



VILLES EN DEVELOPPEMENT - ASSOCIATION DE PROFESSIONNELS

STATUTES OF THE ASSOCIATION

The articles below set up an Association under the law of 1st July 1901 with the following statutes:

Article 1 – NAME OF THE ASSOCIATION

The name of the Association is "AdP-Villes en Développement Association de Professionnels".

Article 2 - GOALS

This association of professionals working for the benefit of developing countries in the areas of urban and rural planning has as its goal to :

- . exchange information and knowledge on developments in working techniques and methods that are relevant to their field of activity, with a view to enhancing their expertise,
- . provide information to help its members become aware of all the available posts in their area of competence,
- . to increase awareness in administrations of the role of cities and development and the importance of physical planning for economic development policies,
- . and, more generally, all non-lucrative activities that are related to the principal aim of the Association.

Article 3 – HEAD OFFICE

The Head Office is at La Défense Puteaux, care of ISTED

Article 4 - DURATION

The duration of the Association is unlimited.

Article 5 THE NATURE OF THE ASSOCIATION'S ACTIONS

The Association will produce publications and lectures and organize conferences, meetings and seminars.

Article 6 - COMPOSITION – MEMBERSHIP FEES

The association will be made up of :

. active members

Active members are French or French-speaking individuals who have paid an annual membership fee fixed by the General Assembly. A smaller membership fee is fixed in the same way for young professionals, namely individuals who have been in possession of a Master 2 degree for less than 2 years and/or are less than 30 years of age ;

. associate members

Associate members are foreigners who have paid an annual membership fee, which is the same as that paid by the active members,

. honorary members

Honorary members are admitted by the Executive Board from among individuals who perform or have performed services for the Association.

Article 7 – REQUIREMENTS FOR MEMBERSHIP

Applications are presented to the Board by a member of the Association's staff. The Board will accept those applications which are compatible with the aims of the Association. Membership is definitive once the first membership fee has been paid.

Article 8 - RESOURCES

The resources of the Association are made up of :

- 1°. the membership fees paid by its members,
- 2°. any subsidies it may receive from the State or public authorities,
- 3°. income from its assets,
- 4°. sums that are received in payment of services provided by the Association,
- 5°. any other resources authorized by the legislation or regulations.

Article 9 – RESIGNATION, EXCLUSION

The status of member of the Association can be lost :

- 1°. by resigning,
- 2°. by exclusion by the Executive Board for non-payment of the membership fee or on serious grounds, after the member in question has put his/her case unless the member appeals to the General Assembly.

Decisions are to be taken by an absolute majority ; in the event of a tie, the President has a casting vote.

Article 10 - MANAGEMENT

The association is managed by a six member Executive Board that is elected for two years by the General Assembly by secret ballot from among the active members in possession of their civil rights.

In the event of a vacancy, the Board is able to replace its members temporarily. Their permanent replacement will take place at the next General Assembly.

The powers of the members elected in this manner will end when the term of office of the members they are replacing would have ended.

Half the Board will be replaced every two years.

Outgoing Board members may stand for re-election.

The Board will select a Steering Committee that consists of the President, the Secretary and the Treasurer.

The Steering Committee will be elected for the term of office of the managers elected to serve on it.

The first Steering Committee consisted of:

. Mr ARNAUD, Architect,
7bis, rue Lalo - 75116 PARIS
President

. Mr P. CLEMENT, Architecte
12, rue L. Sampaix 75010 PARIS
Secretary

. Mr LEPEUDRY, Engineer
19, rue Montera 75012 - PARIS
Treasurer

Article 11 – BOARD MEETINGS

The Board will meet on a quarterly basis and whenever a meeting is called by its President or requested by a quarter of its members.

Half of the members of the Executive Board must be present to reach a quorum.

Minutes of its meetings must be kept.

The minutes will be signed by the President and Secretary and will be recorded in a register that is dated and initialed by the Prefect or his/her representative each time this is required by the nature of the decision.

Decisions will be taken by an absolute majority ; in the event of a tie, the President has a casting vote.

Article 12 –NON-REMUNERATION

The members of the Association may not receive any remuneration for the posts entrusted to them.

