

Délice Network

Statutes

Approved by the General Assembly on October 25th 2017

Context & Background

Délice was initiated by the City of Lyon in 2007 with the intention to invite the political and technical leaders from major gourmet cities, to pool their expertise and their experiences in the field of food and gastronomy.

Cities who get involved in Délice share common values and have all decided to place food and gastronomy as a strong axis of their city development, by innovating and promoting these values to all their targets. While these cities are all very different, they are considered as the most active around the world in terms of food-based initiatives.

Throughout the network, member cities can grow knowledge, share their projects and initiatives, nourish from other cities initiatives and create strong partnerships.

Article One

The subscribers to these statutes hereby establish "Délice Network" or "Réseau Délice" to be known as: "Délice" under the law of July 1, 1901 (according to the French law), covering non-profit associations, and its implementation statutes.

Article 2

Headquarters

The association headquarters is in Lyon,

Hôtel de Ville de Lyon

Place de la Comédie

69001 LYON

It may be changed by decision of the general assembly, with a two-thirds majority of those present.

Article 3

Purpose

This international, non-profit association is dedicated to cities who have decided to use food and gastronomy as a strong axis for their development. Délice is a tool for them to share experiences, gain knowledge, find inspiration and build partnerships on a global level.

Within Délice, member cities work around a central topic:

Food and Gastronomy as a trigger for city development: economic opportunities, city liveability and city attractiveness.

The objectives of the association are:

1. To support local authorities of member cities in their public policies related to food and gastronomy - creating value and impact for the economy and attractiveness, as well as promoting liveability.
2. To facilitate access to knowledge on the food sector and to capitalize on all member city initiatives
3. To advocate for member cities to bring together all local authorities involved with food and gastronomy in order to promote a cross-disciplinary and relevant Food Strategy.
4. To preferably defend values related to cultural, socioeconomic and environmental sustainability in all sectors related to food and gastronomy.
5. To facilitate multilateral exchange of experience, ideas, creations, technologies and expertise among member cities
6. To highlight the specificities of the member cities within the network, encouraging bilateral connexions.
7. To encourage opportunities of exchanges and connexions between members of the food value-chain on an international level (chefs, entrepreneurs, culinary institutions, public authorities...)
8. To advocate and promote, as a global organization, on the shared values linked to food and gastronomy and on the topics discussed within the network

The association is authorised to organise and take part in international conferences and "gastronomic" events, to conduct studies on the subject, to organise promotional events and lead creative projects

Article 4

City Members of the Association

The association is composed of cities. Its members are public, private or public-private organizations representing the local authority. The term "cities" refers to cities, population clusters or urban communities.

Initially, the association was founded by a series of cities, who gathered in Lyon on September 21, 2006, or on January 24, 2007, at the creation of the association (Barcelona, Birmingham, Brussels, Guangzhou, Genoa, Gothenburg, Lausanne, Leipzig, Lyon, Madrid, Milan, Montreal, Riga, and Saint Louis).

New member cities may join the association anytime during the year (applications in November or December will be considered for the following year only).

Public Authorities of cities who wish to become members of Délice must send an application for membership to the President of the Executive Committee. The application must be filled by the means of the official application form to be provided priority by Délice.

All applications for membership are studied by the Executive Committee and are set-up to a vote, following the recruitment criteria set-up by the internal Rules & Regulations.

All members are required to vote online, with a quorum of 100% of the Executive Committee.

Any city who gets a majority of vote in favour is approved within the network.

In case of a tie, the members of the General Assembly who have not voted in the first round are requested to vote.

The membership starts with the signature of the agreement between the City and Délice Network. They are then required to pay the membership fee for the ongoing year. Their first invoice date settles the invoicing date for their future yearly fees.

They may then participate in the association's work and benefit from its activities.

Article 5

Sponsor Members of the Association

Sponsor Members can either have a global scope or be tightly linked with a member city.

Sponsors participate to the activity of the organization, either with an annual sponsorship fee or with the equivalent in goods or services.

They are presented as "Délice Partners" and can profit from an access to Délice Network: access to Délice Gatherings free of charge, visibility on Délice communication tools and information on all Délice activities & projects. They are invited to use the network to create international connexions that benefit their interests.

They do not have the right to vote at the General Assembly.

Sponsors may be suggested by any member city and is to be approved by the Executive Committee by a vote.

Article 6

Resignation – Exclusion

City Membership and Sponsor Members may resign following the terms defined in the Rules & Regulations.

