



Articles of Association for The International Network of Michelin Cities



PREAMBLE

Representing 50% of the world's population (75% by 2050), cities and urban organisations have a historic role to play in the sustainability of our development models and control of major social and environmental balances. This is at a time when our world is facing many challenges: the energy and environmental transition, technological and digital changes, the climate challenge, social and cultural changes, etc.

These world changes disrupt our way of life and force policy makers to think about new models and scenarios in order to build a 21st century city that is both sustainable and benefits the well-being of everyone. As such, cities are becoming innovative incubators to create new ways of living in these spaces. This tier also provides local responses to global and common issues that are emerging throughout the world. Whether these urban reinventions be scientific, technical, digital or stem from new forms of sustainable and social economics or new modes of governance, they require that actions from local authorities be coherent with the requirements and aspirations of *21st century citizens*.

Beyond the political will that is at the heart of urban innovation, this is precisely the *raison d'être* of the International Network of Michelin Cities: to foster international exchanges of good practices and cooperation between cities throughout the world. Whatever its size, a city or urban area must be agile, daring and inventive to accommodate its population as best as possible and to accompany it in its development. However, it cannot do this without the support and participation of the main actors in the territory.

Section 1: Purpose and composition

Article 1: Name and legal structure

An association declared under French Law to be non-profit is hereby instituted between the parties to these articles of association in accordance with the French law of the 1st of July 1901, entitled:

International Network of Michelin Cities [Réseau International des Villes Michelin]

Article 2: Purpose

Numerous networks of cities have been created throughout the world. They are either general or theme-based, their international fame may be large or small, but they all have the main aim of sharing a knowledge-based economy, grouping together ambitions, etc.

Aware of the role of Cities in accompanying all residents as best as possible in terms of urban and human development, and to encourage the coming together of peoples and sharing of knowledge throughout the planet, the Cities that host a Michelin group production and/or research site have expressed their will to create the International Network of Michelin Cities.

Through this new network of collective intelligence, the Member Cities demonstrate their ambition to share values, knowledge, and experiences to understand them and to find viable, accessible and sustainable solutions for their territory and the people who live there.

Therefore, they display their sense of innovation and their ability to experiment with new, ambitious and efficient ideas in the search for human and urban well-being for all residents.

They have decided to organise a meeting of Member Cities every two years taking the form of international meetings based on a current theme that interests all members.

Therefore, the purpose of the association is to undertake all types of action whose aims include:

- contributing to the development of partnerships and cooperation between cities to promote exchanges and the sharing of experiences as well as spreading good practices in the field of public action;
- reinforcing the international standing and attractiveness of the network's member cities;
- enhancing and sharing innovative policies between local authorities and the driving forces of the territories in relation to the specificities of the respective territories and the proposed themes of the biennial meetings;
- participating in the emergence of sustainable, resilient and inclusive cities that are able to meet the challenges of tomorrow;
- promoting the strengths and driving forces of the network's cities, mobilising public and private

actors to encourage local actors to take ownership of public actions;

- improving the daily lives of our fellow citizens thanks to efficient, sustainable and inclusive cooperation, taking into account the diversity of the network's member cities;
- contributing to sustainable development while respecting the economic, social and cultural contexts of each city, respective institutional frameworks and the major socio-economic and environmental balances.
- promoting better management of public and common property in accordance with the aims of sustainable development adopted by the United Nations.

Article 3: Registered Office

The registered office of the association is located at: CLERMONT-FERRAND (France), Hôtel de ville, 10 rue Philippe Marcombes, 63033.

This is also the address of the General Secretariat of the association.

It may be transferred to any other member city of the association upon the decision of the Ordinary General Assembly on the basis of a 2/3 majority of members present or represented.

Section 2: Composition

Article 4: Members

May be local authorities who host on their territory a Manufacture Michelin production or research centre and/or those who express an interest in the objectives pursued by the association may become members.

The local authority must nominate an office holder and a deputy who shall represent it at statutory meetings. Each local authority has a single vote.

The local authority must give notice of any change of representative.

Members may vote and may be elected to the Executive Committee and must pay an annual membership fee whose amount is set each year by the Executive Committee.

Article 5: Admission

Local authorities who wish to become members of the association must submit their application to the registered office of the association.

Any membership application must be made, in writing, by the legal representative of the relevant local authority.

The application may be submitted to the Executive Committee who shall make a decision, without having to justify this decision and without the ability to appeal internally.

Membership shall take effect from the date on which the member pays the membership fee.

