

## **STATUTES OF THE ASSOCIATION:**

### **Organization of United Regions / Global Forum of Regional Governments and Associations of Regions**

#### **ARTICLE 1: CONSTITUTION AND OBJECT**

1.1- The Association: Organization of United Regions / Global Forum of Regional Governments and Associations of Regions, hereinafter referred to as ORU Fogar, is a non-profit association governed by these articles of association, and alternatively the third book of the Civil Code of Catalonia.

1.2- The main objectives of ORU Fogar are those set out in the "Declaration of the Regions on their participation in the governance of globalization", called the Marseilles Declaration of March 7, 2007. Among the most important:

- Make the voice of the Regional / Intermediate Governments in Globalization heard.
- Organize new strategic governance rules where sub-state bodies have a place.
- Promote collaboration between Regions / Intermediate Governments at an international level.

#### **ARTICLE 2: MEMBERS**

2.1- Can be members of ORU Fogar:

- Geographic or thematic networks;
- The intermediate governments and the federated states individually.

All ORU Fogar members must declare their formal adherence to the principles of the Marseille Declaration.

All full members, up to date with payment of dues, will be entitled to vote and have one vote.

2.2- Geographical or thematic networks are understood as the groupings of intermediate governments and / or federated States of all the continents, endowed with a structure and governance bodies with objectives shared by their members and actions defined jointly.

2.3- Intermediate governments and federated states are understood as the territorial collectives endowed with a governance system, constituting the internal political and administrative division of a State recognized by the United Nations, above the municipal level and below the national level.

2.4- Representatives of national and international institutions of public or private nature, appointed by ORU Fogar, may participate as observers. Observers may be invited to the different meetings of ORU Fogar. They may take part in the debates, but in no case in the voting.

2.5- The networks that adhere to ORU Fogar represent it in their fields of knowledge.

### **ARTICLE 3: HEADQUARTERS AND DURATION**

3.1- The headquarters of ORU Fogar will be in Rocafort 242-244, 3<sup>rd</sup> floor, 08029, of Barcelona (Catalunya, Spain).

3.2- The association is created for an indefinite period of time and may be dissolved at any time in accordance with the modalities of the present Statutes.

### **ARTICLE 4: ACCESSIONS - LEAVES**

4.1- Applications for membership as a member or observer must be sent by mail to the ORU Fogar Secretariat which will submit them to the the Bureau for approval. The latter will be announced by a two-thirds majority, and decides on the adherence and conditions of participation of observers and members.

4.2- Although the decision is effective with the approval of the bureau, it must be ratified by the General Assembly.

4.3- Any application for membership as a member of ORU Fogar accepted during the first semester of the current budget year will result in payment of the entire annual fee. Applications accepted during the third and fourth quarters will result in the payment of half of the annual fee.

Membership of ORU Fogar will be linked to the payment of an annual fee. The base of the mandatory contribution of each member will be determined according to whether it is a regional network / association or an intermediate government, and in the latter case based on the population and Human Development Index (HDI) criteria, prepared by the United Nations Development Program (UNDP).

4.4- All withdrawal requests must be sent by certified and / or electronic mail to the ORU Fogar Secretary ([secretariat@regionsunies-fogar.org](mailto:secretariat@regionsunies-fogar.org)) that will submit it to the Bureau. The withdrawal does not exempt the payment of the fee for the entire current year in which it occurs.

4.5- The Bureau will pronounce unanimously on the eventual withdrawal of a member. This decision must be ratified by the General Assembly by a two-thirds majority. From the moment the Bureau pronounces itself, the member will be suspended until the final decision of the General Assembly. The withdrawal must be motivated. The delay of more than one year in the payment of the fee owed may be grounds for cancellation.

4.6- In any case, the quota of the current year must be paid. The member who becomes a member cannot request a refund.

To honour the commitments made on behalf of the association, only the assets of the association can be used. Any personal responsibility of the members is excluded.

## **ARTICLE 5: ORGANS**

5.1- The organs of ORU Fogar are: The General Assembly, the Presidency, The Bureau, and the General Secretariat.

## **ARTICLE 6: THE GENERAL ASSEMBLY**

6.1- The General Assembly is the highest decision-making body of ORU Fogar and brings together all the members of ORU Fogar. Representatives of ORU Fogar members in the General Assembly must have a political mandate.

Each member will have one vote. Observers may participate in the General Assembly but without the right to vote.

Each member will define the composition of their own delegation according to their own standards. Each delegation will have a maximum of five (5) components and will have a delegation head. Each member may be represented by another member and vote by proxy. A member may not represent more than two other members. The procurements must be sent by mail to the Secretariat, at least fifteen (15) days before the General Assembly.

