



United Cities and Local Governments
Cités et Gouvernements Locaux Unis
Ciudades y Gobiernos Locales Unidos

THE CONSTITUTION OF THE WORLD ORGANISATION OF UNITED CITIES AND LOCAL GOVERNMENTS

Adopted by Constitutive General Assembly, 5 May 2004, Paris, France
Amended by Extraordinary General Assembly, 26 April 2010, Chicago, USA

PREAMBLE

We, representatives of local governments the world over, serving the populations of rural and urban communities; small, medium and large towns, metropolises and regions; gathered in Paris, France on 5 May 2004 to create a new unified world organisation of local governments.

Recalling:

- the Universal Declaration of Human Rights, and particularly the principle recognised in Article 21, that the will of the people is the basis of the authority of government;
- the considerable work achieved by the International Union of Local Authorities (IULA) since 1913 and the World Federation of United Towns and Cities (UTO) since 1957 in developing municipal international relations and strengthening local government worldwide;
- the United Towns Charter adopted by UTO in 1957;
- the IULA Worldwide Declaration of Local Self-Government, adopted by IULA in 1985 and amended in 1993, and ratified by the UTO in 1994;
- the Final Declaration of the World Assembly of Cities and Local Authorities adopted in Istanbul in 1996;
- the Habitat Agenda and the Declaration on Cities and other Human Settlements in the New Millennium, Agenda 21 and the Political Declaration of the World Summit on Sustainable Development, and the Millennium Declaration and Millennium Development Goals;

Considering:

- that the world is being reshaped by changing economic, technological, demographic, environmental and social forces;
- that the traditional role of the State is profoundly affected by the above trends and that States cannot centrally manage and control the complex integrated cities and towns of today and tomorrow;
- that population growth and the continuing process of urbanisation makes the task of local governments, both rural and urban, more complex but all the more essential;
- that in this changing world, the essential value of democracy, grounding government's legitimacy in the people, remains stronger than ever;
- that local government is one of the main foundations of any democratic society, being the level of government closest to the people;

Recognising:

- the vital role of local government as a force for sustainable development, good governance, sustainable urbanisation and promotion of the rights of the citizen;
- the vital role of local government as a force for promoting Human Rights -civil and political, social and economic - as recognised, codified and endorsed by the United Nations;
- local government's responsibility to take an active role in responding to the challenges facing humanity; to fight strongly against poverty, ignorance, intolerance, discrimination, exclusion, insecurity, environmental degradation and cultural levelling;
- the vital role of local government as a force for peace and solidarity between peoples;
- the diversity of democratic ways and means by which local communities can achieve these objectives;
- that local democracy is not just a formal value but must be continuously updated and revised, ensuring genuine equality and participation open to all, men and women;

Emphasising:

- that strengthening local government in any country strengthens the entire nation and the world community by ensuring more effective and democratic public policies;
- that Municipal International Cooperation and decentralised cooperation, partnership, twinning, international local government diplomacy, sister city links, and mutual assistance through capacity-building programmes and international municipal solidarity initiatives, are a vital contribution to the construction of a peaceful and sustainably developed world;
- that the more united local governments are, at national, regional and world level, the stronger they are in voicing the will of the communities they serve;

Committed to:

- local democracy and autonomy, i.e. to the principles of democratic decentralisation and subsidiarity in the spirit of inter-connecting spheres of government;
- citizen-centred, participative local governance within the principles of decentralisation and subsidiarity;
- high ethical standards of public service, efficiency, effectiveness and transparency;
- partnership with the international community and other spheres of government, civil society and other key actors;

Ordain and establish the Constitution of the World Organisation of United Cities and Local Governments as follows:

NAME, HEADQUARTERS AND LEGAL STATUS

Article 1

By the present constitution, a non-profit association, with full legal and operational capacities, governed by Spanish law is formed. Its name shall be the **World Organisation of United Cities and Local Governments**, (from here onwards referred to as 'the World Organisation').

Its legal seat shall be based at **15 Carrer Avinyó in Barcelona, Spain**.

