



NALAS Statute

Network of Associations of
Local Authorities of South East Europe

(Amended on 10 March 2011)



Statute of the NALAS Association (Network of Associations of Local Authorities of South-East Europe)

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PREAMBLE

An association called “NALAS (Network of Associations of Local Authorities of South-East Europe)” was established on 27 May 2004 when NALAS statutes were signed in the Council of Europe’s Hemicycle during the Plenary Session of the Congress. Prior to that, the network held an inaugural conference in Strasbourg, in December 2002.

The NALAS founding associations are:

Albanian Association of Municipalities, Association of Mayors and Local Communities of the Republic of Moldova, Association of Municipalities and Cities of the Federation of Bosnia and Herzegovina, Association of Municipalities and Cities of Republika Srpska, Association of Municipalities of Kosovo, Association of Municipalities of Slovenia, Association of Municipalities and Towns of Slovenia, Association of the Units of Local Self- Government of the Republic of Macedonia, Central Union of Greek Cities and Municipalities, National League of Associations of Mayors - Moldova, Romanian Federation of Local Authorities, Standing Conference of Towns and Municipalities of Yugoslavia, Union of Municipalities of Montenegro and National Association of Municipalities in the Republic of Bulgaria¹.

Besides national associations of local authorities from South-East Europe, the founding act of NALAS has also been signed by the Congress of Local and Regional Authorities which is therefore represented in NALAS governing bodies as explained in Articles 10, 12 and 13.

¹ This Association signed the Statutes on 18 February 2005 in Sofia (Bulgaria).

CHAPTER I:

PURPOSE AND COMPOSITION

Article 1

NALAS is constituted in accordance with the local law on associations of the French *départements* of Bas-Rhin, Haut-Rhin and Moselle, as set out in Articles 21 to 79 of the Local Civil Code and kept in force by the Civil Law Introductory Act of 1 June 1924.

The registered office is at “La Maison des Associations”, 1 A, place des Orphelins, Strasbourg.

The association is registered with the Strasbourg district court.

Article 2

The association is set up for an unlimited period.

Article 3

NALAS shall further the process of democratization and decentralization in South-East Europe, in accordance with the principles of the European Charter of Local Self-Government.

It shall develop partnerships between associations of local authorities in South-East Europe so as to promote stability and security, thereby assisting the process of European integration and European Union enlargement for the benefits of the countries of the region.

It shall develop initiatives on behalf of its members with a view to strengthening associations of local authorities in South-East Europe, becoming a representative of local-authority needs that has the ear of central governments, and being able to supply effective services to local authorities in South-East Europe.

Article 4

The association shall not act from self-interest. It shall be non-profit-making. Any surpluses shall be reinvested in the association's activities in accordance with the aims which it has set itself.

Article 5

As laid down in Article 31 of the Local Civil Code, the association shall be liable for any damage which any of its officers, or any other representative appointed in accordance with the Statutes, causes to a third party by any act in the performance of his or her duties which occasions liability.

Article 6

The association shall have full members, associate members and honorary members.

Full members shall pay the membership fee set by the General Assembly. Each full member shall be represented by two local elected representatives, i.e. Mayors and / or local councilors, each of whom shall have one vote. Each full member shall also appoint a "Liaison Officer" to sit on the Committee of Liaison Officers and shall notify the General Assembly of the appointment.

The associate members shall be associations of local authorities of countries outside south-eastern Europe, international associations of local authorities, bodies active in the local-authority sector, foundations, international and European organizations, non-governmental organizations and donors. Associate members shall pay a membership fee, settled by the General Assembly on a proposal from the Committee of Liaison Officers. They have consultative status in the General Assembly. The associate members shall appoint two representatives from among their number to sit on the Committee of Liaison Officers as full members of this Committee.

Honorary membership shall be open to individuals who have served the association with distinction. Honorary members shall be exempt from paying any membership fee. They shall have advisory capacity.

The Secretariat shall keep an updated list of the different categories of members.

Article 7

Applications for full or associate membership shall be made to the Committee of Liaison Officers in writing, stating the applicant's reasons for applying. The Committee of Liaison Officers (CLO) shall take a decision on the application within 12 months after

receiving it. If its decision is positive, the CLO makes the proposal for the new member to the formal acceptance by the General Assembly. An applicant or a member of NALAS may appeal to the General Assembly against the decision of the Committee by registered letter sent to the President of NALAS, within one month after the decision has been taken by the CLO.

