

**WORLD UNION OF
OLYMPIC CITIES**

ARTICLES OF ASSOCIATION

LAUSANNE, NOVEMBER 2019

TABLE OF CONTENT

| | | |
|-------------------|---|-----------|
| CHAPITRE 1 | GENERAL DISPOSITIONS..... | 3 |
| | <i>Article 1 – Constitution and Goals of the Association.....</i> | <i>3</i> |
| | <i>Article 2 - Collaboration with the IOC.....</i> | <i>3</i> |
| | <i>Article 3 – Seat of the Administration.....</i> | <i>4</i> |
| | <i>Article 4 - Official Languages.....</i> | <i>4</i> |
| CHAPITRE 2 | MEMBERS..... | 4 |
| | <i>Article 5 – Member Categories.....</i> | <i>4</i> |
| | <i>Article 6 – Members’ Admission.....</i> | <i>5</i> |
| | <i>Article 7 – Members’ Rights.....</i> | <i>5</i> |
| | <i>Article 8 – Members’ Duties.....</i> | <i>5</i> |
| | <i>Article 9 - Loss of Membership.....</i> | <i>5</i> |
| | <i>Article 10 – Waiver of Members’ Liability.....</i> | <i>6</i> |
| CHAPITRE 3 | ADMINISTRATION..... | 6 |
| | <i>Article 11 – Organs of the Association.....</i> | <i>6</i> |
| A. | GENERAL MEETING..... | 6 |
| | <i>Article 12 - Definition.....</i> | <i>6</i> |
| | <i>Article 13 – Powers of the General Meeting.....</i> | <i>6</i> |
| | <i>Article 14 - Votes and Elections.....</i> | <i>7</i> |
| | <i>Article 15 - Qualified Majority.....</i> | <i>7</i> |
| | <i>Article 16 – Calling of the General Meeting.....</i> | <i>7</i> |
| B. | EXECUTIVE COMMITTEE..... | 8 |
| | <i>Article 17 - Definition.....</i> | <i>8</i> |
| | <i>Article 18 – Powers of the Executive Committee.....</i> | <i>8</i> |
| | <i>Article 19 - Votes and elections.....</i> | <i>9</i> |
| | <i>Article 20 – Calling of the Executive Committee.....</i> | <i>9</i> |
| C. | ADMINISTRATION..... | 9 |
| | <i>Article 21 - Chair and General Secretariat.....</i> | <i>9</i> |
| | <i>Article 22 - Vice President.....</i> | <i>10</i> |
| | <i>Article 23 – General Secretary.....</i> | <i>10</i> |
| | <i>Article 24 – Joint Signatory Powers.....</i> | <i>10</i> |
| CHAPITRE 4 | FINANCES..... | 10 |
| | <i>Article 25 - Resources of the Association.....</i> | <i>10</i> |
| | <i>Article 26 - Operation.....</i> | <i>10</i> |
| | <i>Article 27 - Statutory Auditor.....</i> | <i>11</i> |
| CHAPITRE 5 | FINAL DISPOSITION..... | 11 |
| | <i>Article 28 - Dissolution.....</i> | <i>11</i> |

Article 1 – Constitution and Goals of the Association

The World Union of Olympic Cities is non-profit association organized as a legal entity and governed by the present articles of association and art. 60 and seq. of the Swiss Civil Code.

It was founded in 2002 (December 2nd) for an unlimited period of time.

The goals of the World Union of Olympic Cities (hereafter referred to as the “Association”) are to:

- facilitate an effective dialogue between former and future host cities, to ensure the continued positive impact of the Olympic Games and Youth Olympic Games and their related sport, cultural and educational initiatives;
- support former Olympic host cities by discussing ideas and initiatives that can be implemented in order to maintain positive and sustainable Olympic legacies, and to promote sports and healthy lifestyles;
- collaborate together in order to create a better life for future generations through the transmission of Olympic values and ideals from generation to generation;
- display the educative nature of the Olympic Movement;
- implement cultural activities relating to the functioning of Olympic institutions;
- promote the support of cities to Olympic initiatives regarding integrated efforts in favor of peace;
- support the cities with Olympic initiatives regarding integrated efforts in favor of sustainable development;
- guarantee the transparency and efficiency of the Association.