The World Organisation shall be a non-profit international organisation with no affiliation to any political party or religion.

The association will be established for an indefinite period and its coverage will be worldwide.

OBJECTIVES

Article 2 Mission

The mission of the World Organisation is:

To be the united voice and world advocate of democratic local self-government, promoting its values, objectives and interests, through cooperation between local governments, and within the wider international community.

Article 3 Objectives

To achieve this mission, the World Organisation shall pursue the following objectives:

- a. To promote strong and effective democratic local self-government throughout the world;
- b. To promote unity and cooperation amongst members;
- c. To ensure the effective political representation of local government to the international community, in particular the United Nations and its agencies;
- d. To be the worldwide source of key information and intelligence regarding local government;
- e. To be the worldwide source of learning, exchange and capacity-building, supporting the establishment and strengthening of free and autonomous local governments and their national associations;
- f. To promote economic, social, cultural, vocational and environmental development and service to the population based on the principles of good governance, sustainability and social inclusion;
- g. To promote race and gender equality, and to combat all forms of discrimination that are illegal with regard to international law, and/or illegitimate in relation to the values and policies of the organisation;
- h. To be a strong democratic organisation, reflecting in its composition and functioning the diversity of the local spheres of governance;
- i. To promote decentralised cooperation and international cooperation between local governments and their associations;
- j. To promote twinning and partnerships as a means for mutual learning and friendship between peoples;
- k. To develop policies, programmes and initiatives within the framework of the World Organisation's mission, values and objectives, this implies seeking appropriate means to implement them, within the internal rules of the organisation.

Article 4 Tasks

In pursuance of these objectives, the World Organisation shall undertake such tasks and enterprises as may be determined appropriate and desirable in order to achieve its missions and objectives, including in particular:

- a. Engaging actively in lobbying and advocacy work to promote the role and status of local government in the international arena and to influence international policy making;
- b. Developing and promoting policies and positions on issues of key interest and importance to local government before the international community;
- c. Collaborating actively with the United Nations and its agencies, and other relevant international organisations;
- d. Developing initiatives and action programmes based on the principles of local self-government and international cooperation, particularly through decentralised cooperation/development projects between local governments and associations of local governments, seeking funding and the creation of financial tools to support these projects;
- e. Building an international platform of exchanges and partnerships, in order to strengthen the capacities of local governments and their associations;
- f. Supporting a strong network of local government members and developing services and global products to meet their needs and demands;
- g. Becoming a major world source of information on local self-government, local authorities, international solidarity and the exchange of know-how;
- h. Disseminating information amongst its members, through publications, seminars and new information technologies, on the situation and the evolution of local government all over the world;
- i. Organising congresses, other events and activities, and increasing the number of members, in order to reinforce the World Organisation's political influence and its financial autonomy.

Article 5 Adherence to the principles of international law and United Nations decisions

In pursuing its mission, objectives and tasks, and in dealing with issues of membership and other decisions under this constitution, the World Organisation shall act in accordance with, and be guided by, the principles of international law and relevant decisions of the United Nations on recognition of states and other related matters.

MEMBERSHIP

Article 6 Categories of membership

The World Organisation consists of the following categories of members:

- a. Local government members;
- b. Regional sections;
- c. International organisation members;
- d. Associate members;
- e. Honorary members.

Article 7 Local government members

Local government membership of the World Organisation shall be open to:

- a. Individual cities and local governments;
- b. National associations of local government.

Article 8 Regional sections

Regional sections of the World Organisation, recognised in accordance with the provisions of this constitution, are members as of right.

Article 9 International organisation members

International organisation membership of the World Organisation shall be open to international local government organisations which represent specific categories of local governments, and/or whose purposes relate to specific sectoral or thematic issues.

Article 10 Associate members

Associate membership of the World Organisation shall be open to organizations which, though not themselves local government organizations, are strongly concerned with or involved in local government matters.

Article 11 Honorary members

Honorary membership may be granted to individuals or institutions who have rendered distinguished service to the association or to the cause of democratic local government. Nominations for Honorary membership shall be made by the Executive Bureau and approved by the World Council.