The CLO will review applications for full membership status and bring decisions guided by the following criteria:

1. Full members shall be associations of local authorities of countries within South-East Europe;
2. Associations which represent critical number of units of local authorities;
3. Associations of local authorities which represent the interests of local government vis-à-vis central government;
4. Associations of local authorities with track record of significant activities for the benefits of local governments in their country;
5. In principle, NALAS recommends each country to have one national association which represents all units of local governments. In cases where there are more than one association (for historic, geographic and other reasons different than political), it is possible that there are more than one national association represented in NALAS. Therefore:
 - In case the candidate association comes from a country which is already represented in NALAS, the current member from the same country is consulted and only with its approval, the application is processed for further deliberation and decision at the CLO.
 - If more than two associations from the same country have gained status of full members of NALAS, the country will be considered to be represented in the NALAS governing bodies with a maximum of two associations (maximum 4 delegates in the General Assembly and 2 Liaison Officers in the CLO per country to sit on NALAS governing bodies). When vote is required for fundamental decisions such as change of the Statute, each country shall have no more than one vote.
 - Each member association from the same country pays the full amount of membership fee.

On a proposal from the Committee of Liaison Officers, honorary membership shall be granted by the General Assembly by a three-quarters majority of members present or represented. Honorary membership shall not take effect until accepted in writing by those receiving it.

The membership of an association shall be removed if the membership fee is not paid two consecutive years without serious grounds, if the association submits such a proposal or in case its representatives permanently fail to attend NALAS governing bodies. In any case, it is the Committee of Liaison Officers which makes such a proposal to the General Assembly which has to finally decide on the exclusion.

The Committee of Liaison Officers may decide to exclude a member in the event of a serious breach of the association's aims or rules or on account of any other matter seriously prejudicial to the association. The member concerned may appeal to the General Assembly within one month of being notified of the decision.

CHAPTER II:

GOVERNANCE, ADMINISTRATION AND FUNCTIONING

A. General Assembly

Article 8

The General Assembly shall be composed of two delegates of each of NALAS full members. It shall meet in ordinary session once a year and, as provided for in Article 36 of the Local Civil Code, whenever the interests of the association require so, being convened by the President on the dates as he or she shall determine.

The President shall also convene special sessions of the Assembly at the request of the Executive Bureau, the Committee of Liaison Officers or one third of the members within two months after such a request has been made.

The agenda of the General Assemblies (ordinaries and extra-ordinaries) shall be drawn up by the Executive Bureau and approved by the CLO. It can be modified by the General Assembly by a three-quarters majority of members present or represented.

Invitations to attend, accompanied by the agenda, shall be sent to members in writing at least one month before the date of the session.

Only deliberations on items placed on the agenda beforehand are valid.

Article 9

The General Assembly shall:

- decide the shape of the association's work;
- approve the President's and Treasurer's reports;
- approve the accounts of the previous financial year;

- approve the activity plan and budget estimates;
- deliberate on matters on the agenda;
- deliberate on procedural matters;
- approve the rotation schedule for NALAS President and three Vice Presidents;
- be empowered to dismiss the President and the three Vice-Presidents;
- set the membership fee for the following year.

General Assembly resolutions shall be taken by a majority of all the members present or represented who have the right to vote. Each member shall be entitled to a maximum of two proxy votes.

In accordance with Article 34 of the Local Civil Code, no member shall have the right to vote on resolutions relating to legal decisions or judicial proceedings concerning him or her.

According to Article 32 of the Local Civil Code, stipulating that even if no assembly of the members has convened a resolution, a resolution can be valid if all the members agree to it in writing.

Minutes shall be taken of the proceedings. The minutes shall be signed by the President and recorded in a register kept for the purpose.

B. Committee of Liaison Officers

Article 10

The association shall be run by a Committee of Liaison Officers. Members of the Committee shall be appointed for a period of two years. Outgoing members may be re-elected.

The Committee of Liaison Officers shall be composed of: the President, the three Vice-Presidents, the Liaison Officers appointed by full members, two liaison officers appointed by the associate members, the President of the Congress of Local and Regional Authorities of the Council of Europe (permanent seat in its quality of founder of NALAS stated in the preamble), the Executive Director and the Treasurer.