The City Member or Sponsor Members can be excluded from the network if they do not fulfil their obligations as defined by the Rules & Regulations. If a member is to be excluded, the General Assembly should be informed and given the opportunity to discuss and vote against the exclusion, with a majority vote of two-thirds of those present.

Resigning or excluded members have no claim on the association's assets.

Article 7

The Bodies Comprising the Association

The bodies comprising the association are:

- a) The General Assembly
- b) The Executive Committee

Article 8

The General Assembly

The General Assembly comprises all the city members of the association, excluding the sponsors. Only city members may participate in voting.

Each member city has one vote at the General Assembly. Decisions are taken by simple majority vote of members present or represented.

A member may be represented at the General Assembly by another member of the association, but each member may represent no more than 2 other members. The proxy of a member to another member of the association may be sent by email to the Secretary with a link to the Headquarters.

The General Assembly is informed by the Executive Committee about the Délice gatherings: in addition to the

yearly Annual General Meeting and there can be one or two Délice Network Meetings, with various agenda points following the activities of the organization.

During the Annual General Meeting specific agenda points are proposed to the General Assembly:

- Approve the Minutes of the previous Annual General Meeting
- Approval of any modification given to the Internal Rules
- Approval of the association's orientations & strategy
- Presentation and approval of the Activity & Financial report of the previous year
- Presentation and approval of the action plan of the upcoming year, with the provisional budget
- Approval of the new Board Members (on election years)
- Discharge from liability of the Executive Committee
- Approve the membership fees.

In addition, every three years, the General Assembly is required to elect the Executive Committee (see Art.11)

The Agenda and all the documentation regarding any General Assembly Meeting will be sent one month in advance, including the minutes of the previous meeting.

The minutes of the Délice Network Meetings and the Annual General Meetings will be sent to all members of the association within a month.

Those members abstaining or disagreeing with majority discussions of the General Assembly may, upon request, have their views recorded in the Minutes.

Article 9

The Executive Committee

The association is run by an Executive Committee made up of 6 city members and elected by the General Assembly for a three-year mandate. They receive no financial compensation for exercising their functions.

The available positions within the Executive Committee are: President, Vice-President, Secretary, Treasurer and two additional members.

The Executive Committee defines the strategic line of the association and controls the activities and results and keeps under continuous review of the Association's finances. The Executive Committee can decide to appoint a management body for daily management purposes, depending on the association's resources. The management body is chosen by the Executive Committee and works under its supervision, in the Headquarters.

The Executive Committee meets at least three times every year, when convened by the President, or on the request of three of its members.

In the absence of the President, the meeting will be chaired by the Vice-President, or if necessary, a member appointed by the President. The Executive Committee reserves the right to open its meetings to other members, based on the subjects to be discussed, for purposes of adding professional expertise.

A meeting of the Executive Committee will be considered to be valid if an ordinary majority of its members is present or represented. A member of the Executive Committee may be replaced by another, but one member may not represent more than one other person at a time. A member may send his proxy to another member of the association by email with copy to the Headquarters. Modern technologies may be used to alleviate travel difficulties (conference calls, online voting)

The Minutes will be drafted in the Headquarters after each meeting and approved by the Executive Committee the following meeting.

Decisions are taken by ordinary majority ballot of members present or represented. In the case of a tie, the President's vote will be decisive.

The Executive Committee authorizes the President to take legal action.

Appointments to the Executive Committee are as individuals, within their functions as City Representatives. They may be replaced by other city representatives in case of absence or resignation, except for President and Vice-President. A resignation will be effective one month after communicated to the Executive Committee.

All members of the Executive Committee are elected for a three years period. The President may serve for a maximum of two consecutive terms. After a minimum break period of one mandate, the President may serve for further two more terms.

In case of the President resignation, the Vice-President will be taking over the President function until the end of the mandate. In case of the Vice-President resignation, the position will stay vacant until the next elections. In the case where both President & Vice-President resign, new elections will be organized. If any other Executive Committee member resign, the city will name another representative who will take over the current functions.

If one of the Executive Committee City decided to leave the Network, a new member can be temporarily appointed by the Executive Committee to replace the missing city until the end of the current mandate.

Article 10

The Extraordinary General Assembly

An extraordinary General Assembly can be called by:

- The Executive Committee, on the recommendation of the President
- Two-third of the members of the General Assembly

The Extraordinary General Assembly is set-up if there is requested the need to:

- Adopt amendments to the Statutes – with two-thirds majority of members present or represented.
- Decide to dissolve the association - with a three-quarters majority of members present or represented.

