



Statutes

Version October 2023

**METREX -The Network of European
Metropolitan Regions and Areas**

Registered address:

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Association Internationale Sans But Lucratif
(AISBL), registry number 0474.513.409

Founding Date: Spring 1996 at the first METREX
Conference in Glasgow.

**Section 1. Designation, Registered
Office and Lifespan of the Association**

Article 1. Designation

The International Association is designated by the name “METREX” and the qualification “The Network of European Metropolitan Regions and Areas”.

METREX is a not-for-profit International Association.

Article 2. Registered Office

The Registered Office of METREX is established in Belgium and shall be located in the Brussels Capital Region.

The Registered Office may be moved to any other location within the Belgian territory by the decision of the Managing Committee of METREX.

Article 3. Lifespan

METREX is set up for an undefined period. It can be dissolved at any time by the decision of 75% of its Members at a General Assembly.

Section 2: Purposes of METREX

Article 4. Purposes

The purposes of METREX are to facilitate the exchange of scientific information, expertise and experience in spatial planning and development at the metropolitan region and area level in Europe, and to provide an interface between spatial planning and development at the transnational and metropolitan region and area levels in Europe.

Spatial planning is defined as the strategic and integrated planning of land, development, infrastructure and environment, having regard to economic and social considerations.

Metropolitan regions and areas are defined as urbanized areas with a core population of the order of 500,000 or above, and their surrounding hinterland.

METREX may define the extent of any metropolitan region and area for the purpose of these Statutes, notably Article 10, and the proper functioning of the Association.

STATUTES

METREX will organise any conference or seminar, publish any document, collect and circulate information in any relevant manner, and promote the implementation of cooperative action in the fulfilment of its purposes.

METREX may become a Member of any relevant organisation or network with interests which are complementary or related to its own.

Section 3: Membership Criteria, Subscriptions, Withdrawal, Liability

Article 5. Membership Criteria

Membership of METREX is open to all political, territorial, public or private organisations and any institution which undertake spatial planning and development at the metropolitan region and area level in Europe. Such organisations shall be legal entities, fully able to participate in the purposes and activities of METREX, and to undertake the responsibilities of membership.

Such organisations may operate at the municipal (or local), provincial, regional or national level within any European nation or combination of European nations or on the territory of several nations (currently, the 27 Member States of the European Union, UK, Norway, Switzerland and Ukraine).

The criteria for membership of METREX may vary from one application to the other, and will depend on the different networks and organisations active in spatial planning throughout the European territory. These criteria will, if required, be set out in Internal Regulations.

Current Members of METREX are listed in Appendix 1 of these Statutes. The number of Members has no upper limit, but cannot be fewer than five separate metropolitan regions or areas.

Individuals, academic institutions, learned societies, professional associations, commercial organisations, any European or International networks, and any other organisation that fails to qualify for membership of METREX under the above

criteria may apply for acceptance as Observers. The entitlements and responsibilities of METREX Observers will be determined by the Managing Committee and set out in the Internal Regulations.

Applications for membership, or Observer status, shall be made on the prescribed form at least one month before a Meeting of the Managing Committee, and shall be considered and determined having regard to these Statutes.

Article 6. Subscriptions

All Members of METREX shall pay an annual subscription to support the purposes and activities of the Association. The amount of such annual subscription, the dates of the year to which it applies, and the required date of payment shall be determined by the Managing Committee and set out in Internal Regulations. The annual subscription may be varied for certain categories of Member as determined by the Managing Committee.

Metrex may also become a member of any organisation or entity related to its sphere of interest, in accordance with Article 4 of these Statutes.

All METREX Observers shall pay whatever amount is required by the Managing Committee to participate in the activities of the Association. The amount, the required date of payment, and the rights and benefits offered in return will be determined by the Managing Committee and set out in Internal Regulations.

Article 7. Withdrawal and Disqualification from Membership

Any Member may withdraw from METREX by giving twelve months' notice, from the next 1 January, of this intention. Notice of intention to withdraw from membership shall be made in writing, by recorded delivery or delivery with notice of receipt, to the Secretary General. It will then be presented to the next Meeting of the Managing Committee for acceptance.

Any circumstances that would occasion the forced withdrawal of any METREX Member, shall require special consideration by the Managing Committee, and thereafter by the General Assembly voting on a proposal by the

Managing Committee. The Member in question shall not have a vote.

