their participation in the governance of globalisation” known as Marseille’s Declaration, of 7th March 2007, mainly:

- To ensure that the voice of the regional government and federal states are heard in globalisation;
- To organise new strategic governance rules including infra-state tiers of governments;
- To promote initiatives for mutual knowledge and cooperation among regional governments and federal states around the world.

1.3- This objectives are common between ORU/FOGAR and United Cities and Local Governments (UCLG). In this sense, the members of ORU/Fogar and the regional governments members of UCLG are at the heart of the Forum of Regions, Section devoted to UCLG’s regional governments promoted by ORU FOGAR,

1.4- The headquarters of United Regions Organisation / FOGAR is located in Via Laietana nº14, baixos, 08003, Barcelona (Catalonia, Spain).

1.5- The association shall exist for an undetermined period of time and may be dissolved at any time according to the arrangements laid down in these articles of association and the book III in the Catalan Civil Code applicable to the United Regions Organisation / FOGAR.

1.6- The association mainly operates in Catalonia.

ARTICLE 2: MEMBRES

- Geographical or thematic networks of regional governments et federal states from all of the continents;
- Regional governments and federal states on an individual basis.

All members of the United Regions Organisation / FOGAR must adhere to the principles of the Marseille declaration.

All members shall be entitled to vote and shall have one vote each.

2.2- The «regional governments and federal states » are the administrative authorities with a government system which constitutes the first and highest political and administrative level in a state recognized by the United Regions, above the municipal level.

2.3- The organisations with similar or supplementary objectives to United Regions Organisation / FOGAR may become associate members. The representatives of the associate members can participate in the meetings of the United Regions Organisation / FOGAR but will not be entitled to vote.

2.4- The following may participate as observers: representative of national and international institutions. The observers may be invited to attend meetings of the United Regions Organisation / FOGAR. They may take part in debated, but will not be entitled to vote.

2.5- The networks adhering to the United Regions Organisation / FOGAR represent the United Regions Organisation / FOGAR in their area of expertise. When a thematic network becomes a member of the United Regions Organisation / FOGAR, its role will be defined in its rules of procedure.

ARTICLE 3: MEMBERSHIP – WITHDRAWALS – REMOVAL

3.1- Membership applications, as member, or participation application as associate member or observer, must be sent by letter to the Secretariat of the United Regions Organisation / FOGAR which will submit them to the executive Bureau for approval. It will decide upon membership by a two-thirds majority, as well as on the associate members and the observers' conditions for participation. In order to have a good coordination, UCLG's Executive Board is informed of the membership applications received by ORU/ FOGAR, UCLG regions' section.

3.2- The Bureau's decision must be ratified by the General Assembly. The accession shall take effect upon ratification.

3.3- Any application for membership as member of the United Regions Organisation / FOGAR accepted during the first six months of the calendar year implies payment of the full annual

membership fees for that year. Applications accepted during the third quarter of the year give rise to payment of half the annual membership fees. Applications accepted during the fourth quarter are not liable for payment of the fees for that calendar year.

Accession to the Organisation as member of the United Regions Organisation / FOGAR is linked to payment of an annual membership fee according to the provisions of Article 13.

3.4- Notice of removal of membership must be sent by registered letter to the United Regions Organisation / FOGAR Secretariat, which will submit it to the Bureau. Removal does not exempt from paying the membership fees for the whole budget year.

3.5- The removal of a member shall be decided by the Executive Bureau by unanimous verdict. This decision must be ratified by the General Assembly by a two-thirds majority. Membership shall be suspended from the time of the Executive Bureau's decision, pending the final decision of the General Assembly. Grounds must be given for a decision to strike a member off. Non-payment of membership fees for more than one year may be grounds for striking off a member.

3.6- In any case, the membership fee for the year shall remain payable. Members who have resigned or who are excluded have no right to the association's assets.

The assets of the association shall be its sole guarantee against commitments undertaken on its behalf and none of its members shall be held liable.

ARTICLE 4: BODIES

4.1- The bodies of the United Regions Organisation / FOGAR are:

- The General Assembly, and
- The Bureau

ARTICLE 5: THE GENERAL ASSEMBLY

5.1- The General Assembly is the highest level decision-making body of the United Regions Organisation / FOGAR and brings together all the members of the United Regions Organisation / FOGAR. The representatives of the members of the United Regions Organisation / FOGAR in the Assembly must have a political mandate.

Each member has one vote. The associate members and the observers can take part in the General Assembly but they are not entitled to vote.

