I – Characteristics of the association

Article 1 : constitution and name

An association is hereby created between the parties to these articles of association, governed by the amended law of July 1st, 1901, and its statutes, bearing the name "Association Internationale Villes et Ports - International Association Cities and Ports", in its abridged form, "AIVP - IACP".

Article 2 : head office

Its head office is in Le Havre (76), 5 Quai de la Saône (France). It may be transferred to another location following a ruling by the board of directors.

Article 3 : duration

The duration of the association is unlimited.

Article 4 : purpose

The purpose of the association is to foster exchanges between cities, ports and their institutional and economic partners, and promote the development of port cities and ports.

At the same time a non-governmental organization, an international proposal force, an information exchange and contact structure and an expert resources centre, the association is also in a position to perform studies and other economic activities in line with its vocation and enabling it to ensure its own development.

II – Association composition

Article 5 : members

There are five categories of members within the association:

1. **Card-carrying members** are the legal entities, both private and public, which contribute their skills or their activity to serve the purpose defined under article 4; they must pay the annual fee as defined by the general assembly.

2. **Founder members** are the card-carrying members who have acquired this quality within the three months following the setting-up of the association.

3. **Members-benefactors** are the card-carrying members who pay the specific fee, as determined by the general assembly, which allows them to benefit this quality.

4. **Honorary members** are the entities which have assisted the association in a significant way and have been awarded this quality by the board of directors of the association; they should pay no fee.

5. **Temporary members** are private or public legal persons who endorse the objectives of AIVP as defined in article 4 of the statutes. They will pay no membership dues for a maximum period of one calendar year. Temporary members should commit themselves to participate in the Annual General Meeting and associated events. During their temporary membership they will enjoy all the benefits of AIVP membership with the exception of inscription in the directory of active members and the right to vote in the Annual General Meeting.
Article 6: approval

To be a member of the association, applicants should be approved by the board of directors. The board may delegate this authority to the executive committee, subject to the latter's approval.

Article 7: loss of membership

Loss of membership occurs following:
- the member's resignation;
- death where a natural person is concerned;
- winding-up, for whatever reason, where a legal entity is concerned;
- dismissal pronounced by the board of directors for not paying the fee or for a serious offence, the person or entity involved having been called upon beforehand to provide an explanation.

III – Association resources

Article 8: association resources

The resources of the association are all those which are not forbidden by current laws or regulations, including
- the fees paid by its members;
- the subsidies from territorial authorities or other public or private legal entities;
- the income drawn from the association’s activities.

IV – Management and financing

Article 9: board of directors

9-1 The association is run by a board of directors not exceeding 33 board members.

9-2 These board members are elected by the general assembly among card-carrying members, founder members and members-benefactors, within three colleges as stipulated in the association’s internal rules:
- the college referred to as "territorial authorities", gathering the members having this quality, appoints a maximum of 12 board members;
- the college referred to as "port authorities", gathering the members having this quality, appoints a maximum of 12 board members;
- the college referred to as "other professionals", gathering the remaining members, appoints a maximum of 9 board members.

Furthermore, the distribution of seats should comply with the following rules:
- Any member of the association should not hold more than one seat, all colleges taken into account;
- One same natural person cannot stand permanent representative to more than one board member (legal entity);

9-3 In each college, a maximum of half of the seats to be distributed may be attributed to members of the same nationality. However, in the absence of applications from IACP members not having the nationality in majority in the college, each seat to be distributed may be attributed to any member, regardless of his nationality.

9-4 Board members are elected for three years and renewed by thirds in each college every year. Outgoing board members are immediately eligible for reelection. They cannot accumulate more than two consecutive mandates, except when there is a shortage of applications.

The functions of board members legally end with their dissolution, whatever caused it.
**Article 10: mission of the board of directors**

The mission of the board of directors is to direct the activity of the association, including by voting the budget for the financial year. It settles the annual accounts and controls the activities of the executive committee.

**Article 11: meetings of the board of directors**

The board holds a meeting, convened by the president, at least twice a year and every time it is required to do so by the quarter of board members or by the executive committee. Any board member who has failed to attend three consecutive meetings for no reason will be considered a resigning member.