Any Member whose subscription has not been settled within three months of the date of invoice is in breach of these Statutes. The Managing Committee will determine what action, if any, requires to be undertaken in the best interests of METREX and any defaulting Member, if payment of the annual subscription is late or withheld.

Members who are withdrawing, or who are excluded by the Managing Committee or the General Assembly forfeit their rights to the ownership or deployment of any METREX asset, and are not entitled to claim any compensation or refund of any subscription paid or due to be paid, unless by the agreement of the Managing Committee.

Article 8. Liability

Expenditure may only be authorised, and liability incurred, in accordance with the approved budget and the decisions of the Managing Committee at Meetings.

The liability of METREX Members extends only to the settlement of their own annual membership subscription.

Section 4: Organisational Structure

Article 9. The Structure of METREX

The structure of METREX is as follows,

- The General Assembly, and The Managing Committee.
- A Secretary General, whose powers are defined in Section 7, shall be appointed to further the purposes of the Association and to implement the decisions of the General Assembly and the Managing Committee.

Section 5: The General Assembly

Article 10. Composition of and Representation at the General Assembly

The General Assembly is composed of all of the Members of METREX. Each Member shall appoint a formal representative to attend the General Assembly, and to validly exercise the rights of the Member without the Association having to verify his credentials. The General

Assembly shall meet at least once every year before the end of June. It shall be presided over by the President, assisted by the Vice-Presidents, elected as set out in Article 12.

Each metropolitan region or area, as defined in Article 4 of these Statutes, or Member, paying a full subscription within a metropolitan region or area, holds one vote in the General Assembly. Should a metropolitan region or area have more than one Member then they will all be entitled to attend the General Assembly, but shall appoint an individual of their choice to give a single vote on their behalf. Metropolitan regions or areas allowed a reduced subscription under Article 6 shall retain a full vote. Members may vote by letter, and it will also be possible to vote electronically under Article 12.

A Member may represent one other Member at the General Assembly, and a letter may constitute proof of appointment. If the Members from a metropolitan region or area cannot agree on a representative, then no vote will be counted.

Article 11. Powers of the General Assembly

The General Assembly is the supreme power of the Association. It holds all the powers that are expressly reserved by law, and that are not devolved to the Managing Committee by the current Statutes, except for powers of representation.

The General Assembly has the power to,

- alter the Statutes,
- elect or dismiss the President, the Vice-Presidents, Members of the Managing Committee and the Auditor,
- define a metropolitan region or area,
- approve a broad programme of activities and initiatives for the forthcoming two years to further the purposes of the Association,
- approve a budget including the setting of the subscription fee or range of fees for the forthcoming two years,
- approve the accounts in an intermediate year,
- exclude any Member,
- disband the Association.

The Presidents, the Vice-Presidents and the other Members of the Managing Committee shall be elected at the General Assembly for a two-year period of office. The electoral procedures shall be set out in Internal Regulations.

Article 12. Frequency of General Assemblies, Notification, Agenda and Minutes

The General Assembly shall meet at least once every year, as determined by the Managing Committee, and be chaired by the President or a Vice President. The Managing Committee may call for a special General Assembly at any time whenever it is in the interests of METREX. One-fifth of the Members can require the Managing Committee to call a special General Assembly.

Members shall be notified of a General Assembly one month in advance, in writing or electronically, by the Managing Committee, normally through the Secretary General. Notifications shall inform Members of the date, venue, time and agenda.

The Managing Committee shall determine the agenda for meetings of the General Assembly, but all proposals, in writing through the Secretary General, signed by at least two Members shall also be placed on the agenda.

Minutes of each General Assembly shall be prepared by the Secretary General or one member of the Managing Committee, ratified by the President, and forwarded to Members by email within one month. The agendas, minutes, voting records, and related papers, reports and accounts, shall constitute part of the formal Records of the Association.

Any General Assembly, other than the statutory General Assembly that meets every years, could be electronic providing that no Member signifies his disagreement in advance. The notification will show the agenda, date and time of the Assembly as well as relevant information to enable Members and Observers to participate. When the Assembly has gathered electronically the Minutes shall be ratified by the President, and forwarded to Members within one month.