RIGHTS AND OBLIGATIONS OF MEMBERS

Article 12

Members may participate in the various activities and programmes of the organisation and have equal access to information, data and documentation on local government matters and the activities and decisions of the organisation.

Article 13

Members undertake to support, promote and adhere to the World Organisation's mission, values and objectives.

Article 14 Membership fees

Local government members, international organisation members and associate members shall pay an annual membership fee. The World Council, upon proposal of the Executive Bureau, shall decide on the amount of the respective membership fees. The membership fees for local government members shall take the following into consideration:

- a. the number of inhabitants represented by the member;
- b. the state of the country's economic development.

The formula for membership fees shall be included in the General Rules of Procedure.

Article 15

Membership fees shall be paid in accordance with the General Rules of Procedure. Membership shall become effective upon receipt of the new member's first payment.

Article 16

Any member may resign at any time by giving a minimum of six months written notice to the Secretariat as specified in the General Rules of Procedure, provided that such a member shall remain liable to pay any outstanding membership dues, including any appropriate pro rata share.

ADMISSION

Article 17

Applications for local government, international organisation and associate membership shall be decided by the Executive Bureau, whose task is to ensure that applicants meet the relevant requirement for membership. All applicants for membership must undertake to support, promote and adhere to the World Organisation's mission, values and objectives.

Article 18

An applicant complying with the relevant requirements for membership has a right to apply for membership in the World Organisation, directly at world level. For the sake of good coordination however, the relevant regional section shall be consulted on applications coming from their geographical area. Simultaneous membership shall be encouraged within the World Organisation and its regional sections.

Article 19 Special Membership Committee

A Special Membership Committee shall be appointed by the Executive Bureau to consider and advise on special issues that may arise in relation to membership questions.

EXCLUSION

Article 20

A member is liable to exclusion or suspension:

- a. if it breaches the obligations and principles set out in this Constitution;
- b. if, without the consent of the Executive Bureau, membership fees are more than one year in arrears;
- c. if it no longer fulfils other conditions of membership set out in this Constitution.

Article 21

The decision to exclude or suspend a member shall rest, on the recommendation of the Executive Bureau, with the World Council, which shall decide by a two-thirds majority of the votes cast by World Council members in attendance.

Article 22

A member whose exclusion is proposed shall be given at least two months written notice of the relevant World Council meeting. The member shall be invited to make his written observations known before the World Council and shall be entitled to attend and speak at the meeting of the World Council dealing with the question.

Article 23

The same procedure shall apply to a member whose suspension is proposed. The suspension shall apply for the period until the next World Council where the decision will be taken whether to lift the sanction or, on the contrary, exclude the member.

METROPOLITAN SECTION

Article 24

The World Organisation shall have a Metropolitan Section, whose membership shall be open to large metropolitan governments, as defined in the Rules of Procedure. The Metropolitan Section shall promote the specific policies of, and deal with matters of concern to, its members and promote the membership of metropolitan cities in the World Organisation.

REGIONAL SECTIONS

Article 25

Regional sections shall establish their own constitution and governing bodies and are established as independent legal entities. They set their own policies and administer their own affairs, provided these are not contrary to this Constitution.

Article 26

Regional sections are part of the World Organisation's operating structure. They do not preclude direct membership in the World Organisation, but provide the World Organisation with institutional support within their agreed geographical area in pursuing its mission and objectives.

Article 27

Regional sections co-ordinate and facilitate membership in their geographical area. With their members, they provide support to the policies and activities decided by the governing bodies of the World Organisation. They perform a policy, programming and administrative role within the World Organisation, and a co-ordinating role in relation to the electoral process, within the framework of this Constitution.

Article 28

The formal establishment of a regional section shall be approved by the World Council, taking into account the existing situation and after full consultation with local government members affected by the establishment of the section.

Article 29

There shall be a written agreement between the World Organisation and each regional section, in which the division of tasks and mutual responsibilities shall be defined and agreed. The conclusion of such an agreement shall be a pre-condition for the establishment of a regional section. These agreements shall take into account the diversity and specific needs of each regional section, in relation to its context and the characteristics of its membership and area

Article 30

With the exception of particular conditions (if any) set out in such agreements, the World Organisation is not liable for debts and liabilities of the regional sections, nor shall regional sections have liability for debts and liabilities of the World Organisation.

