



ASSOCIATION OF LOCAL DEMOCRACY AGENCIES

with the support of



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**Proposal for changes to the Statute of the Association of the Local Democracy Agencies
To be submitted to the Governing Board and to an extraordinary General Assembly in 2005**

Proposed by Per Vinther and Keith Jones

Introduction

As the context in which our Association is active is constantly changing - and as a number of past and upcoming decisions will require an amendment of the ALDA Statute in any case - the Bureau has carried out a general review of the provisions of the Statute, the result of which it presents to the Governing Board for approval with a view to a decision by an Extraordinary General Assembly later this year as set out in article 24 of the Statute.¹

The amendments proposed pertain to Parts I, II, and III of the Statute, some addressing the substance, some being only of a cosmetic nature. Below is a brief introduction of the changes to the substance, however, all the proposed changes will be presented to members at the Governing Board meeting:

PART I – CONSTITUTION AND AIMS

- Abolishing a geographical limitation of the activities of the Association (Preamble).
- Allowing, in order to facilitate the daily management of the Association, the establishment of branch offices of the Association by decision of the Governing Board (art 2).
- Inclusion of a specific reference to the aspiration of LDA host countries to move closer to the European integration process (art 3,10).
- Opening the possibility of the Association withdrawing the designation “Local Democracy Agency” from an agency (art 4,a).

PART II – COMPOSITION OF THE ASSOCIATION, MEMBERS AND ORGANS OF THE ASSOCIATION (A change of the title of this part is also proposed as it does not properly reflect its content)

- Adding as statutory members of the Association the three members of the Congress appointed by the Congress Bureau who are already mentioned as members of the Governing Board (art 6,b).
- Deletion of the possibility of having a representative of the European Commission as a statutory member (art 6,b).
- Adding the Local Democracy Agencies as statutory members (art 6,b).

PART III – ADMINISTRATION AND OPERATION (A change of the title of this part is also proposed as it does not properly reflect its content)

- Making it explicit that election of members of the Governing Board takes place every four years (art 13).
- Ensuring that the General Assembly is chaired by an active member who is not a member of the Bureau (art 13).
- Including the Chairperson of the LDA Delegates’ Advisory Committee as a full member of the Governing Board (art 15 and 16).
- Adding - as decided at the General Assembly in 2004 - that National Associations of Local and Regional Authorities who are members of the Association may participate in the meetings of the Governing Board as observers with a right to speak but not to vote.

¹ Article 24 – Amendment of the Statute

Any amendments to the Statute, including changes regarding the purpose of the Association, may be decided at an extraordinary General Assembly in accordance with article 14. Decisions shall be limited to whether to adopt or reject draft amendments approved by a majority of two thirds of the members of the Governing Board.

- Specifying that the President may assign specific responsibilities to the two Vice-Presidents (art 15,b).

There are no changes proposed to the remaining parts of the Statute.

ASSOCIATION OF LOCAL DEMOCRACY AGENCIES

Established on the initiative of the Congress of Local and Regional Authorities of the Council of Europe



Strasbourg, 23rd of June 2005

STATUTE OF THE ASSOCIATION OF LOCAL DEMOCRACY AGENCIES

signed in Strasbourg on 14 December 1999
and revised at the Extraordinary General Assembly on 5 December 2001
and at the Extraordinary General Assembly on 17 June 2005

Document prepared by the Secretariat of the LDA Association

PART I - CONSTITUTION AND AIMS

Preamble

Local Democracy Agencies were introduced by the Standing Conference of Local and Regional Authorities of Europe in 1993. They are based on partnership between local and regional authorities and non-governmental organisations which seeks, in geographical areas where the LDAs' work helps to achieve the aims of the LDA programme, to promote civil society and local democracy in the wide sense of the term by setting up a permanent presence in the host towns and regions. Local Democracy Agencies contribute to the implementation of the aims of the Council of Europe and the achievement of a greater unity between its members and their citizens, as well as to the safeguard and realisation of the ideals and principles which are their common heritage, in the keeping with Article 1 of the Statute of the Organisation.