The board deliberates without quorum, as voting by proxy is not allowed. Decisions are taken by a majority of votes; when there is equality of votes, that of the president prevails.

The managing director of the association, the president of the scientific committee and any person whose presence is deemed relevant by the president attend the meetings of the board in an advisory capacity.

Meetings are subject to written records. These records should be drawn up without blanks or deletions and kept at the association's head office; they should be signed by the secretary.

**Article 12: absence of compensation of board members**

Board members may claim no compensation whatsoever for the functions they are entrusted with.

**Article 13: executive committee**

The board of directors elects an executive committee composed of a president, one or several vice-presidents, one secretary, one treasurer, and possibly, an assistant secretary and treasurer. Members of the executive committee are necessarily natural persons who represent board members. They are appointed for one year and immediately eligible for reelection.

The executive committee is the body responsible for organizing and coordinating the association's activities. It conducts the business of the association under supervision of the board of directors.

**Article 14: president**

The president is at the head of the association. He represents the association in all civil procedures, including when legal proceedings are instituted. However, he must be authorized by decision of the executive committee to take legal action.

He assumes chairmanship of both the general assembly and board of directors.

He may delegate, to the managing director for instance, some of his attributions under conditions set by the association's internal rules; subdelegations may be granted. When legal proceedings are instituted, the president may be represented only by an authorized representative acting by virtue of a special proxy.

**Article 15: vice-president**

At the president's request, the vice-president or vice-presidents assist him in all matters or administrative procedures involved in the running of the association. Furthermore, they may stand in for the president when he is absent or otherwise unavailable, at his request, or exceptionally, at the request of the executive committee.
**Article 16: secretary**

The secretary is responsible for writing and keeping meeting records. He sees to it that the association's files and special register are kept in an appropriate manner.

He holds at the disposal of members the moral and financial reports of general meetings. If necessary, he attests extracts or copies of administrative documents.

He may delegate some of his attributions to the assistant secretary, if there is one.

**Article 17: treasurer**

The treasurer presents a report on the financial situation of the association before the annual general assembly approving the accounts of the closed fiscal year.

He may delegate some of his attributions to the assistant treasurer, if there is one.

**Article 18: general assembly**

The general assembly of the association includes all association members.

It meets at least once a year and every time it is convened by the board or at the request of the third of the association members. Its agenda is set by the executive committee.

Its mission consists in controlling the activity of the association by commenting on the reports relating to its management and financial situation. It approves the accounts for the fiscal year and provides for the renewal of board members under the conditions stipulated under article 9.

Each member present may not hold more than three proxies in addition to his own vote. Postal vote is possible under the conditions set out in the association's internal rules.

Decisions are adopted by a simple majority of members both present and represented, subject to the amendments to the articles performed in accordance with the provisions of article 20.

Meetings are subject to written records. Records should be drawn up without blanks or deletions and kept at the association's head office; they should be signed by the secretary.

**Article 19: scientific committee**

An international scientific committee composed of qualified personalities (scientists, academics, experts, etc.) may be consulted by the executive committee to make proposals concerning the work and study subjects coming within the scope of the association.

Its members are appointed by the board and so is its president.

**Article 20: amendments to the articles of association**

The articles of association may be amended by the general assembly upon proposal by the executive committee or by the third of the members of which the assembly is composed.

In either case, amendment proposals are written down on the agenda of the next general meeting. The assembly must be composed of the third of association members. If this proportion is not reached, the assembly is convened again but at least a month later, and this time, it may deliberate validly whatever the number of members present or represented.

In all cases, the articles of association may be amended only by a two thirds majority of the members present or represented.
Article 21: voluntary dissolution

The association may be dissolved voluntarily under the conditions provided under the above article.

The general assembly pronouncing the dissolution appoints the persons or entities to carry out the dissolution and rules on the devolution of the remaining assets.

VI – Association's internal rules

Article 22: association's internal rules

Rules to be followed within the association may be designed by the board of directors and freely modified by this body. These rules are meant to deal with the various matters which are not provided for in the articles of association, including these matters pertaining to the internal running of the association.

Fait au Havre, le 20 juillet 2017

Le Président,
Philippe MATTHIS

Le Secrétaire
Alberto CAPPATO