If this quorum is not obtained, the Extraordinary General Assembly shall convene again at the same venue within a period of twenty-four hours at the latest and shall have the power to deliberate with the minimum of 50% of the Voting Members.

Article 11

The Election Process

Every three-years, an election is organized to renew the Executive Committee. All members of the General Assembly are entitled to vote. For continuity reasons, at least one third of a new Executive Committee must be comprised of members of the former Executive Committee.

The election is organized during the Annual General Meeting, following a process:

- The Délice Headquarters will send a note to all members informing on the election process four months prior to the Annual General Meeting.
- Former members and new candidates are requested to submit a formal candidacy at least two months prior to the Annual General Meeting. In their candidacy, they should detail their motivation to join the body and what position they wish to apply for. Candidates for Presidency should be clearly expressed within the candidacy letter. All candidacies are sent to the Executive Committee with copy to the Headquarters
- The detailed voting process is confirmed by the Executive Committee, depending on parameters such as the number of candidacies and number of voting members. The detailed voting process & all candidacies and sent to the members of the General Assembly at least one month prior the Annual General Meeting.

- An online voting system is set-up one month before the Annual General Meeting, allowing cities who cannot attend the Annual General Meeting to vote remotely.
- Each member city is one voice. They are required to vote for candidate cities for each position available.
- The new members of the Executive Committee are elected during the Annual General Meeting and its mandate is effective immediately.

In the event of a tied vote for the last available position, a second vote will take place. In the event of a second tied vote, the names of the tied candidates shall be placed in a bag and the one taken out first is duly elected

Article 12

Resources of the Association

The association's resources include:

- The membership fees paid by its City Members
- The participation fees to the meetings paid by its City Members
- The sponsorship fees paid by its Sponsor Members
- Subsidies and grants that it may obtain, within the scope of applicable legislation and regulations,
- Income from its assets,
- Voluntary participation of member cities to specific projects, events, research projects
- Resources from its activities, invoiced to any external organization, in compliance with its objectives.
- Any other resources authorised by legislation and regulations in force and in compliance with its objectives.

The association may own property and assets necessary for meeting the objectives stated in Article 3.

The amount of the various fees to be paid is proposed by the Executive Committee and submitted for approval to the ordinary General Assembly.

The annual membership fees for City Members & Sponsor Members are invoiced in the first month of the year and are due within the running year, depending on their entry date in the organization. The Executive Committee is empowered to decide the relevant means for claiming the fees.

The association's resources are purely to cover the expenses and costs involved in reaching its objectives. Any asset is to be reinvested in the association activity or to reserves for the following year.

Article 13

Fiscal year

The fiscal year begins on January 1st and ends on December 31st of each year.

Article 14

Accounts

The accounts are kept according to the legal rules, under the provisions of articles 27 to 29 of the law of March 1, 1984 (according to the French law), with a balance sheet, a profit and loss statement, and an appendix to be issued in accordance with the accounting plan in effect.

Each year, the Executive Committee must have the financial report approved by the ordinary general assembly. The French law does not require any financial audit for Délice.

Article 15

Life of the association

The association is established for an unlimited duration.

Article 16

Modification to articles of association and dissolution of the association

The articles of association may be modified by the extraordinary general assembly with a two-thirds majority vote of members present or represented during the ballot, convened according to the provisions of article 10.

The dissolution of the association may only be the result of a decision taken by the extraordinary general assembly taken with a three-quarters majority vote of members present or represented during the ballot, including the liquidator or liquidators and the means of liquidation.

In this case, the assets of the association will be passed on to another non-profit association striving for similar objectives, chosen by the extraordinary general assembly by ordinary majority, or, in the event that no similar association be identified, to one or more organisations appointed by the extraordinary general assembly to satisfy a need of general interest in terms of food and gastronomy.

Article 17

Rules and regulations

The Executive Committee has issued rules and regulations to clarify and supplement the operating rules of the association, as a complement to the present statutes.

Internal regulations setting out on how Délice functions are drawn up by the Executive Committee and approved by the General Assembly.

Article 18

Litigation and disputes

In the event of litigation or disputes, the court of competent jurisdiction will be that of the association's registered office.

Statutes adopted by the Constitutive General Assembly of September 18 2007

Statutes modified by the Extraordinary General Assembly of January 29 2013

Statutes modified by the Extraordinary General Assembly of September 5 2017, adopted on October 25 2017

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Secretary

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