In particular the aims of the Local Democracy Agencies are to

- contribute to developing civil society for a peaceful coexistence, foster mutual acquaintance and understanding and improve life conditions ;
- promote the democratic transition and the European integration of local and regional authorities through exchange of experience and know-how and co-operation between partner local and regional authorities and civil society organisations;
- strengthen the democratic process, in line with the principles of the European Charter of Local Self-Government, and to put in hand confidence-building measures (in accordance with the scheme devised by the Council of Europe) through intercultural activities, human rights and peace education ;
- combat racism, intolerance and xenophobia by implementing non-violent solutions;
- actively promote a pluralist society and protect multicultural and multireligious societies;
- encourage the development of unbiased and pluralist information;
- encourage local development projects and, if case arises, reconstruction of local infrastructures ;
- in general, promote dialogue and mediation.

The role of *Local Democracy Agencies* is to promote respect for human rights in general and to help implement the democratic process in all sectors of local life.

Article 1 - Constitution and name

A non-profit-making association is hereby set up under the name “*Association of Local Democracy Agencies*” (hereinafter “the Association”). It shall be governed by Articles 21 to 79 of the local Civil Code for Alsace and Moselle and by this Statute.

It shall be registered in the Register of Associations of the Strasbourg District Court.

The Association is an international non-governmental organisation with no profit-making, political or religious purpose.

Article 2 – Headquarters

The Association shall have its headquarters at Strasbourg. The headquarters may be transferred by decision of the Governing Board to any other place in the region of Alsace, subject to ratification at the following General Assembly.

Subject to approval by the Governing Board the Association may establish subsidiaries when such subsidiaries are deemed beneficial to the smooth administration and operation of the Association. Subsidiaries must be subject to the law and agreements in force in the country in which they are established.

Article 3 – Aims

The aim of the Association is to foster international partnership with a view to furthering the goals of the Local Democracy Agencies programme. In particular, its purpose shall be to:

1. facilitate relations between the LDAs, their partners (municipalities, regions or NGOs, including the host town or region) and the Council of Europe, in particular the Congress of Local and Regional Authorities in Europe (hereinafter the Congress), ensuring their consistency as part of an overall project ;
2. establish priorities for the preservation of existing LDAs and the creation of new ones;
3. promote partnerships between local and regional authorities in greater Europe ;
4. build up a network of LDAs capable of meeting the requirements of local partners and acting as a relay for a number of the international community’s activities, in particular those of the European institutions, thus ensuring that ALDA and LDA activities respect and assist the rapprochement of the host countries to the European Union ;
5. manage the LDA network so as to promote local democracy, involving the organs of the Council of Europe (the Secretary General, the Committee of Ministers, the Parliamentary Assembly, the Congress, etc.) and the European Union (the European Commission, the European Parliament, the Committee of the Regions) in the decision-making bodies and fostering co-operation between the Local Democracy Agencies ;
6. serve as an interface between the LDAs and the relevant departments of the Council of Europe, including with a view to facilitating the access to Council of Europe and European Union co-operation programmes ;
7. train the Delegates and the senior local staff in management and local project leadership techniques ;

8. monitor the work done by the Delegates and the LDA staff, including financial management ;
9. promote contact, co-ordination and the dissemination of information between LDA partners, foundations, public and private bodies (national or international), appropriate governmental and non-governmental organisations and the LDAs ;
10. promote LDA activities in order to develop a new form of decentralised, international co-operation based on intermunicipal, interregional and intercommunity relations in Europe.