6.2- The General Assembly will meet in ordinary session once a year. It may meet in extraordinary session whenever it is necessary at the request of the Bureau or at least 10 of the members aware of the payment of the fee and, in any case, if it is proposed to modify these bylaws or the dissolution of the association. The extraordinary General Assembly is strictly reserved for the members of ORU Fogar.

6.3- The General Assembly defines the orientations of ORU Fogar and decides the actions to be carried out by the organization to achieve its objectives.

Functions:

- Adopt the strategic orientations of the network;
- Adopt the annual work program and the annual activity report;
- Analyse and adopt, where appropriate, the budget and the accounts for the year;
- Choose the members of the Bureau and choose, at the proposal of the Bureau, a President, a First Vice President, three Vice Presidents and a Treasurer from the members of the Bureau;
- Choose, at the proposal of the Bureau, a General Secretary;
- Control the activity of the other bodies that can be revoked at any time for just reasons;
- Choose one or several account controllers;
- Establishes the amount of annual quotas;
- Adopt all deliberations that correspond to the aims and objectives of ORU Fogar;

- Adopt resolutions and political positions at the proposal of the Bureau;
- Decides on the adhesion and expulsion of members, at the proposal of the Bureau;
- Approves the internal regulations of the association, at the proposal of the Bureau;
- Decides on any modification of the Statutes, at the proposal of the Bureau;
- Decides on the dissolution of the association.

6.4- The General Assembly is legitimately constituted, with the present representatives and the voting delegations received. The General Assembly is pronounced by a two-thirds majority of the members present or represented. In case of equality of votes, the President's vote is decisive.

6.5- The sessions of the General Assembly will be chaired by the President of ORU Fogar, assisted by the first Vice President and by the President of the regional government or of the host State. In the absence of the president, the first vice president shall preside and thus in rank order of vice presidents.

6.6- The Bureau sets the agenda of the General Assemblies with the help of the ORU Fogar Secretary.

6.7- The decisions of the General Assembly will be recorded in the statements, signed by the General Secretary and the President and kept in a register in the headquarters of the association where they can be consulted freely by the members.

The provisions of the preceding paragraphs shall be understood without prejudice to the provisions of article 14 of these articles of association.

## **ARTICLE 7: THE BUREAU**

7.1- The Bureau leads and manages the actions of ORU Fogar with the support from the Secretary General.

7.2- The General Assembly elects the members of the Bureau. This will be made up of a minimum of ten (10) members, to ensure the geographical and thematic representativeness of the Organization. The General Assembly shall elect the Bureau by a two-thirds majority. All candidacies to the Bureau must be sent to the Secretariat at least one month before the election. The mandate of the members of the Bureau is for four years. It can be renewable.

The members of the Bureau act in a benevolent manner.

7.3- The members of the Bureau must be, for the regional governments and the Federated States, members in an individual capacity, regional managers in exercise. The networks, on the other hand, de-terminate freely, and according to their own rules, their representatives of the Bureau. The loss of the position within the

network, its regional government or its federated State member of ORU Fogar will lead to its immediate withdrawal from the Bureau and its replacement. In this event, the network, regional government or federated state must appoint a new member of the Bureau within 6 months. If this doesn't happen, or they are unable to comply, the General Assembly may directly proceed through a vote to the nomination of another member of the Bureau, until the end of the latter's mandate.

7.4- The Bureau of ORU Fogar will meet at least twice a year.

The members may be represented by their owner or, in the first instance, they may delegate their presence to another political or representative of their regional government, the Federated State or its network. This delegation must be duly communicated by the owner and in writing to the general secretary of the organization.

Each member may be represented by another member and vote by proxy. A member may not represent more than two other members. In this case, the delegation must also be duly communicated by the owner and in writing to the general secretary of the organization.

7.5- The members of the bureau may be replaced by the General Assembly in the following cases:

In the event that a member of the Bureau, for apparent reason, does not appear in two consecutive meetings, without expressly delegating his vote in any of its forms, in manifest disinterest in the operation of the organization.

In case a member of the Bureau is not up to date in the payment of the quotations, having not made effective the payment of the quota of the previous year.

7.6- The Bureau proposes the political orientations of ORU Fogar and applies the orientations and decisions adopted by the General Assembly. It coordinates the work among the members and between them and the specific commissions that ORU Fogar can create. The Bureau exercises the control of the Secretariat and of financial management, and establishes the internal regulations.

7.7- Decisions will be taken by a two-thirds majority (except for the specific cases provided in the bylaws). Each member of the Bureau shall have one vote. In case of a tie, the vote of the president is decisive.

7.8- The decisions of the Bureau will be recorded in the minutes, signed by the General Secretary and the President and kept in a register at the headquarters of the association where they can be consulted freely by the members.