Each member shall determine the composition of its own delegation according to its own rules. Each delegation shall be made up of a maximum of (5) members. Each member may be represented by another member voting by proxy. A member may not represent more than two

other members. Authorisations must be sent by letter to the Secretariat, at least (15) days before the General Assembly.

5.2- It shall meet in ordinary session at least once a year. An extraordinary session may be organised if requested by the Bureau or by 10% of the members and, in any case, when it comes to modifying these articles of association or to dissolving the association. The extraordinary General Assembly is strictly reserved for members of the United Regions Organisation / FOGAR.

5.3- The General Assembly defines the approaches of the United Regions Organisation / FOGAR and decides on the action to take to accomplish its goals, in particular:

- It shall adopt the strategic guidelines of the network;
- It shall adopt the annual work program and the annual activity report;
- It takes note of the year's accounts and approve them:
- It shall adopt the budget and the financial reports;
- It shall choose the members of the Bureau and chooses one President, four (4) vice-Presidents et a treasurer among the members of the Bureau;
- It shall designate the President or one of the vice-Presidents to represent the Forum of the Regions, section devoted to the regional governments within UCLG (article 1.3). In this sense, he/she will be appointed vice-president of UCLG;
- It shall choose a Secretary-General, on a proposal from the Bureau;
- It shall supervise the other organs' activities which it may revoke at any time on just grounds;
- It shall appoint one of the auditors;
- It shall set the amount of the annual membership fees;
- It shall adopt all the deliberations relating to the goals and objectives of the United Regions Organisation / FOGAR;
- It shall adopt resolutions and political positions et must speak out on the resolutions and political positions adopted by the Bureau;
- It shall decide upon accession and removal of members;
- It shall approve the rules of procedure of the association;
- It shall decide upon any amendment to the articles of association;
- Shall decide upon the dissolution of the association.
- It may rely on the Bureau's propositions.

5.4- The General Assembly is validly constituted regardless of the number of members present or represented. Decisions shall be taken by a simple majority of the members present or represented. In the event of equality of votes, the President's vote counts double. Decisions concerning the removal of a member or when holding an extraordinary meeting, must be voted by a two-thirds majority.

5.5- The President of the United Regions Organisation/FOGAR shall chair the sessions of the General Assembly, with help from the first Vice-President and the President of the regional government or federal State hosting the meeting.

5.6- The agenda of the General Assemblies is drafted by the Bureau with support from the Secretariat of the United Regions Organisation/FOGAR.

5.7- The decisions of the General Assembly shall be recorded in minutes signed by the Secretary and the President and kept in a register in the association's headquarters, where they can be freely consulted by members.

5.8- The General Assembly must meet in a Summit at least once every three years. The members will be represented by their highest level political body. The Summit shall decide on strategic orientations of the network in the short term.

The provisions in the precedent paragraphs shall be without prejudice to those in article 13 in these articles of association.

ARTICLE 6: THE BUREAU

6.1- The Bureau leads and manages the actions of the United Regions Organisation/with support from the Secretary-General.

6.2- The members of the Bureau shall be elected by the General Assembly. The Bureau shall be made up of ten (10) members, five (5) members in representation of the networks and five (5) members in representation of regional governments or federal States, spread equally among the different continents (Africa, Asia/Pacific, North and Central America, South America, Europe) and among geographical and thematic networks. The Bureau shall be elected by the General Assembly by a simple majority. All candidatures for the Bureau must be addressed to the Secretariat at least three months before the deadline. The Bureau's members are elected for four years renewable.

The members of the Bureau act voluntarily and can only be compensated for their effective and travel costs. Eventual attendance fees cannot exceed that paid for official commissions. For activities exceeding the usual framework of the position, each member of the Bureau may receive appropriate compensation.

6.3- The members of the Bureau must be, in the case of regional governments and federal states individually, must be office-holding representatives of regional authorities. In the case of networks, they shall designate their representatives freely and according to their own rules. If a member loses his/her position within the network, the regional government or the federal State member of the United Regions Organisation/FOGAR it implies ipso facto withdrawal from the Bureau and his/her replacement. In this event, the network, government or federal state concerned must appoint a new member within 6 months. If this doesn't happen, or they are

unable to comply, then the General Assembly may, by independent vote, select another member to serve in the Executive Bureau until the end of its term of office.

6.4- The Executive Bureau of the United Regions Organisation/FOGAR shall meet at least twice a year. Each member may be represented by another member voting by proxy. A member may not represent more than two other members.