Article 4 - Means of action

In the pursuit of its aims, the Association shall:

- a. award or withdraw the designation “Local Democracy Agency” in accordance with the principles established by the Governing Board and subject to the Board’s prior approval ;
- b. draw up bilateral agreements with each Local Democracy Agency, taking account of local realities and partnership arrangements in laying down both parties’ rights and obligations ;
- c. provide appropriate assistance to partners in different countries who wish to participate in the Local Democracy Agencies programme or assist the LDAs’ activities ;
- d. assist the LDAs in developing, managing and following up their initiatives ;
- e. facilitate the development of and contact between initiatives which match the Association’s aims while fostering and helping to co-ordinate new projects ;
- f. advise public authorities, private bodies and voluntary associations ;
- g. manage any funds, earmarked or unearmarked, received to promote the LDA programme and LDAs’activities and, as far as possible, help to raise such funds ;
- h. launch information and awareness-raising campaigns aimed in particular at local and regional authorities in Council of Europe member countries, but also at foundations and non-governmental organisations ;
- i. develop relations with governmental organisations, the European Union and non-governmental organisations active in fields similar to its own field of activity.

Article 5 – Duration

The Association shall be set up for an indefinite period.

PART II - MEMBERSHIP OF THE ASSOCIATION

Article 6 - Members of the Association

The Association shall comprise:

- honorary members,
- statutory members,
- active members.

- a. The honorary members shall be distinguished figures invited by the Governing Board to support the Association's initiatives.
- b. The statutory members shall be :

1. representatives of the organisations represented on the Governing Board:

- one member appointed by the President Parliamentary Assembly of the Council of Europe;
- one member appointed by the Committee of Ministers of the Council of Europe ;
- one member appointed by the Secretary General of the Council of Europe (subject to confirmation) ;
- the President of the Congress of Local and Regional Authorities of the Council of Europe ;
- three members of the Congress appointed by its Bureau, among which at least one representative from one of the countries hosting Local Democracy Agencies ;

2. The Local Democracy Agencies, which are established legal persons, represented by the Delegate.

3. Other organisations giving support to the LDAs may also be invited by the General Assembly to become statutory members of the Association.

c. The active members shall be public or private legal entities or persons who wish to take part in the Association's activities on a regular basis and help it to achieve its objectives. Active members of the Association are in particular representatives of municipalities, regions, national or regional associations of local and regional authorities or Non Governmental Organisations, which are partners of an LDA.

Article 7 - Conditions of membership

Decisions concerning admission of members shall be taken by the Governing Board except in the case of statutory members, who shall be appointed by the organisations they represent. The Governing Board shall not be required to state its reasons for refusing membership. All applications for membership shall be submitted in writing, and each member, on joining the Association, shall receive a copy of this Statute and agree to abide by it and to participate in the Association's activities.

Article 8 - Membership fees

Active members shall pay an annual membership fee as determined by the General Assembly. The members referred to in Article 6, paragraphs a and b. above shall not be required to pay a fee. Active members from LDA host countries pay only half of the ordinary annual membership fee.

Article 9 - Entrance fees

The General Assembly shall be free at any time to decide that new members must pay entrance fees and to fix the amount thereof.

Article 10 - Termination of membership

Membership may be terminated:

- by resignation, submitted to the President in writing;
- by expulsion by decision of the General Assembly, for any act causing pecuniary or non-pecuniary damage to the Association;
- by expulsion by the Governing Board for failure to pay the membership fee within the time set by the General Assembly and after written notice;
- through death, when the member is a natural person.

Before any decision is taken to expel a member, the member concerned shall be invited by registered letter to submit any comments or explanations concerning the proposed decision to the Governing Board.

PART III – ORGANS OF THE ASSOCIATION ADMINISTRATION AND OPERATION

Article 11 - Organs of the Association

The organs of the Association shall be the General Assembly, the Governing Board and the Bureau.

Article 12 - Provisions governing all General Assemblies

The General Assembly shall be called the LDA Assembly. It shall be composed of all members of the Association.

Ordinary sessions of the General Assembly shall be convened by the President once a year and whenever required by the interests of the Association. Extraordinary sessions shall be convened by the President at the request of the Governing Board, the Bureau or one third of the members of the Association within a maximum period of two months after the request was made.

Members shall receive notice of the sessions, together with the agenda set by the Governing Board, by personal letter at least fifteen days in advance.

Unless otherwise stipulated in this Statute, decisions of the General Assembly shall be reached by a majority of the members present or represented and entered in a register of the minutes signed by the President and Secretary of the meeting.