To reach its goals, at its seat or at any other place, the Association may in particular organize such events as meetings, conferences, panel discussions, seminars amongst others.

The Association may not express an opinion on topics that are within competence of the International Olympic Committee (IOC). In particular, the Association may not express an opinion on candidacies of cities to the organization of the Olympic Games. It also does not express an opinion on political topics.

Article 2 - Collaboration with the IOC

The IOC is a strategic partner to the Association. The IOC will be closely linked to the discussions on the future evolution of the Association, its positioning and communication, content and stakeholders at various summits and forums as well as discussions on the recognition of Members (Active and Associate Members). The IOC recognizes the value and objectives of the Association and the IOC is committed to supporting its actions.

WORLD UNION OF OLYMPIC CITIES

STATUTES OF THE ASSOCIATION

Article 3 – Seat of the Administration

The seat of the Association is in Lausanne, Olympic capital and seat of the IOC.

Moreover, the symbolic seat of the Association is in Athens, historical seat of the first Olympic Games of the modern era.

Article 4 - Official Languages

Official languages of the Association are French, Greek and English. The Executive Committee determines the working languages of the Association.

Chapitre 2 Members

Article 5 – Member Categories

The Association is composed of Founder Members, Active Members, Associate Members and Honorary Members.

Member Cities can, if it is not the Mayor, designate the representative – individual or organization- to vote on behalf of the city. The designation will be sent to the Chairman before the meeting.

Founder Members: the cities of Athens, host of the first Olympic Games of the modern era in 1896 and of the XXVIIIth Olympiad in 2004, and Lausanne, Olympic capital and seat of the IOC. The Founders of the Association are Active Members by law.

Active Members: any city - meaning public entity - having organized, or on the point of organizing, the Olympic Games or the Youth Olympic Games, may be admitted as an Active Member of the Association. The cities that have hosted a part of an Olympic Games or a Youth Olympic Games (meaning an official Olympic event or group of events) can also be admitted as Active Members.

Associate Members: any applicant or candidate city - meaning public entity - accepted as a candidate to the organization of the Olympic Games or the Youth Olympic Games may be admitted as an associate member of the Association, according to the rules of the IOC. Applicant and candidate cities that do not win the right to host the Games may, however, decide to remain Associate Members of the Association after the host city election.

Honorary Members: persons who have rendered eminent services to the Association may be admitted as Honorary Members. By law and during their entire life, the President of the IOC and, as founders of the Association, the Mayor of Athens and the Syndic of Lausanne at the date of the constitution of the Association are Honorary Members. Upon the proposal of the Executive Committee, the General Assembly may elect as Honorary President a former President of the World Union of Olympic Cities who has rendered exceptional services to the Union. The Honorary President has the right to attend the Executive Committee Meetings.

WORLD UNION OF OLYMPIC CITIES

STATUTES OF THE ASSOCIATION

Article 6 – Members’ Admission

Any city willing to apply for membership must submit its application to the General Secretary.

The membership application is submitted to the Executive Committee. If the Executive Committee finds the application compliant with the Members’ categories, the Executive Committee ratifies admission of Active or Associate Members.

Article 7 – Members’ Rights

The Members have the right:

- to participate in the events organized by the Association;
- to be called to the General Meeting within the prescribed time;
- to participate in voting and in elections;
- to be informed of the financial state and the strategy of the Association;
- to make proposals regarding the strategic development of the Association.

Article 8 – Members’ Duties

The Members have the obligation:

- to notify, in writing, of any modification in their status;
- to pay their membership fees in due time;
- to contribute by promoting the Association’s values.

Article 9 - Loss of Membership

The membership is lost:

- a. By resignation, with written notice given three months at least before the end of a civil year. In this case, leaving Members have to pay their subscriptions until the end of the civil year during which they leave.
- b. By expulsion pronounced on just and proper ground and upon proposal of the Executive Committee, by a majority of two-thirds of the expressed votes at the General Meeting.