The Committee of Liaison Officers may decide to invite other persons to attend its meetings in a consultative capacity.

Should a vacancy arise (for example as a result of death, resignation or dismissal), the Committee of Liaison Officers shall ask the association concerned to appoint a new CLO member and the General Assembly has to be informed of the change.

Article 11

The Committee of Liaison Officers shall be convened by the President at whatever interval the Committee decides or at the request of one third of its members. The agenda shall be drawn up by the Secretariat and approved by the President. It shall include any items requested by one third of the members and shall be enclosed with the written invitations, which must be sent to members at least one month before the meeting. Any further items may be added to the agenda at the start of the meeting at the request of the President or of a member.

Article 12

The Committee of Liaison Officers shall be responsible for carrying out decisions of the General Assembly.

The Committee of Liaison Officers shall:

- ensure smooth operation of the network;
- take decisions on joint projects for the network's members and the secretariat;
- take decisions concerning meetings of the network (number, venue and subject);
- assist the Secretariat with its day-to-day work;
- give practical effect to the guidelines set by the General Assembly;
- make proposals to the General Assembly;
- approve the draft agenda of the General Assembly proposed by the Executive Bureau.

In the event of liabilities exceeding assets, the Committee of Liaison Officers shall propose to the Executive Bureau the initiation of bankruptcy proceedings.

Deliberations of the Committee of Liaison Officers shall be valid only if half the members are present, and proxy votes shall be allowed. Decisions shall be taken by majority of the votes cast.

The President, the three Vice-Presidents, Liaison Officers, the two full members representing the associate members and the President of the Congress of Local and Regional Authorities of the Council of Europe shall have the right to vote. The Executive Director and Treasurer shall have advisory capacity only.

The Committee of Liaison Officers shall elect two of the Liaison officers to sit on the Executive Bureau. The Committee may withdraw these persons' mandates in the event of a serious breach of the association's aims or rules or on account of any other matter seriously prejudicial to the association.

A register shall be kept of the decisions of the Committee of Liaison Officers, and shall be certified and signed by the President.

C. Executive Bureau Article 13

The Bureau shall manage the association in accordance with the Local Civil Code, in particular Articles 26 para. 1, 27 to 30, 42, 58 para. 3, 59, 67 and 72.

It shall be composed of the President, the Vice-Presidents, the Executive Director, the Treasurer, two Liaison officers and one member of the secretariat of the Congress of Local and Regional Authorities of the Council of Europe.

The Bureau may decide to invite other persons to its meetings in a consultative capacity.

Under Article 27 paragraph 2 of the Local Civil Code, the managing body may be dismissed by the General Assembly.

Article 14

The Executive Bureau shall meet as often as it so decides according to whatever arrangements it shall determine.

The Executive Bureau shall assist the CLO in performing more intense and profound governing functions, such as formulation of internal policies, ensuring checks and balances and other control functions. The Bureau exercises duties as delegated to it by the GA and the CLO.

As one of the governing bodies, the Executive Bureau shall ensure that all the legally required entries and notifications are made in the Register of Associations.

In the event of liabilities exceeding assets, the Bureau, acting on a proposal from the Committee of Liaison Officers, shall request the initiation of bankruptcy proceedings.

D. President and Vice-Presidents

Article 15

The President shall ensure that the Statutes are complied with and that the moral and financial interests of the association are safeguarded. He or she shall be responsible for the conduct of the association's day-to-day business in accordance with the Bureau's decisions. Responsibility for the legal, judicial and extra-judicial representation of the association in all civil matters shall fall to him or her within the managing body.

He or she may take alone all such action, as well as action provided for by Articles 59, 64, 67, 71, 72, 73, 74 and 76 of the Local Civil Code. He or she may delegate his or her duties of legal representation to other members of the Bureau.

The President shall notify the Strasbourg district court within three months about any amendment to the Statutes, transfer of the registered office or decision to dissolve the association.

The President of NALAS shall be selected for one year based on a rotation system containing all full member associations. The rotation schedule shall be based on alphabetical order of the first letter of the associations' name in English and shall be approved by the General Assembly.

In case a member association does not see itself to be in a position to exercise the presidency, the presidency shall be exercised by the member association that is the next in line. In that case, the association having missed its regular term goes at the end of the list.