The notice for an electronic General Assembly contains the data required to participate in the video- or teleconference as well as a

description of the procedure to be followed for remote participation.

The chosen means of communication allows the participants to : a) Verify the identity and status of the other participants ; b) Take direct, simultaneous and uninterrupted cognizance of the discussions during the meeting ; c) Participate in the deliberations and ask questions; d) Exercise their right to vote on all points on which the meeting is required to take a resolution.

Any technical difficulties which have prevented or disrupted participation by electronic means shall be mentioned in the minutes of the General Assembly.

As far as the quorum and majority requirements are concerned, members who participate in this way at the General Meeting shall be deemed to be present at the place where the General Meeting is held. The Bureau is composed of the President and if not present the oldest Vice President and if the latter would not be available the youngest Vice President.

Article 13. Decision Making at the General Assembly

The only items subject to decision making shall be those on the agenda unless all Members attending agree to consider an issue not on the agenda. Decision making shall normally be by consensus of Members present or represented. Should a consensus not be reached by the attending Members then the President, or any two Members present or represented consider that the decision shall be taken, can submit an agenda item to a vote. In the case of parity, the President shall have a casting vote.

Meetings of the General Assembly shall require a quorum of 50%, either through attendance or valid representation.

The General Assembly may only debate an alteration to the Statutes, or the dissolution of the Association, if such items are on the agenda, and if 75% of the Members are attending or are validly represented. Should this quorum not be reached, the attending Members can call for a second Assembly which may validly debate such items,

regardless of the number of Members attending or validly represented. Should a consensus not be reached then the President can submit the agenda item to a vote on which a 75% quorum shall be sufficient for a valid decision.

Alterations to the Statutes shall be adopted and published in the Annexes of the Moniteur Belge in accordance with the applicable law.

Section 6. The Managing Committee

Article 14. Appointment or Election, Resignation and termination of Members of the Managing Committee

METREX is administered by a Managing Committee comprising the Members listed in Appendix 1 and future Members of the Association except in the event mentioned below. The number of members of the Managing Committee shall be at least nine [9].

Should the General Assembly rule that the number of Members is too great for all of them to be Members of the Managing Committee, it will decide the appropriate number for the Committee and elect them.

Candidates for election to the Managing Committee shall notify the Association, normally through the Secretary General, in writing of their application and the identity of their representatives (physical persons), and shall be elected by secret ballot at the General Meeting.

Committee Members may resign at any time following which the Managing Committee may consider whether to nominate a replacement to serve until the next General Assembly. Members may replace their individual representatives on the Managing Committee at any time.

Mandates are renewable.

When a legal entity is appointed as a member of the Managing Committee, it shall be required to appoint a permanent representative, a natural person, who is responsible for carrying out this mission on behalf of the corporate entity.

The identity of the permanent representative shall be notified to the Managing Committee in writing, by post or electronically, together

with a copy of the minutes of the appointment. The mandate of the permanent representative appointed may be terminated by the corporate entity concerned, by written notification to the President of the Managing Committee confirming: (i) the termination of the mandate of the permanent representative and (ii) the appointment of a new permanent representative. Such notification shall also be requested in the event of the end of the mandate of the permanent representative on expiry or for any other reason

A member of the Managing Committee may be dismissed at any time by the General Assembly for serious and justified reasons in the following circumstances:

- a) conducting actions obviously contradicting the interest of the Association;
- b) conducting actions obviously contradicting the duties of a member of the Managing Committee;
- c) conducting actions obviously contradicting the Managing Committee's decisions;
- d) being in a situation of Conflict of Interest as defined under article 20 below and not notifying it.

Article 15. Meetings of the Managing Committee, Notification, Agenda and Minutes

The Managing Committee shall normally meet every six months, but not less than twice a year. Meetings shall be chaired by the President, or a Vice President. Members shall be notified of a Meeting one month in advance, in writing or electronically, by the Secretary General. Notifications by email shall inform Members of the date, venue, time and agenda.

The Secretary General shall determine the agenda for Meetings of the Managing Committee, in consultation with the President, but all proposals, in writing, signed by a Member shall also be placed on the agenda. Minutes of the Meetings of the Managing Committee shall be prepared by the Secretary General, and circulated to all Members within one month.