WORLD UNION OF OLYMPIC CITIES

STATUTES OF THE ASSOCIATION

Article 10 – Waiver of Members’ Liability

The Association is solely responsible for its liabilities, which are guaranteed by its social assets. Members of the Association shall not be responsible for any liabilities of the Association.

Chapitre 3 Administration

Article 11 – Organs of the Association

The organs of the Association are:

- A. The General Meeting
- B. The Executive Committee
- C. The Statutory Auditor

- A. General Meeting

Article 12 - Definition

The General Meeting is composed of the Active Members and the Associate Members of the Association. It is the highest organ of the Association.

Article 13 – Powers of the General Meeting

General Meeting may take decisions on all matters which are not allocated to the Executive Committee or to the Statutory Auditor.

The General Meeting :

- approves developments and strategic orientations of the Association;
- adopts or amends the statutes;
- approves the budget, the accounts and the business report;
- approves the amount of membership fees;
- elects Members of the Executive Committee in accordance with Article 17 d) of the articles of association;
- elects the Statutory Auditors;
- may elect one or more Honorary Presidents;
- nominates Honorary Members.

WORLD UNION OF OLYMPIC CITIES

STATUTES OF THE ASSOCIATION

Article 14 - Votes and Elections

Each Member has the right to vote during the General Meeting. Each Active Member is entitled to two votes, each Associate Member to one vote.

Subject to the provisions of the articles of association, resolutions are passed by a majority of expressed votes; by a show of hands.

If two or more Members that have voting rights should request a secret ballot, a vote by ballot can take place. In this case blank and invalid votes are not taken into account. In the case of a tie, the voice of the Chairman of the Association is decisive.

Article 15 - Qualified Majority

Loss of membership

By expulsion pronounced upon proposal of the Executive Committee, by a majority of two-thirds of the expressed votes at the General Meeting.

Statutes Modification

Resolutions to modify the articles of Association are passed by a majority of two-thirds of expressed votes at the General Meeting.

Dissolution

Resolutions to dissolve the Association are passed by a majority of two-thirds of expressed votes at a General Meeting composed of at least one-fifth of the Active Members. Whenever this quorum is not reached, the Executive Committee has to call the General Meeting again within thirty days; resolutions are then passed by the same majority, but without respect to the number of participants.

Article 16 – Calling of the General Meeting

The ordinary General Meeting is convened by the Executive Committee at least every year, by written notice given at least one month in advance. Every Member of the Association is called to the General Meeting.

Furthermore, the Executive Committee convenes a meeting whenever it considers it appropriate or upon request by one-fifth of the Active Members.

WORLD UNION OF OLYMPIC CITIES

STATUTES OF THE ASSOCIATION

B. Executive Committee

Article 17 - Definition

The Executive Committee is composed of at least thirteen Members and, at most, fifteen

The Executive Committee is composed of the following Members:

- a. The cities of Athens and Lausanne (the “Founder Cities”) may designate, through their political executive bodies, two Members each;
- b. The IOC may designate two Members;
- c. Other Members of the Association upon proposal by the Executive Committee or General Meeting.

The Members of the Executive Committee mentioned under c) above are elected for a period of 4 years. A maximum two-year prolongation can be requested in order to coincide with the end of a communal term.

A maximum of three mandates is possible.

The Members designate a representative for the term. In all cases, the right to designate includes the right to revoke.

The Executive Committee Members work on a voluntary basis, subject to reimbursement of their actual costs.

Article 18 – Powers of the Executive Committee

The Executive Committee:

- protects the Association’s interests, its honor and dignity ;
- proposes the strategic orientations of the Association;
- manages and represents the Association;
- implements the decisions of the General Meeting;
- ratifies admission of Active or Associate Members;
- elects the Chairman of the Association;
- elects the Vice Presidents of the Association;
- elects the general Secretary through the Chairman’s proposition;

WORLD UNION OF OLYMPIC CITIES

STATUTES OF THE ASSOCIATION

- ratifies the general Secretary's specifications which are established by the Chairman;
- has the competence to decide extra budgetary expenses up to CHF 150'000.-;
- sets the amount of membership fees.

The Executive Committee may constitute the consultative committees and commissions that it deems useful; it designates their Members.