The provisions of the preceding paragraphs shall be understood without prejudice to the provisions of article 14 of these bylaws.

## **ARTICLE 8: THE PRESIDENT**

8.1- The General Assembly chooses from among the members of the Bureau the President with a term of three years.

8.2- The President represents ORU Fogar before any instance and public or private authorities.

He is the person in charge of convening the General Assembly and the meetings of the Bureau. The person holding the Presidency may, in his case, delegate in writing the functions deriving from the exercise of representation in the Vice Presidents in order of priority and, finally, in the person holding the General Secretariat.

8.3- Only those who hold the presidency of a member of ORU Fogar may be elected to these positions. At least four months before the end of the term of office of the current President, the Secretariat will send members a call for nominations for the positions of President and Vice-President of ORU Fogar. The candidatures, accompanied by the curriculum vitae of both candidates and a declaration of intent on the ORU Fogar guidelines, should be sent to the Secretariat at least three months before the election. The candidatures must reflect a geographical and / or thematic balance. All candidatures received will be transmitted to the members at the latest two months before the election.

8.4- If the President loses his function in the network, his regional government or his federated member state of ORU Fogar, will be replaced by a vice president following the order for the rest of the mandate. In this case, the General Assembly will decide on how to fill the vacancy in the Vice Presidency.

8.5- Members of honour: the former ORU Fogar's presidents will be invited to all the meetings of ORU Fogar without voting rights and will be goodwill ambassadors of ORU Fogar, sometimes representing ORU Fogar by express delegation of the president.

#### **ARTICLE 9: THE VICEPRESIDENT**

The General Assembly elects four Vice Presidents from among the members of the Bureau and at the proposal of the members of the Bureau in order to complete the geographical and thematic balance in relation to the President.

#### **ARTICLE 10: THE DIRECTOR OF BUDGET**

10.1- The General Assembly chooses from among the members of the Bureau and at the proposal of the members of the Bureau a Director of Budget. In the event of loss of its function in the network, regional government or federated member of ORU Fogar, it must be temporarily replaced by another member of the Bureau until the General Assembly, at its next session, names one new Director of Budget.

10.2- In agreement with the President and the General Secretary, the Director of Budget oversees the budget and the annual balance, and presents and proposes them to the Bureau. The Director of Budget is responsible for monitoring budget execution. The Director of Budget is informed of all financial projects that commit the Association.

The controller(s) elected by the General Assembly control the management of the association's accounts each year.

10.3- The functions of Director of Budget are not cumulative to those of President, First Vice President.

#### **ARTICLE 11: THE FINANCIAL COMMITTEE**

11.1- The Director of Budget is assisted by a Financial Committee, which chairs. This Committee is made up of two other members of the Bureau.

11.2- The Financial Committee has an advisory role with respect to the Director of Budget, in particular as regards the preparation of the budget and the follow-up of its execution.

11.3- The functions of member of the Financial Committee are not cumulative to those of President, First Vice President.

#### **ARTICLE 12: THE SECRETARY GENERAL (SG)**

12.1- The General Secretary is elected by the General Assembly, at the proposal of the Bureau. The Bureau will establish a public procedure for the convocation of candidacies.

12.2- The General Secretary is in charge of the operation of the ORU Fogar Secretariat. The following functions correspond to the Secretary General:

- a) Exercise the functions delegated by the Presidency and by the Bureau.
- b) Propose to the Bureau the annual program of activities in accordance with the strategic orientations.
- c) Ensure compliance with the strategic guidelines determined by the Assembly and the Bureau
- d) Organize and attend the meetings of the General Assembly and the Bureau; write and keep the minutes of these meetings.
- e) Receive communications from members of the Bureau and notifications, requests for data, rectifications, certifications or any other kind of writings of which you should have knowledge.
- f) Issue certifications of approved agreements and any other certifications, with the approval of the President, as well as any reports that may be necessary.
- g) To have under its responsibility and custody the Archive, documents and Books of the Association.
- h) Head of Human Resources of the Organization
- i) Control and manage the resources of the organization.
- j) Under the supervision of the executive bureau and by delegation of the president, sign collaboration agreements with other entities of interest to ORU Fogar.
- k) Any other functions determined by the Bureau and ratified by the General Assembly

12.3- Participate in the meetings of the management bodies without the right to vote.



12.4- The Secretary General's work is approved, as the case may be, by the Bureau.

### **ARTICLE 13: THE COMMISSIONS**

13.1- The Bureau may create work commissions when necessary to achieve the objectives set by ORU Fogar. The General Assembly must approve the creation of the Commissions at the proposal of the Bureau. In the creation of the Commissions, the necessary balance and representation of the different continents and the thematic approaches will be taken into account.