The agendas, minutes, voting records, and related papers, reports and accounts, shall

constitute part of the formal Records of the Association.

Any Meeting of the Managing Committee could be electronic, provided that no Member signifies his disagreement in advance. The notification will show the agenda, date and time of the Committee Meeting as well as relevant information to enable Members and Observers to participate. When the Managing Committee has gathered electronically the Minutes shall be prepared by the Secretary General, and forwarded to Members within one month.

Article 16. Decision Making at Meetings of the Managing Committee

The only items subject to decision making shall be those on the agenda unless all Members attending agree to consider an issue not on the agenda. Decision making shall normally be by consensus. Should a consensus not be reached then the President can if he considers that the issue requires a decision, submit an agenda item to a majority vote. In the case of parity, the President shall have a casting vote.

Meetings of the Managing Committee shall require a quorum of 50% either through attendance or valid representation.

Subject to the agreement of the attending Members of the Managing Committee at a Meeting of the Managing Committee, an absent Member of the Managing Committee may participate in the proceedings and any votes electronically.

Article 17. Responsibilities of the Managing Committee

The Managing Committee is responsible for the administration of the affairs of the Association and the promotion of its purposes. It holds all the powers of representation not specifically reserved for the General Assembly by law or these current Statutes.

In an emergency, the Managing Committee can take a provisional decision on matters that would normally lie within the responsibilities of the General Assembly. Such a decision will stand until it is reported in writing to the next meeting of the General Assembly.

The Managing Committee is responsible for,

- considering and determining the conditions for applications for membership and follow-up on application requests from candidate members,
- determine the status of Observers, the conditions of their applications and their rights and obligations
- setting out a broad programme of activities and initiatives for the forthcoming two years to further the purposes of the Association, for

consideration by the General Assembly,

- thereafter, implementing the approved programme and taking other appropriate action to promote the purposes of the Association,
- setting out a budget for the forthcoming two years, for consideration by the General Assembly,
- thereafter, authorising, controlling and monitoring expenditure in accordance with the approved budget, and keeping accounts for presentation to the General Assembly,
- provisionally approving annual accounts,
- establishing a savings fund, in accordance with the law, in order to cover any future expense, exceptional or not.
- defining, contracting and directing the services of the Secretary General and other appropriate support services,
- defining, contracting and directing the services of an external Auditor,
- representing METREX, and
- approving the Internal Regulations
- generally perform any action to further the purposes, activities and initiatives of METREX.

The Association is for the opening of the official bank account of the Association validly represented towards third parties by the President or the Treasurer of the Association.

Article 18. Delegations

The Managing Committee may, as part of its exclusive responsibilities, delegate part of its powers to one or several of its Members, to the Secretary General, and to one or several of the staff of the Association. In particular, the Committee may delegate the daily administration and management of the Association without prejudice to the below.

The Managing Committee may also delegate the authority to authorise and incur expenditure up to a defined limit to the Secretary General, and over that limit to the President and a Vice President or, in the absence of the President, to two Vice Presidents.

Article 19. Representation

Representation in law, as plaintiff as well as defendant, may be conducted in the name of the Association by the Managing Committee represented by the President, any Vice President, the Secretary General or anyone appointed for the purpose by the Managing Committee.

Article 20. Personal Liabilities & Conflicts of Interest of the Members of the Managing Committee

Members of the Managing Committee may act on behalf of METREX, but their liability shall only extend to the implementation of their mandate. They shall not be liable for the liabilities of the Association.

Members of the Managing Committee shall be liable only for decisions, acts or behaviour which manifestly exceed the margin within which normally prudent and diligent directors in the same circumstances could reasonably be expected to differ. Members of the Managing Committee are only liable for faults which can be attributed to them personally, committed in the performance of their management duties. Members of the Managing Committee Members of the Managing Committee are jointly and severally liable, but are relieved of their liability if they did not take part in the fault and have reported the alleged fault to all other Members of the Managing Committee. Such denunciation and the discussions to which it gives rise shall be recorded in the minutes

Whenever a member of the Managing Committee finds itself in a situation that gives rise or is reasonably likely to give rise to a Conflict of Interest, it must declare its interest to the other members of the Managing Committee unless, or except to the extent that, the other members of the Managing Committee are or ought reasonably to be aware of it already. If any question arises as to whether a member of the Managing Committee has a Conflict of Interest, the question shall be decided by a simple majority decision of the Managing Committee. Whenever a matter is to be discussed or decided at a meeting and a member of the Managing Committee has a Conflict of Interest in respect of that matter then, it must:

- a) remain only for such part of the meeting as in the view of the other members of the Managing Committee is necessary to inform the debate;
- b) not be counted in the quorum for that part of the meeting; and
- c) have no vote on the matter.

