

POLIS Statutes

STATUTES

Section 1: Name, Seat and Duration

Article 1: Name

The international non-profit association called "POLIS" is hereby regulated.

POLIS is a network of European cities and regions supporting sustainable mobility and innovation in local transport.

POLIS is an international non-profit association governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

Article 2: Seat

The seat of POLIS is to be established in Belgium. The registered office is located at 1050 Brussels, Rue du Trône 98, Brussels legal district.

The seat of POLIS can be moved in Belgium by decision of the Management Committee. This decision has to be deposited in the POLIS file and published in the Annexes to the Belgian State Gazette.

Article 3: Duration

POLIS shall be set up for an undetermined period. It may be dissolved at any time by decision of its General Assembly, following the conditions laid out below in Section 9.

Section 2: Objectives and Activities

Article 4: Objectives and Activities of POLIS

The objectives of POLIS are:

- To increase the exchange of experiences among its Members and between European cities, regions and regional organisations in all areas concerning the quality of life, under conditions of sustainable mobility, in cities and regions by the application of new technology, particularly in the areas of transport, the environment, energy and related fields;

- To further the knowledge of innovative technologies and know-how in these areas;

- To investigate and promote physical solutions and funding formulas in view of establishing new related mobility;

- To promote operational links among the Members of POLIS;

- To diffuse and promote the results of their work (in particular of ongoing European R & D and application projects) on wide scale involving all key actors;

- To co-operate closely with other organisations with similar objectives;

- To contribute to European harmonisation of technology and standardisation by bringing together users, operators, industry, science and European institutions;

- To promote a higher level of co-operation between Members and the European institutions, safeguarding that the urban and regional dimension is taken into account appropriately in Community programmes and in the policies of the European Union.

To that effect, POLIS shall have the right to exercise, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its objectives. POLIS shall in particular develop the following activities:

1. Perform researches and studies;
2. Issue publications;
3. Organise training sessions, seminars and conferences.

POLIS shall have the right to set up sub-bodies to undertake some of these activities on behalf of POLIS.

Section 3: Members

Article 5: Membership

Members can either be Full Members or Associated Members. All references in these Statutes to "Member" or "Members" without any other specifications are references to Full and Associated Members collectively.

Full Membership of POLIS is open to European cities, regions and regional organisations with the character of local authorities, also outside the European Union, with a

democratically elected government, to all local public transport corporations having their registered offices in Europe, and to all European local or regional transport authorities.

Associated Membership of POLIS is open to research institutes and universities having their registered offices in Europe and to other outside (public or private) bodies with related interests to POLIS.

Full Members and Associated Members are persons legally constituted in accordance with the laws and practices of their country of origin .

Subject to further specifications in the Internal Rules of POLIS (hereafter called "Internal Rules"), potential new Full Members can be assimilated as Associated Members during a unique period of maximum twelve months.

Associate Members are denied any eligibility and voting capacities.

The number of Members is unlimited, but the Full Members must be minimum of six.

Membership shall be sought by written application to the Management Committee.

Membership shall be granted subject to approval of the Management Committee, which has no duty to ground its decision.

Proceeding details will be determined by the Internal Rules.

Article 6: Fees

Members of POLIS will be required to pay an annual subscription fee. The size of this fee will be proposed by the Management Committee for approval to the General Assembly. A different fee structure shall be proposed for Full Membership and Associated Membership. The fee is payable at the beginning of each calendar year.

Eligibility and voting capacities according to the present Statutes are restricted to Full Members having settled all their membership fees.

Details of the current subscription fees for Full and Associated Members will be determined by the Internal Rules.

Article 7: Termination of Membership

All Members are free to end their membership of POLIS at anytime. Any resignation must be made known to the Management Committee by means of a registered letter. The end of the membership will come into force after receipt of said resignation. The exclusion of a Member may be decided only upon by Management Committee, by a majority of two thirds of the Members, there present or represented. The General Assembly must then vote on this decision during its next meeting.

Membership is automatically ended if the membership fee has not been paid six months after a request for payment has been sent by registered mail by the Treasurer or the General Secretary.

The President may, until formal decision of the Management Committee, suspend any Member guilty of serious infringement of the Statutes or of the Internal Rules.

Prior to the exclusion of a Member, POLIS is bound to offer the opportunity to the concerned Member to defend itself before the Management Committee.

Any Member who has either resigned or been excluded will have no rights whatsoever to the benefits of POLIS and will have no right to any form of compensation or refunding of fee.

Section 4: Bodies of POLIS

Article 8: Bodies of POLIS

The bodies of POLIS are:

- The General Assembly,
- The President of POLIS, elected by the General Assembly,
- The Management Committee, elected by the General Assembly and headed by the President of POLIS assisted by the Vice-President and a Treasurer,
- The General Secretary, if any

POLIS is supported by an office (the POLIS Office) in achieving its goals particularly in terms of secretariat, information exchange and promotion of the objectives of POLIS.