Article 6: Resignation - Removal

Membership ceases:

- upon dissolution of the association,
- by resignation submitted by registered letter with confirmation of receipt to the Chair of the association,
- by removal or exclusion: these may be issued by the Executive Committee and notified by registered letter for non-payment of the membership fee, for gross misconduct or for failure to comply with these articles of association. Any member likely to be the object of such a decision must be notified and heard by the Executive Committee upon request.

Section 3: Operation and governance:

Article 7: Governing bodies of the association

The governing bodies of the association are the General Assembly and the Executive Committee

Article 8: General Assemblies

8.1. The Ordinary General Assembly includes all active members.

Each member is represented by at least one representative (or his/her deputy) having received the authority to do so when admitted into the International Network of Michelin Cities.

Each active member has one vote.

The Ordinary General Assembly shall meet at least once a year, when convened by the *Executive Committee*.

The invitation is sent at least four weeks before the meeting by post, fax or email.

The agenda of the General Assembly is drawn up by the Executive Committee.

Points whose inclusion is requested by at least one third of members shall appear on the agenda.

The ordinary general assembly meets with no quorum being required. Decisions shall be taken by simple majority of the votes cast by the members present or represented. In the event of a tied vote, the Chair shall have the casting vote.

Proxy voting is permissible but the number of proxies held by any one member is limited to three.

The General Assembly decides on all matters relating to the running of the Association and in particular:

- defines the guidelines for actions to be taken to achieve the goals of the association,
- hears the annual reports (Chair's report and financial report, etc.),
- approves the accounts for the financial year and the draft budget,
- may modify the articles of association,
- elects the members of the Executive Committee,
- monitors and reports on the planned, ongoing and completed cooperation projects,
- constitutes a space for dialogue and conversations to foster the democratic, participative and inclusive spirit of the Network.

The minutes of the General Assembly as well as the reports presented shall be sent to all members of the Association.

8.2. Extraordinary General Assembly.

The Extraordinary General Assembly may take place when convened by the Executive Committee or upon the written request of at least a third of its active members, addressed to the Chair of the Association.

It may deliberate on planned amendments to the articles of association, dissolution or transformation of the association as proposed by the Executive Committee.

A qualified majority of two thirds of active members present or represented is required to amend the articles of association and three quarters is required for the dissolution of the association.

If the quorum is not reached during the first meeting, the assembly shall be called again within a period of at least eight weeks. It shall validly deliberate on the same agenda with no quorum being required. In any case, deliberations shall be taken by means of an absolute majority of votes cast by the members present or represented.

Article 9: The Executive Committee

9.1 The General Assembly elects an Executive Committee consisting of a maximum of one quarter of active members of the International Network of Michelin Cities.

Members of the Executive Committee are elected by the General Assembly by a simple majority for a period of two years. Members of the Executive Committee may be re-elected.

In the event of a vacancy during a term of office, the Executive Committee shall replace the member by co-optation. The term of office of the co-opted member shall expire at the same time as that of the member who has been replaced.

The Executive Committee shall be convened at least once a year and whenever necessary by the Chair. Invitations are sent at least 4 weeks before the meeting by post or email.

The agenda of meetings shall be drawn up by the Chair and shall necessarily include subjects whose discussion has been requested by a member of the Executive Committee or decided during a General Assembly.

9.2 The Executive Committee shall nominate the co-chairs and two vice-chairs from among its active members for a duration of two years.

9.3 The Association is chaired by two co-chairs: the Mayor of Clermont-Ferrand and the Mayor of the city hosting meetings of the international network of Michelin cities.

The co-chairs are responsible for the smooth running of the association.

They represent the Association in all acts of civil life. In this capacity, they enter into the following contracts on behalf of the Association: rental, sales, purchase, hiring of staff, redundancy.

They assume the duties of an employer.

They ensure that the articles of association are applied and present the chair's report and the association's record of activities to the General Assembly.

They are authorised to take part in legal proceedings on behalf of the Association whether as plaintiffs or defendants.

In the case of representation before the court, the co-chairs may only be replaced by a proxy having been duly authorised to do so.

The Chair shall also be empowered to convene the Executive Committee and the General Assembly for both ordinary and extraordinary sessions, assemblies over which it presides.

The Chair may delegate some of its duties and powers to another member of the Executive Committee or to an employee of the association. The content and procedures of these delegations shall be defined in writing.

The Chair may invite persons or organisations whose activities are related to that of the Association to the different meetings as observers, either upon request or under its own initiative. This invitation shall not confer any permanent status.