Article 13 – POWERS OF THE BOARD

The Executive Board has unlimited powers to authorize any actions which are not the reserve of the General Assembly.

It will monitor the activities of the members of the Steering Committee and is entitled to receive a report on their actions.

It will authorize all purchases, transfers or rents, borrowings or loans that are necessary for the operation of the Association, with or without a mortgage.

It will authorize any transactions, any release of mortgage, stopping of a payment or other action with or without a record of payment.

It will decide on the amount of all travel expenses exceptionally awarded to certain members of the Steering Committee.

This payment may be combined with other payments.

It may delegate any of its powers with regard to a specific topic for a limited period of time.

Article 14 – THE ROLE OF THE MEMBERS OF THE STEERING COMMITTEE

The President:

The President calls the General Assemblies and the Executive Board meetings.

He/she will represent the Association in all acts of civil life and has all the necessary powers for this.

In particular, he/she will have locus standi to appear in legal proceedings on behalf of the association as either a claimant or defendant.

In the event of absence or illness, he/she will be replaced by the oldest member or by any other manager specially delegated by the Board.

Secretary:

The Secretary will be responsible for all matters pertaining to the Association's correspondence and records.

The Secretary will draft the minutes of the proceedings and transcribe them into the registers.

He/she will keep the special register which is required by law and carry out the prescribed formalities.

Treasurer:

The treasurer will be responsible for all matters that pertain to the Association's assets.

He/she will make all the association's payments and receive all its revenue under the supervision of the President.

Article 15 – GENERAL ASSEMBLIES

The General Assembly of the Association consists of its active and associate members.

It will meet at least once a year and whenever a meeting is called by the Board or at the request of at least one quarter of its members.

The Executive Board will set the agenda.

The Assembly will have the same Steering Committee as the Board.

It will hear the reports on the Board's management activities and on the Association's financial and legal position.

It may appoint any auditor it pleases and ask him/her to report on the keeping of the accounts.

It will approve the annual accounts and the annual budget, and, if required, appoint new Board members.

It will confer on the Board or certain members of the Steering Committee authorizations to perform operations that are compatible with the purpose of the Association for which the statutory powers are inadequate.

In addition, it will consider all the issues that are placed on the agenda at the signed request of a quarter of the Association's members presented to the secretariat at least ten days before the meeting.

Invitations setting out the agenda will be sent out at least fifteen days in advance.

All the decisions of the Annual General Assembly will be taken by absolute majority of the members present on a show of hands.. A secret ballot may be requested either by the Board or a quarter of the members present.

Article 16 – EXTRAORDINARY ASSEMBLIES

A General Assembly will become an extraordinary assembly if it decides to modify the statutes. It may decide to dissolve the Association, allocate its assets or merge with any other Association with the same purpose.

An assembly of this type must include at least a quarter of the active members. Its decisions require a two-thirds majority of the members present.

Members who are unable to be present may, by written proxy, choose another member to represent them.

An attendance register will be annotated and certified by the members of the Steering Committee.

If the quorum is not reached at the Extraordinary Assembly the first time it is called, the Assembly will be called again by sending out individual notices and an announcement in a journal of legal notices, fifteen days apart. The new assembly will constitute a quorum irrespective of the number of members present.

Article 17 - MINUTES

The minutes of the deliberations of the assemblies will be transcribed by the Secretary onto a register which will be signed by the President and a member of the Steering Committee present during the said deliberations.

The minutes of the Board's deliberations will be transcribed by the Secretary onto a register and signed by the Secretary and the President.

The Secretary may deliver certified copies which may serve as a proof for third parties.

Article 18 – WINDING UP OF THE ASSOCIATION

The association can only be wound up by a General Assembly called specifically for the purpose.

The General Assembly will appoint and determine the powers of one or more commissioners whose role will be to liquidate the Association's assets.

It will award the net assets to any registered association with a similar goal, or any public or private body that is recognised to be of public utility, it chooses.

Article 19 - FORMALITIES

On behalf of the Governing Board, the President, is responsible for fulfilling all the formalities of declaration and publication that are specified by the applicable legislation. All powers to carry out these formalities are granted [to any authorized individual](#).

Signed in as many copies as there are interested parties, plus one original for the Association and two originals for legal deposit.

Signed in PARIS, Octobre 09