13.2- Participation in the Commissions will be open to all members of ORU Fogar. And they can count on the advice of people outside the Network, if this is deemed necessary.

13.3- Each Commission will have its own rules of internal functioning. These Standards must be approved by the General Assembly;

13.4- During the meetings of the Bureau and the General Assembly, the Commissions will give an account of their work and reflections. The General Assembly may decide to abolish Commissions when they are no longer considered necessary.

### **ARTICLE 14: VIRTUAL MEETINGS AND ADOPTION OF AGREEMENTS WITHOUT MEETING**

The General Assembly and the Bureau may meet through videoconference or other means of communication, provided that the identification of the attendees is guaranteed, the continuity of the communication, the possibility of intervening in the deliberations and the casting of the vote.

Agreements may be adopted through the casting of votes by postal correspondence, telematic communication or any other means, provided that the rights to information and vote are guaranteed, proof of receipt of the vote and authenticity is guaranteed. The agreement will be considered adopted at the domicile of the legal entity and on the date of receipt of the last validly cast votes.

### **ARTICLE 15: FINANCING**

The income of ORU Fogar comes from:

- The annual fees paid by the members, whose amount the General Assembly decides when voting the budget. There may be voluntary contributions to the fee. The request for quotas will be made through a communication from the Secretary General to each member in accordance with the decision of the Executive Bureau and General Assembly. The president must contribute annually during his mandate a minimum of 50,000 euros. The region that voluntarily hosts the headquarters of ORU-Fogar's General Secretariat shall contribute a minimum fee of €50,000 per year for the duration of the headquarters' stay in the region. If there is any change in the circumstances relating to the seat, this paragraph of Article 15 may be revised.
- Grants eventually granted by providers of funds in the framework of projects or study contracts or other legal means of providing financial funds, within the



framework of support for the objectives promoted by ORU Fogar.

- The capital interests that appears in the annual balance sheet.

The budget year begins on January 1 and ends on December 31 each year.

#### **ARTICLE 16: COOPERATION WITH OTHER ORGANIZATIONS**

16.1- The president is authorized, with the approval of the Assembly, to sign cooperation agreements with organizations that are likely to contribute to the achievement of ORU Fogar's objectives. In turn, the Secretary General by delegation of the president is also empowered to sign such agreements. All agreements signed with other organizations must be ratified by the General Assembly of ORU Fogar.

16.2- The Bureau of ORU Fogar can propose the adhesion of ORU Fogar to other instances, when it is in benefit of the objectives pursued by ORU Fogar. Said proposal must be approved by two thirds of the members of the Bureau. The decision on membership corresponds to the Assembly.

#### **ARTICLE 17: INTERNAL REGULATIONS**

An internal regulation is established by the Bureau and approved by the General Assembly. The purpose of this regulation is to fix the points not foreseen by these statutes, particularly those related to the operation of the association.

#### **ARTICLE 18: MODIFICATION OF THE STATUTES**

Any modification of these statutes needs the approval of the General Assembly. These modifications must be voted by a simple majority of the members present and represented.

#### **ARTICLE 19: THE DISSOLUTION OF THE ASSOCIATION**

The dissolution of the Association must be pronounced by an extraordinary General Assembly convened for this purpose, by simple majority of the members present and represented. The General Assembly defines the use of the net assets after the payment of debts and liquidation expenses and in accordance with the laws and regulations in force in the territory where it has its headquarters. The assembly appoints several commissioners responsible for the liquidation and of which determines the powers.

In case of dissolution of the association, the available assets will be fully attributed to an institution that pursues public interest objectives similar to those of the association and that benefits from the tax exemption. In no case, the founders or the members of the association will be able to recover all or part of the assets of the association or use them for their personal benefit.

#### **ARTICLE 20: COMPETENCE**

The competent court for all actions related to the association is the corresponding one in the jurisdiction where the association has its headquarters.

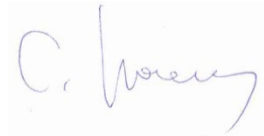
### **ADDITIONAL PROVISION**

These statutes will govern the association and will be supplemented by the Organic Law 1/2002, of March 22, regulating the right of association and Law 4/2008 of April 24 of the Third Book of the Catalan Civil Code, relating to legal entities.

The Ordinary General Assembly held in Rabat on October 1, 2013 approved these statutes. The one held in Vitoria-Gasteiz on November 27, 2017 was modified and the one held on November 23, 2021 was adapted to current regulations. At this meeting on November 23, 2021, held virtually, the text of these Statutes was validated.



Rachid el Abdi  
President of ORU Fogar



Carles Llorens  
General Secretary of ORU Fogar