Section 5: General Assembly

Article 9: Participation

The General Assembly is the congregation of all Members of POLIS. Every Member nominates one official representative for each General Assembly.

A General Assembly is to be held at least once every year. It is chaired by the President of POLIS.

A Member may be represented at the General Assembly by another Member to whom he has given a proxy sent via regular mail or any other means of written communication (including fax or e-mail). Each Member may only represent one other Member at one time.

Each Full Member has one vote at the General Assembly. The Associated Members only participate as observers to the General Assembly.

Article 10: Powers

The General Assembly is endowed with all powers which are mentioned in the present Statutes and which are reserved for it according to law.

The following powers are notably reserved for the General Assembly:

- The modifications of the Statutes and of the Internal Rules;
- The election of the President of POLIS and of the other members of the Management Committee and the two financial auditors or, if required by the law, a statutory auditor;
- The approval of budgets and accounts;
- The voluntary dissolution of POLIS;
- The exclusion of a Member;

- The discussion of the overall programme and policies for each financial year.

Article 11: Call for Meetings

The General Assembly will convene once a year, and will be called by the President.

Notification for a General Assembly will be made by means of a letter, signed by the President of POLIS and sent out to all Members at latest one month before the General Assembly is due to take place.

Notifications will mention the date, place, time and an agenda of the General Assembly. All proposals signed by at least one fourth of the Full Members must be put on the agenda.

Further proceeding details will be determined by the Internal Rules.

An Extraordinary General Assembly may be convened, at any time, as required in the interest of POLIS, by the Management Committee.

When a majority of the Management Committee or one fourth of the Full Members of POLIS asks for it, the President of Polis must convene an Extraordinary General Assembly.

Article 12: Decision Process

Except in cases foreseen elsewhere in these Statutes, all decisions will be taken by a simple majority of votes of Full Members present or represented regardless to the number of the Full Members present or represented. In the case of an even vote, the President will have the casting vote.

The General Assembly can only decide on any changes to the Statutes, to the Internal Rules or on anticipated dissolution if this was foreseen in the agenda. Decisions shall be adopted by two thirds of the vote of the Full Members present or represented. A quorum of two thirds is necessary. If fewer than two thirds of the Full Members are present or represented at a General Assembly, a second meeting may be called, at which the matters shall be discussed, regardless of the number of Full Members present or represented. At the occasion of this second General Assembly, decisions shall be adopted by two thirds of the vote of the Full Members present or represented.

In exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure.

To that effect, the President of POLIS shall send via regular mail or via any other means of written communication (including e-mail) they deem fit, the proposed resolutions to all Members. The communication shall be accompanied by a memorandum setting out the reasons which have led to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within fifteen working days after having been sent the number of the duly completed written communications returned to the President of POLIS by Full Members is sufficient to meet the quorum and voting requirements set out in the present Statutes.

When the law requires it, the modifications to the Statutes shall require the approval of the King and/or shall be recorded in a notarial deed. The date on which modifications

to the Statutes shall enter into force shall be determined in the Internal Rules.

Article 13: Minutes

Minutes will be taken at each General Assembly, to be signed by the President of POLIS and the General Secretary, and to be sent to all Members of POLIS within four weeks after the meeting.

Section 6: Management Committee

Article 14: Nomination and Resignation of members

POLIS will be run by the Management Committee composed of at least six members, including:

- the President of POLIS;
- the Vice-President;
- the Treasurer.

The members of the Management Committee will be elected by secret vote by the General Assembly, in principle on the occasion of the Annual General Assembly.

Only Full Members of POLIS can be elected for the Management Committee and/or as President of POLIS.

The Management Committee is presided by the President of POLIS.

The President of POLIS will automatically act as chairman and host member for the General Assembly. However, provided prior ratification by the Management Committee, an alternative host member can be designated.

The President of POLIS is elected for a period of one year, once renewable. It will take over the presidency of POLIS as from the first Management Committee held after the General Assembly which nominated him.

The former President of POLIS shall automatically remain member of the Management Committee of POLIS during a time period of six months after the election of the new President of POLIS.

The other members of the Management Committee are elected for a period of three years from the date of their election. These mandates are once renewable.

The renewal of the above mentioned mandates (i.e. mandate of the President of POLIS and of the other members of the Management Committee) are subjected to the same voting procedure as the original concerned mandate.

The members elected for the Management Committee are free to nominate the individual, who is to attend the Management Committee Meetings.

The competencies of the President of POLIS, the Vice-President and the Treasurer will be determined by the Internal Rules.

No more than two Full Members of POLIS of the same State may be elected as members of the Management Committee. If this happens, only the two Full Members with the highest number of votes will be retained.

All members of the Management Committee will be free to resign from their duties at any time.

Further election proceedings will be determined by the Internal Rules.