Only in cases of "force majeure", the CLO can discuss and decide upon the position in the list of an association which missed its regular term.

If a new association becomes a member, it also goes to the end of the list.

After all countries have made a full cycle regardless of whether they used or missed their right to appoint a president, the next cycle will start/reset in alphabetical order.

If there is more than one association in the country that is due to have NALAS President, it is up to the associations in the country concerned to negotiate internally and to propose one candidate for them all.

Article 16

NALAS has three Vice-Presidents. First Vice-President becomes next President the following year to ensure continuity, while second Vice-President becomes first Vice-President and so on, according to the rotation schedule.

Like the President, each Vice-President may delegate one's duties of legal representation to other members of the Bureau.

E. Executive Director

Article 17

The Executive Director, head of the Secretariat, shall be responsible for the day-to-day administration of the association, as well as for communication and internal and international relations. He or she is responsible for the practical implementation of the decisions taken by the Governing Bodies, for keeping NALAS archives, organization of document activities and observation of financial discipline for the realization of the adopted budget.

He or she shall organize keeping minutes of meetings and update the membership list.

The President shall appoint the Executive Director for a period of two years, on the basis of a proposal from the Committee of Liaison Officers. The Executive Director's term of office may be renewed.

The President may, on a proposal from the Committee of Liaison Officers, dismiss the Executive Director in the event of a serious breach of the association's aims or rules or on account of any other matter seriously prejudicial to the association.

F. Secretariat

Article 18:

The Secretariat headed by the Executive Director is responsible for the day-to-day running of the association.

The Secretariat is run by employed staff hired by the Executive Director on a competitive basis according to NALAS human resources procedures, approved by the CLO.

Under the responsibility of the Executive Director, the Secretariat ensures the implementation of the decisions of the General Assembly, of the NALAS strategies and action plans. It shall open a single bank or post office account for all the association's financial transactions.

G. Treasurer

Article 19

The Treasurer shall be appointed by the President on the proposal of the CLO for a renewable period of two years.

The Treasurer shall monitor internal and external audit, making sure that the provided financial records are accurate, and that financial report provided by the Secretariat and Executive Director is reliable and according to existing laws.

In consultation with the Treasurer and Executive Director, President shall present the association's financial report and budget estimates.

The Treasurer shall execute its given duties in a timely and professional manner. On the proposal of the CLO, the President may dismiss the Treasurer in the event of serious breach of the responsibilities enumerated in paragraphs 2, 3 and 4 of this Article.

Article 20

The powers of each organ may be laid down in greater detail in internal rules of procedure.

H. Resources

Article 21

The resources of the association shall comprise:

- Membership fees,
- Subsidies,
- Donations and legacies,
- Revenues from services delivered to third parties,
- Resources of an exceptional nature,
- Other resources.

CHAPTER III: AMENDMENTS TO THE STATUTES AND DISSOLUTION

Article 22

The Statutes may be amended only on a proposal by the Committee of Liaison Officers or of more than half of the paid-up full members, but all the members of the General Assembly have the right to propose amendments. An Extraordinary General Assembly, convened to decide any such amendment, must be composed of at least half of the members. If that quorum is not attained, the General Assembly shall be reconvened one month later. It may then deliberate whatever the number of members present.

A two-thirds majority of the full members present or represented is necessary for adoption of a draft amendment.

Article 23

The rules of procedure shall determine any question which is not settled by the Statutes, in particular regarding the functioning of the Association and the rights and obligations of its members.

The rules of procedure cannot be at variance with the Statutes and must reflect the fundamental principles stipulated in them.

Article 24

Dissolution of the association shall be decided, at the request of the Committee of Liaison Officers, by an Extraordinary General Assembly of the members convened specially for the purpose in accordance with the rules laid down in Article 8.

The General Assembly convened to take such a decision shall be composed of at least half its members plus one.

If that quorum is not attained, the Assembly shall be reconvened one month later. It may then deliberate whatever the number of members present. In all cases, dissolution may be decided only by a two-thirds majority of the members present or represented.

In the event of dissolution, the General Assembly shall appoint one or more liquidators to liquidate the association's assets. It shall donate the net assets to one or more associations pursuing a similar goal.

The present Statutes were adopted by the Founding General Assembly held in Strasbourg on 27 May 2004, and amended by the VI General Assembly on 11 March 2011 in Sarajevo.