Meetings of the General Assembly shall be chaired by one of the members present, appointed by simple majority. The Bureau of the Assembly shall be that of the Association.

Only members present or represented may cast votes. Proxy votes shall be limited to two per member present. The proxies shall be sent in advance to the Secretary of the Association, who shall compile a list of the names, to be appended to the minutes of the meeting. An attendance sheet signed by each member present shall also be appended to the minutes.

The Governing Board may authorise a postal vote on items on the agenda of any General Assembly.

Article 13 - Ordinary General Assembly

The ordinary General Assembly shall set the Association's activities in broad outline and lay down guidelines for developing those activities. It shall monitor conduct of those activities and approve the annual management report. It shall also:

- elect every four years the members of the Governing Board ;
- adopt and amend the rules of procedure;
- approve the annual report of the Governing Board ;
- approve the accounts for the previous financial year ;
- adopt the budget for the following financial year ;
- appoint an Auditor from outside the Governing Board ;
- order expulsions of active members as provided for in Article 10 ;
- fix membership and entrance fees.

The ordinary General Assembly shall take its decisions by a majority of the members present or represented. Public or private legal entities have 2 votes each and individual members and LDA Delegates 1 vote each. Voting shall be by show of hands unless at least one quarter of the members present request a secret ballot.

The General Assembly appoints by simple majority a chairperson among the members present.

Article 14 - Extraordinary General Assembly

For its decisions to be valid, the extraordinary General Assembly must comprise at least half the members of the Association plus one.

The extraordinary General assembly shall :

- adopt amendments to the Statute ;
- decide to wind up the Association where appropriate ;
- decide on any other matter referred to it by the person who requested the extraordinary session in accordance with Article 12.

In the absence of a quorum, the extraordinary General Assembly shall be reconvened two weeks later. It may then deliberate whatever the number of members present.

Decisions concerning amendments to the Statute or the dissolution of the Association shall require a two-thirds majority of the votes of the members present or represented. Voting shall be by show of hands unless at least one quarter of the members present request a secret ballot.

Article 15 - The Governing Board and the Bureau

a. The Association shall have a Governing Board, called the LDA Board, composed of eleven to seventeen members with the right to vote.

The Governing Board shall comprise:

- the member appointed by the President of the Parliamentary Assembly of the Council of Europe ;
- the member appointed by the Committee of Ministers of the Council of Europe ;
- the member appointed by the Secretary General of the Council of Europe (subject to confirmation) ;
- the President of the Congress;
- three members of the Congress appointed by its Bureau, among which at least one representative from one of the countries hosting Local Democracy Agencies ;
- the Chair of the LDA Delegates' Advisory Committee.

Between three and nine active members shall also be elected to the Governing Board by the General Assembly for a period of four years ensuring, as far as possible, the representation of towns and regions hosting LDAs as well as a geographical balance. Outgoing members may be re-elected.

When a vacancy occurs (through death, resignation or expulsion), the Governing Board shall arrange for the replacement of the outgoing elected member, subject to ratification by the following General Assembly.

The President may at his or her own initiative, after consultation of the members of the Bureau, invite knowledgeable personalities to attend the meetings of the Governing Board as Special Guests.

The Governing Board shall be responsible for running the Association in between General Assemblies, cf. paragraph b. below.

Meetings of the Governing Board shall be convened at least once a year and whenever necessary by the President or at the request of a majority of its members. Decisions of the Governing Board shall be taken by a simple majority, the President having a deciding vote. Half the members, present or represented, shall constitute a quorum. The decisions of the Governing Board shall be recorded in a register of the minutes of its meetings. Where appropriate, on his or her own initiative or at the suggestion of the Association Secretary, after consultation of the members of the Bureau, the President may invite outsiders to attend meetings of the Governing Board in an advisory capacity in connection with an item on the agenda. In particular the President of the Association, if he considers it appropriate, can invite the President of the European Parliament to designate a representative to participate in a meeting of the Governing Board.