6.5- The Executive Bureau proposes political guidelines for the United Regions Organisation/FOGAR and implements the guidelines and decisions adopted by the General Assembly. In this respect, it is also responsible for coordinating the work carried out between the member networks and between these and the specific Committees which may be created by United Regions Organisation/FOGAR. It ensures control over the Secretariat and the financial management and sets the rules of procedures.

6.6- Decisions are taken by a simple majority (except in specific cases mentioned in the articles of association). Each member of the Bureau has one vote. In the event of a tie, the President shall have a double vote.

6.7- The decisions of the Executive Bureau shall be recorded in minutes signed by the Secretary and the President and kept in a register at the association's head office where they may be freely consulted by the members.

ARTICLE 7: THE PRESIDENT AND THE FIRST VICEPRESIDENT

7.1- The Executive Bureau shall elect from among its members the President and the Vice-president of the United Regions Organisation/FOGAR, for a four-year, non-renewable, alternating functions after two years.

7.2- The President represents the United Regions Organisation/FOGAR. He/She shall convene the General Assembly and the Executive Bureau meetings. The first Vice-president represents the United Regions Organisation/FOGAR in the President's absence.

7.3- Only the President or an office-holding member of the United Regions Organisation/FOGAR can be elected for these positions. The call for candidatures for the position of President or first Vice-president shall be launched by the Secretary General within the members at least four months before the end of the President's term of office. All candidatures must be sent to the Secretary General at least three months before the deadline, together with a curriculum vitae and a two-page declaration on the United Regions Organisation/FOGAR strategy. The candidatures must reflect a geographical and/or thematic balance. All candidatures received will be sent to members two months before the deadline.

7.4- If the President loses his/her position within the network, within his/her regional government or federal state member of the United Regions Organisation/FOGAR, he/she shall

be replaced by the first vice-president for the remainder of the four-year term of office. In this event. The General Assembly must appoint a new vice-president.

If the Vice-President loses his/her position within the network, within his/her regional government or federal state member of the United Regions Organisation/FOGAR, the General Assembly shall elect a new first Vice-President. If alternation hasn't taken place yet, the President will retain his/her functions until the end of the four-year term of office.

If the President and the Vice-President lose their position within the network, within their regional government or federal state member of the United Regions Organisation/FOGAR during the course of the same four-year term of office, a new call for candidatures for the President and the Vice-president positions shall be launched by the Secretariat.

ARTICLE 8: THE VICE-PRESIDENTS

The General Assembly elects four Vice-Presidents among the members of the Bureau, on its proposal, in order to round off the geographical and thematic balance in relation to the President and the first Vice-President.

ARTICLE 9: THE TREASURER

9.1- The General Assembly elects a Treasurer among the members of the Bureau, on its proposal. In the event he/she loses his/her position within the network, the regional government or the federal state, he/she will be temporarily replaced by another member of the Bureau, until the General Assembly appoints a new Treasurer in the following session.

9.2- In agreement with the President and the Secretary-General, the Treasurer drafts the budget and the annual balance, and proposes them to the Bureau. He/she also ensures monitoring of the execution of the budget. He/she shall be kept informed of all financial projects which involve the association.

The management of the association's accounts is audited annually by auditors elected by the General Assembly.

9.3-The position of the Treasurer shall be incompatible with those of the President, first Vice-President or Vice-President.

ARTICLE 10: THE FINANCIAL COMMITTEE

10.1- The treasurer is assisted by a financial Committee, which he/she chairs. It meets at least twice a year. This Committee is composed of two other members of the Bureau.

10.2- The financial Committee has an advisory role to the Treasurer, the President and the Bureau, mainly in the drafting of the budget and the monitoring of its execution.

10.3- The position of member of the financial Committee shall be incompatible with that of the President, first Vice-President, vice-president or Treasurer.

ARTICLE 11: THE SECRETARY GENERAL

11.1- The Secretary-General is appointed by the General Assembly, on the proposal of the Bureau for a five-year term of office, renewable once. The Bureau shall establish a public call for candidatures.

11.2- The Secretary-General is responsible for the day-to-day running of the Secretariat of the United Regions Organisation/FOGAR. He/she has the following duties:

a) Convene and assist in the General Assembly and the Bureau's meetings; draft and sign the minutes of such meetings.

b) to receive communications from the members of the Bureau and the notifications, requests for information, amendments, certifications or any other written communication that he/she should be expected to know.

c) to deliver the certificates of the agreements, with the President's agreement, as well as the necessary reports.

d) to keep and maintain the archive, the documents and the books of the association.

e) any other duty inherent of its condition as Secretary-General.

11.3- He/She takes part in the meetings of the managing bodies, with a consultative vote.