Article 15: Responsibilities

The Management Committee holds the widest power of administration and management of POLIS. It holds all the powers not specifically reserved by the law and by the present Statutes to the General Assembly.

In case of extreme urgency, the Management Committee may take a provisory decision that, normally, belongs to the General Assembly. This decision will be maintained until the next meeting of the General Assembly.

The Management Committee will have to explain the circumstances of its provisory decision in a comprehensive report presented to the next meeting of the General Assembly.

The Management Committee is jointly responsible for, among others, the following tasks:

- Guidance and supervision of the policies and budget of POLIS;
- General supervision of the activities of the POLIS Office;
- Determination of the establishment, continuation and termination of working groups;
- Determination of the work programme and overall direction of POLIS in conjunction with the decisions of the General Assembly.

The Management Committee will nominate or dismiss, either directly or by means of an intermediary, all agents, employees and members of staff and the General Secretary of POLIS. It will also decide upon their working conditions.

The Management Committee may, within the powers reserved to it, delegate its powers to one or more of its members, or to one or more employees of POLIS.

The Management Committee will establish all drafts of Internal Rules and regulations which it deems necessary, and which will have to be approved by the General Assembly.

Article [16]: Convocations. Votes.

The Management Committee will meet at least twice between two successive Annual General Assemblies.

The meetings of the Management Committee will be chaired by the President of POLIS or, in case of its inability to attend, by the Vice-President.

A majority of members of the Management Committee acting jointly, or the President of POLIS, or the Vice-President, or the Treasurer, or the General Secretary acting together with one member of the Management Committee, can call extraordinary meetings of the management committee.

A meeting of the Management Committee will be considered valid only if a majority of its members are present or represented.

Each member of the Management Committee will have the right to be represented at a meeting of the Management

Committee by another member of the Management Committee holding a proxy sent via regular mail or via any other means of written communication (including e-mail). No member of the Management Committee may hold more than three proxies.

Decisions will be taken by simple majority of votes cast by the members of the Management Committee present or represented. In case of a tie, the President of POLIS will cast the deciding vote.

In exceptional cases and when the urgency of the matter so requires, the Management Committee may take decisions by a written procedure.

To that effect, the proposed resolution should be sent to all Members via means of written communication (including e-mail). A decision is taken if, within fifteen working days after having been sent, duly completed written communications have been sent back by a majority of the members of the Management Committee and meet the voting requirements set out in the present Statutes.

A meeting of the Management Committee shall be validly constituted even if all or some of its members are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow its members to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the members of the Management Committee shall be deemed present.

Section 7: General Secretary

Article 17: Rights and Responsibilities

A General Secretary may be appointed by the Management Committee. He or she is in charge of the day-to-day management of POLIS.

He or she will keep all non-financial records (e.g. minutes, correspondence, members registration).

The General Secretary is assisted by and supervises the work of the POLIS Office in accordance with the decisions of the General Assembly and the Management Committee.

A progress report (including activities of the POLIS Office) by the General Secretary will be given at every Management Committee Meeting.

Section [8]: External Representation

Article [18]: External Representation

POLIS will be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President of POLIS acting individually or by any member of the Management Committee appointed for this by the Management Committee.

Within the framework of daily management, POLIS will also be validly represented vis-à-vis third parties and with regard

to all judicial and extra-judicial deeds by the General Secretary acting individually.

None of the aforementioned persons must justify its powers vis-à-vis third parties.

In addition, POLIS will also be validly represented vis-à-vis third parties, within the framework of their mandates, by proxy holders duly mandated by the President of POLIS acting individually or any two members of the Management Committee acting jointly.

making associations with a similar objective, as designated by the General Assembly.

Section 9: Financial Year and Accounts

Article 19 : Book Keeping

The financial year of POLIS will start on January, 1st. and end on December, 31st.

The Treasurer, on behalf of the Management Committee, will - prepare the accounts of the year ended, as requested by the Belgian laws, as well as the budget for the next year, and will then present these to the next General Assembly for approval.

The accounts and budget may be seen by all Members at the seat of POLIS as from the tenth day preceding the General Assembly.

Article 20: Financial Audit

If the law so requires, the General Assembly shall nominate a statutory auditor of POLIS, chosen between the members of the "Institut des Réviseurs d'Entreprise".

If POLIS is not required by law to nominate a statutory auditor, the General Assembly shall nominate every year two financial auditors, who will not be member of the Management Committee.

The financial auditors or, if applicable, the statutory auditor will report to the General Assembly.

Section 10: Dissolution and Liquidation

Article 21: Dissolution

In the event of a voluntary dissolution, the General Assembly, or, failing this, a court will appoint one or more liquidators. It will also determine their powers and the method of liquidation.

Article 22: Liquidation

In the case of dissolution of POLIS, the net balance, after payment of debts, will be donated to one or more non-profit -