National Associations of Local and Regional Authorities who are members of the Association may participate in the meetings of the Governing Board as observers with the right to speak but not to vote.

The Chairperson of the Scientific Committee attends as observer with the right to speak but not to vote.

b. The Governing Board shall be responsible for the management and administration of the Association within the meaning of Article 26 of the local Civil Code. In particular, it shall:

- decide on the hiring or dismissal of Association staff ;
- adopt the draft budget and draft agenda of the General Assembly ;
- be entitled to delegate its powers to the Bureau or the President.

Its main tasks shall be to:

- ensure the good functioning of LDAs ;
- set the requirements for awarding and withdrawing the designation “Local Democracy Agency” and give its opinion concerning annual renewal of the LDA designation ;
- approve the appointment of the Delegate nominated by an LDA’s partners while making sure that he or she meets the criteria set by the Association²;
- co-ordinate in any other appropriate manner action by European local and regional authorities for the development of civil society and local democracy ;
- improve co-ordination of the programme ;
- in preparing bilateral conventions (see article 4.b), ensure the definition of the role and obligations of the partner towns and NGOs and the responsibilities of the Delegates while preserving the Delegates’ ability to take flexible and independent action, in which the project’s strength and originality lie ;
- assure the Delegates, who perform a difficult front-line task, of the Association’s support and that of its members.

c. The Governing Board shall elect a Bureau from among its members comprising:

- the President of the Association ;
- the 1st and 2nd Vice-Presidents of the Association ;
- the Treasurer of the Association ;
- the Secretary of the Association ;
- one of the members appointed by the Congress of Local and Regional Authorities of Europe ;
- the member appointed by the Council of Europe Committee of Ministers ;

The members of the Bureau shall be elected for the term of office of the Governing Board and may be re-elected. The ranking of the Vice-Presidents shall be determined by their seniority in that office or, failing that, by age. In the event of a tie when electing members of the Bureau, the Governing Board shall hold a partial election at the earliest possible opportunity. Decisions of the Bureau shall be taken by a simple majority, the President holding a deciding vote.

The Bureau and the President, in liaison with the Director, are responsible for the day-to-day management of the Association.

² These criteria could be set out in a separate document approved by the General Assembly and based on the sections entitled “Permanent presence” and “Duties of the Delegate” in the Appendix to Resolution 73 (1998) of the Congress.

- d. The President shall pursue the aims and objectives of the Association, chair the meetings of the Governing Board and the Bureau and represent the Association in legal proceedings and in all official business. The President may assign specific tasks to the two Vice-Presidents.
- e. The Treasurer shall have particular responsibility for overseeing the financial and budgetary affairs of the Association and its accounts. In liaison with the Secretary of the Association and the accountant, he or she shall prepare the end-of-year financial report for presentation to the General Assembly, as well as helping to raise funds.
- f. The Secretary of the Association, with the help of the Director, ensures the secretariat of the meetings of the Association and keeps the registers of the Association.
- g. The management of the activities of the Association is confided to the Director of the Association. The rules of procedure shall specify the respective powers of the President, the Treasurer and the Secretary of the Association, *inter alia* as regards authorising the settlement of expenditure and the delegation of powers. The President and the Governing Board may delegate certain of their powers within the limits laid down in the Statute and in law applying to the Association

Article 16 – LDA Delegates’ Advisory Committee

An LDA Delegates’ Advisory Committee shall be set up within the Association. This committee shall comprise all the LDA Delegates and shall elect a Chair, who shall be a full member of the Governing Board.

The Governing Board shall consult the LDA Delegates’ Advisory Committee on all questions concerning the day-to-day management of the LDAs and the implementation of the Association’s programme of activities.

Article 17 – Scientific Committee of the LDA Association

The Association can set up a Scientific Committee, the composition of which will be approved by the Governing Board.

This Committee can be consulted, notably via electronic mail, on the general guidelines of the Association or the individual LDA in order to contribute efficiently to the deepening of the reflexion within the Association.

The members of this Committee can be solicited as « resource persons » by the Association.