The Executive Committee may request services of persons that are not Members of the Association.

Article 19 - Votes and elections

The Executive Committee Members who are excused can be replaced in the Committee meetings.

Decisions of the Committee require the presence of the majority of its Members or substitutes.

Resolutions of the Executive Committee are passed by the majority. In case of a tie vote, the vote of the Chairman of the Association is decisive. Resolutions may also be passed by post mail, e-mail or fax.

Members of the Executive Committee concerned with point d) from article 17 are elected by the General Meeting.

Article 20 – Calling of the Executive Committee

The Executive Committee is called by the Chairman every time it is necessary or on the request of three of its Members, but at least once a year.

C. Administration

Article 21 - Chair and General Secretariat

The Chairman of the Association is elected by the Executive Committee from among its Members.

The Chairman is elected for a four-year term and is eligible for re-election.

A maximum of three mandates is possible.

The Chairman:

- with the collaboration of the General Secretariat, supervises the course of administration;
- executes the matters that do not require any decision by the General Meeting or the Executive Committee;
- chairs the General Meetings and the Executive Committee;

WORLD UNION OF OLYMPIC CITIES

STATUTES OF THE ASSOCIATION

- represents the Association;
- proposes a candidate for the post of General Secretary;
- determines the mission of the General Secretary.

Article 22 - Vice President

Two Vice Presidents are elected by the Executive Committee among its Members. In case of impediment of the Chairman of the Association, a Vice President can replace him.

Article 23 – General Secretary

General Secretary is elected by the Executive Committee for four years on the proposition of the Chairman of the Association. He is eligible for re-election.

The mission of the General Secretary is determined by the Chairman of the Association and ratified by the Executive Committee.

The General Secretary may be present at Executive Committee meetings, with consultative vote.

Article 24 – Joint Signatory Powers

The Association is bound by the collective signature by two of the Chairman of the Association and the General Secretary or another Member of the Executive Committee.

Chapitre 4 Finances

Article 25 - Resources of the Association

Resources of the Association are constituted:

- a. by annual contributions from Active and Associate Members, whose amounts are fixed by the Executive Committee;
- b. by liberalities, especially subventions or legs which come from physical or moral persons, public or private;
- c. by incomes and proceeds of its fortune.

Article 26 - Operation

WORLD UNION OF OLYMPIC CITIES

STATUTES OF THE ASSOCIATION

The Association's operation falls within the framework of the budget approved by the General Meeting. The Executive Committee will decide which changes to be made to the budget, if need be, during the fiscal year.

In the event of an emergency, the Chairman and the General Secretary can authorize a budget expenditure which they will subsequently present to the Executive Committee for ratification.

Article 27 - Statutory Auditor

Every two years, the General Meeting elects a Statutory Auditor.

The Statutory Auditor:

- shall present a report on the accounts to the General Meeting;
- may at any time request the accounting books and documents and verify the cash amount.

The mandate of the Statutory Auditor is renewable for a maximum of three mandates.

Chapitre 5 Final disposition

Article 28 - Dissolution

In case of dissolution of the Association, its assets and archives shall be entrusted by the General Meeting to a special mandatory - for instance the IOC – to be conserved until a new association or entity with the same goals is constituted, or to be delivered, according to its instructions, to the Olympic Museum in Lausanne.

Any asset remaining after the dissolution of the association shall be given to a Swiss institution exempt from taxes because of its purpose of public utility or public service.

The present articles of the Association have been adopted by the General Meeting on October 2nd, 2017, they replace those of October 10th, and the previous versions that had replaced those of December 29th, 2002 as adopted by the Constitutive General Meeting.

In the name of the World Union of Olympic Cities,

Mayor of Lausanne

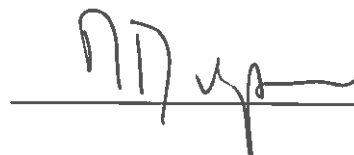
President of the Association

Grégoire Junod



Secretary General of the
Association

Mélanie Duparc



WORLD UNION OF OLYMPIC CITIES

STATUTES OF THE ASSOCIATION