Where Conflict of Interest means : "any direct or indirect interest of a member of the Managing Committee that conflicts, or might conflict with the interests of the Association, that might influenced a particular decision-making process affecting the integrity or the reliability of the outcome".

Section 7: The Secretary General

Article 21. Function and Responsibilities of the Secretary General

The Secretary General is the representative of the Association. The Secretary General is appointed by the Managing Committee, and shall be mandated to represent the Association in its daily management.

The responsibilities of the Secretary General include,

- promoting the purposes and the approved programme of activities and initiatives of the Association,
- taking action on behalf of the Association as directed by the Managing Committee at Meetings and Minuted,
- preparing Internal Regulations for consideration by the Managing Committee,
- assisting the President, Vice Presidents and the Managing Committee,
- making the arrangements for the meetings of the General Assembly

- and the meetings of the Managing Committee,
- assisting the Treasurer in the preparation of budgets and accounts,
- authorising and execute expenditure in accordance with the approved budget up to a limit defined and Minuted by the Managing Committee,
- bookkeeping of all income and expenditure,
- safekeeping of all agendas, minutes, voting records, and related papers, reports and accounts which constitute the Records of the Association,
- if required, defining, contracting and directing the services of appropriate personnel,
- representing the Association in accordance with Article 19,
- Supervising compliance with the rules governing the signing of expenditure.
- Assist the auditor in auditing the accounts and in presenting the accounts at the Annual General Assembly Meeting and at Management Committee meetings.
- all of which is under the authority and exclusive responsibility of the Managing Committee.

The Secretary General is remunerated as prescribed by the Managing Committee.

Section 8: Fiscal Year and Financial Management

Article 22. Fiscal year and Accounting

The fiscal year starts on 1 January and ends on 31 December of the same year.

Article 23. Financial Operation

In accordance with Article 8, Liabilities, expenditure beyond that delegated to the Secretary General under Article 21 may only be incurred with the joint signature of any two of the President, Vice Presidents, the Secretary General or an appointed representative of the Treasurer up to a maximum sum agreed by the Managing Committee.

Article 24. Treasurer

Financial support services shall also be provided by a Member of the Association, designated as Treasurer. The Treasurer will,

- control and monitor the accounting systems of the Association,
- approve counter signature arrangements for expenditure,
- prepare and present accounts for the Auditor, the General Assembly and Meetings of the Managing Committee,
- open the bank account.

Additionally, as required by Belgian law in fulfilment of any obligation for the status and certification of an AISBL, the Treasurer will prepare all required budgets and accounts

Article 25. Financial Auditing

The Managing Committee shall appoint an Auditor to certify the probity of the Association's financial management, and to satisfy any requirement of Belgian law for the achievement and maintenance of AISBL status and certification or the decisions of the General Assembly. 7

Section 9: Dissolution and Liquidation

Article 26. Dissolution

In the event of the voluntary dissolution of the Association, the General Assembly or, by default, the competent court, will appoint official receivers to define the entitlements of any creditors and the liquidation of the assets of the Association. The General Assembly will define the powers and terms of remuneration of the receivers.

Any remaining financial assets after the settlement of all debts will be distributed to one or several not-for-profit organisations, as determined by the General Assembly, in further pursuit of similar purposes and activities to the ones of METREX.

Section 10 : Internal Regulations

The latest version of the Internal Regulations is dated: N/A

Number: 7/CDLF/14.226/S.

Signed

The signatory of these Statutes certifies that he/she supports the provisions of these Statutes, and is fully entitled and allowed to represent

.....

.....
(name of member organisation)

Done at

.....
(name of place) in one original exemplary

on this.....day
of

...../20.....
(date) (month) (year)

.....
(print name of signatory)

.....
(signature)

Acting as legal and authorised representative
for the purpose of these Statutes.

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