Article 18 – Members’ expenses

The posts of member of the Governing Board and member of the Bureau shall not be remunerated.

Article 19 – The Director of the Association and the staff

A Director of the Association shall be responsible for managing the Association’s activities.

The Director of the Association shall be appointed by the Governing Board after advertisement of the post. The duties of Director of the Association are incompatible with membership of the Association. A Director who is a member of the Association at the time of his or her appointment shall give up membership for the duration of the term of office. The Governing Board shall be empowered to dismiss the Director of the Association for serious misconduct or in the event that the personal and professional requirements that justified his or her appointment are no longer fulfilled.

The Director of the Association assists the Secretary of the Association in drafting the minutes of the different organs of the Association. The post of Director may be remunerated on a part-time or full-time basis insofar as the Association's financial situation permits it and the work justifies it.

The Association shall operate with staff (full-time or part-time) seconded to it by the institutions to which its members belong or recruited by the Association itself. In the event of secondment, the staff shall remain subject to the law applicable to the institution which seconded them, subject to the special provisions set forth in the agreements between the Association and the institution concerned. When the Association recruits staff itself, such staff shall be subject to the law and agreements in force in the country in which they perform their duties.

PART IV – RESOURCES OF THE ASSOCIATION – ACCOUNTS

Article 20 – Resources of the Association

The Association's resources shall comprise:

- a. membership fees ;
- b. funding contributed by various partners for specific projects ;
- c. contributions in cash or in kind from national or international public institutions supporting the Association ;
- d. voluntary contributions, donations and legacies ;
- e. any other lawful resources that can be mustered ;
- f. income from the property and assets of the Association ;
- g. admission fees, where appropriate.

Article 21 – Liability of the members

Liability for commitments entered into by the Association shall be confined solely to the assets of the Association. No member of the Association, including those participating in its administration, may be held personally liable.

Article 22 – Accounts

A set of Financial Rules shall lay down how the accounts of the Association are to be managed in accordance with principles commonly accepted at international level.

The budget of the Association shall be drawn up for the period 1 January to 31 December each year.

Article 23 – Auditor

The accounts kept by the Treasurer shall be verified annually by the Auditor appointed by the General Assembly.

The Auditor shall present to the ordinary General Assembly, responsible for approving the accounts, a written report on the verifications carried out.

The Auditor shall not occupy any function on the Governing Board.

PART V – AMENDMENT OF THE STATUTE

Article 24 – Amendment of the Statute

Any amendments to the Statute, including changes regarding the purpose of the Association, may be decided at an extraordinary General Assembly in accordance with Article 14. Decisions shall be limited to whether to adopt or reject draft amendments approved by a majority of two thirds of the members of the Governing Board.

PART VI – DISSOLUTION OF THE ASSOCIATION

Article 25 – Dissolution

A General Assembly specially convened for the purpose, as provided for in Article 14 of this Statute, may order the dissolution of the Association. The Assembly shall deliberate in accordance with the provisions of Article 14.

Article 26 – Disposal of assets

In the event of dissolution, the extraordinary General Assembly shall appoint one or more liquidators to dispose of the Association's assets and shall determine their powers.

The net assets shall be deposited with one or more other associations pursuing similar aims, to be designated by name by the extraordinary General Assembly.

Under no circumstances shall dissolution of the Association cause damage to third parties. All commitments entered into by the Association and all contracts concluded by it with other parties or entities shall be terminated in the proper legal or regulatory manner upon dissolution.

PART VII – RULES OF PROCEDURE ADMINISTRATIVE FORMALITIES

Article 27 – Rules of procedure

The Governing Board shall draw up a set of Rules of Procedure for approval by the ordinary General Assembly.

Article 28 – Interim measures

The President elected at the Constituent Assembly shall be empowered to send this Statute to the Strasbourg District Court.

This Statute was approved by us, the founding members forming the Constituent Assembly of the Association.

Zagreb, le 17 juin 2005

For approval of the modifications of the present statutes

Signature of the President
Gianfranco MARTINI

Signature of the Secretary
Keith JONES