9.3 The vice-chairs

The vice-chairs may have certain powers delegated to them by the co-chairs.

They may also be entrusted with specific duties by the General Assembly.

One of the vice-chairs, appointed by the Executive Committee, shall also act as treasurer, the other is responsible for monitoring cooperation projects.

9.4 To be valid, deliberations of the Executive Committee must be taken by at least half of the members present or represented. In the event of a tied vote, the Chair shall have the casting vote.

Each member represented on the Executive Committee shall appoint an office holder and a deputy.

Each member of the Executive Committee has one vote.

Any member of the Executive Committee may authorise another member to represent him/her.

Proxy voting is permissible under the same conditions as for the General Assembly.

The vote shall take place by a show of hands unless one of the members of the Executive Committee expressly requests a vote by secret ballot.

9.5 Members of the Executive Committee are not entitled to remuneration.

9.6 The Executive Committee shall prepare the work for the General Assembly and ensure that the tasks defined by the General Assembly are carried out in compliance with the draft budget.

It exercises powers to set the strategy and overall aims of the Association, subject to the attributions and decisions taken during the General Assembly.

It may delegate certain powers to a permanent employee of the association.

Article 10: The general secretariat of the international network of Michelin cities

10.1. The general secretariat of the Network is the technical, administrative and logistical structure of the Association.

Its role is to:

- propose, develop and implement actions that fall within the scope of the Association's purpose;
- ensure the daily administrative and financial management of the Association;
- seek all opportunities for actions, promotion and financing;
- ensure the monitoring of opportunities for cooperation and maintain the momentum of exchanges between the cities (initial contact, monitoring of progress of activities, etc.);
- organise the nomination and voting procedures for cities hosting meetings of the network's member cities, ensuring smooth running in compliance with the procedures;
- ensure the management of the Association's property;
- make payments and collect revenue under the authority of the co-chairs, send notice of membership fees, receive cheques and send them to the bank;
- maintain or ensure maintenance of the different accounting registers and, at the end of each financial year, take stock of the situation, draw up the financial report, establish the draft budget for the following year that shall be submitted for approval to the General Assembly.
- keep the records of the Association, draw up minutes of the proceedings of the General Assembly and the Executive Committee and ensure that they are recorded in the registers.

Section 4: Miscellaneous provisions

Article 11: Commissions or theme forums

Commissions or forums may be established to advance discussions internally on specific topics in relation to the aims of the international network of Michelin cities.

These commissions or forums have no legal basis and shall not, under any circumstances, interfere with the powers or statutory bodies of the association.

The operating procedures of these commissions or forums may be established by internal rules and regulations.

Their work and the content of their discussions may be the subject of reports submitted to the Executive Committee.

Article 12: Resources

12.1. The resources of the association consist of:

- membership fees paid by its members,
- public or private subsidies and contributions that may be allocated to it, in compliance with the applicable laws and regulations,
- proceeds from the sale of goods and services offered by the association, and if applicable, events that it organises,
- any other resources authorised by the laws and texts in force and in line with the goals pursued by the association.

The amount of the membership fees is set each year by the Executive Committee

The annual membership fee is due during the first half of each year. The Executive Committee shall decide on any recovery method it deems useful.

Article 13: Internal rules and regulations

Internal rules and regulations may be drawn up by the Executive Committee.

It must then be approved by the General Assembly.

These rules shall be used to establish or specify the operating rules not covered in these articles of association, including those related to the internal administration of the Association.

Article 14: Voting by correspondence or online

Exceptionally, votes for General Assemblies and meetings of the Executive Committee may be held by correspondence or via an online platform.

Article 15: Amendment to the articles of association

The articles of association may be amended following a decision taken during the ordinary or

extraordinary sessions of the General Assembly. In this case, the agenda must expressly mention it. For amendments to be carried out, two thirds of the active members present or represented must vote in favour.

Article 16: Dissolution

Dissolution of the Association may only be decided by the General Assembly meeting at an extraordinary session. For dissolution to be carried out, three quarters of the active members present or represented must vote in favour.

In the event of dissolution, one or several liquidators shall be appointed by the Extraordinary General Assembly, by absolute majority and the assets of the Company, if applicable, shall be allocated in accordance with the law. Any allocation of assets to members is prohibited.

Article 17: Disputes and conflicts

In the event of a dispute or conflict, French Law shall be applicable. French courts shall have exclusive jurisdiction. These articles of association have been drafted in English and in French. In the event of difficulties arising from the interpretation of these articles of association, the French language version shall prevail.

Article 18: Term

The term of the Association is unlimited.