11.4- He/She heads a Secretariat which provides support in the tasks related to the mobilisation of resources required for the preparation and the implementation of the guidelines of the United Regions Organisation/FOGAR.

11.5-The Bureau shall supervise the work of the Secretariat.

11.6- The Secretary-General must imperatively benefit from the trust of the General Assembly and the Bureau.

ARTICLE 12: THE COMMISSIONS

12.1- The Bureau may if necessary set up work Commissions to implement the United Regions Organization/FOGAR aims. The setting-up of the Commissions shall be approved by the General Assembly on the Bureau's proposal. In setting-up the Commissions, attention should

be given to the balance between and necessary representation of the continents and the thematic approaches.

12.2- All the United Regions Organization/FOGAR members may take part in the work of the thematic Commissions.

12.3- Each Commission shall adopt its own rules of procedure. All rules of procedure must be approved by the General Assembly.

12.4- They shall report on their work and reflections to the meetings of the Bureau and the General Assembly. The General Assembly may decide upon de dissolution of the Commissions when they are no longer required.

ARTICLE 13: VIRTUAL MEETINGS AND ADOPTION OF AGREEMENTS WITHOUT MEETINGS

The General Assembly and the Bureau may meet in videoconference or other means of communication, as long as the participants are identified, the continuity of the communication guaranteed, as well as the possibility of intervention in the deliberations and the possibility of voting.

The agreements can be adopted by correspondence, telematic communication or other means, as long as the information and voting rights are guaranteed and there is proof of reception and authenticity. The agreement will be considered adopted in the premises of the legal person on the date of reception of the last vote validly cast.

ARTICLE 14: FINANCING

The resources of the United Regions Organisation/FOGAR come from:

- The annual membership fees as established by the General Assembly during the budget vote; the President and the members can pay an exceptional membership fee during the duration of their term of office of up to 50,000€ .
- Grants that may be eventually allocated by funding providers for projects, study contracts or other legal ways in support of the aims and objectives promoted by the United Regions Organisation/FOGAR ;
- Capital interest shown in the annual statement accounts.

The budget year starts on the 1st of January and finishes on the 31st December each year.

ARTICLE 15: COOPERATION WITH OTHER ORGANISATIONS

15.1- The Bureau of the United Regions Organisation/FOGAR shall be authorised to enter into cooperation agreements with organisations whose aims are deemed to converge with the

achievements of the United Regions Organisation/FOGAR. Any agreement concluded with other organizations must be ratified by the United Regions Organisation/FOGAR.

15.2- The Bureau of the United Regions Organisation/FOGAR shall be authorised to apply for the United Regions Organisation/FOGAR's membership of other bodies, if this is in the interests of the objectives pursued by it. Any such membership application must be approved by two-thirds of the members of the Bureau. The decision on such accession lies on the General Assembly.

ARTICLE 16: THE RULES OF PROCEDURE

The rules of procedure are set out by the Bureau and approved by the General Assembly. These rules of procedure are aimed at establishing the different aspects not foreseen in these articles of association, mainly those relating to the association's functioning.

ARTICLE 17: AMENDMENT OF THE ARTICLES OF ASSOCIATION

Any amendments to the present articles of association require the approval from the General Assembly, meeting in extraordinary session. Such amendments must be voted by a two-third majority of the members present and represented.

ARTICLE 18: DISSOLUTION OF THE ASSOCIATION

The dissolution of the association may be dictated by an extraordinary General Assembly called for this purpose, by a two-thirds majority of the votes of present and represented members. The extraordinary General Assembly shall define the use of the net assets after paying all debts and liquidation expenses in agreement with the laws and regulation effective in the territory where the headquarters are. It will assign several commissioners in charge of the liquidation and it shall determine their powers.

In case of dissolution of the association, the available assets shall be entirely attributed to an institution with a comparable public interest to the one of the association and benefiting from tax exemption. The goods cannot be returned to the founders or members of the association, nor be used to their own profit under any circumstances.

ARTICLE 19: JURISDICTION

The competent court for any matters relating to the association is the one with jurisdiction in the place where the headquarters of the organization are.

ADDITIONAL PROVISION

These articles of association govern the association and the Act 1/2002, from the 22nd March, regulating the right to association and the Act 4/2008 from the 24th April in the third book of the Catalan Civil Code, concerning legal entities are applied alternatively.

These articles of association have been adopted by the General Assembly on the 1st October 2013 in Rabat.

Paúl Carrasco
Président de l'Organisation des Régions
Unies/Fogar
Prefet Provincial de Azuay

Carles Llorens Vila
Secrétaire Général
Organisation des Régions Unies/FOGAR