Article 31

The World Organisation shall coordinate, at world level, the multilateral activities of its members for which it has received a mandate.

GOVERNANCE STRUCTURE

Article 32

The governance of the World Organisation is executed by:

- a. the General Assembly;
- b. the World Council;
- c. the Executive Bureau;
- d. the Presidency, composed of President and Co-presidents;
- e. the Treasurer;
- f. the Secretary General.

THE GENERAL ASSEMBLY

Article 33 Role

The General Assembly is the supreme organ of the World Organisation. It has responsibility for the overall policy, direction and oversight of the organisation. In particular, the General Assembly shall:

- a. give guidance on the general policy direction of the organisation;
- b. receive the report of activities and financial report submitted by the World Council;
- c. appoint members of the World Council from among the local government members, after considering a report from the Committee on Statutory Affairs in relation to the validity of elections for this purpose to be duly held within each world region, as set out in the Electoral Procedure Rules;
- d. deal with all matters placed on its agenda by the World Council;
- e. adopt any revisions to the Constitution;
- f. decide on the dissolution and the liquidation of the World Organisation.

Article 34 Composition

The General Assembly shall comprise all members of the World Organisation, through their duly appointed representatives.

Article 35 Sessions

The General Assembly shall be convened by the World Council, normally at the time of the World Congress to which both the World Organisation members and non-members are invited. The World Council may convene extraordinary sessions in between ordinary meetings, in the conditions described in the General Rules of Procedure.

The announcement of ordinary and extraordinary meetings must be sent to members at least one month in advance, indicating the agenda items.

The World Council may invite persons and entities which are not members of the World Organisation to attend the General Assembly as observers.

The session will be chaired by the President of the World Organisation who will direct the discussions and give attendees a chance to speak. The Secretary General will act as the Secretary of the Assembly, noting the resolutions passed in the meeting minutes.

Article 36 Participation and Voting

Each member shall assign a delegate to represent it at the General Assembly and may also assign a substitute. The latter may only participate in the meeting as a voting member if the named delegate is absent. The substitute should hold a political mandate.

All members are entitled to participate in the sessions and to express their opinions and proposals publicly. If there are numerous requests to participate, the Chairman may moderate their length. The Chairman may also grant participating members the right to respond. Local Government members who are up to date in payments of their membership fees, up until the year preceding the meeting, shall have voting rights in the General Assembly. The President of each regional section or his/her mandated representative shall have one vote, and the same applies in relation to international organisation members. Associate members and honorary members shall not have voting rights in the General Assembly of the World Organisation.

Article 37

Each voting member of the General Assembly shall have an equal vote.

Article 38

Except in special cases provided for in the Constitution, decisions of the General Assembly shall be taken by a simple majority of the votes cast.

THE WORLD COUNCIL**Article 39 Role**

The World Council is the principal policy-making body of the World Organisation. It decides the World Organisation's policies and ensures that general policies decided by the General Assembly are implemented.

Article 40

The World Council shall conduct its activities in accordance with this Constitution and the decisions of the General Assembly.

Article 41

The World Council shall in particular:

- a. elect the President, the Co-Presidents and the Treasurer of the World Organisation and ratify nominations for the Vice-Presidents;
- b. appoint members of the Executive Bureau from among its members, after considering a report from Committee on Statutory Affairs in relation to the validity of elections for this purpose to be duly held within each world region, as set out in the Electoral Procedure Rules;
- c. approve the annual budget and accounts submitted by the Executive Bureau;
- d. decide on applications, suspensions and cancellations of membership;
- e. decide on the level of membership fees;
- f. appoint any committee to consider particular problems and issues concerning the World Organisation, or to deal with any matters or issues it deems appropriate, and delegate tasks accordingly. It may delegate this function to the Executive Bureau.

Article 42 Composition

The World Council shall comprise the following members:

- a. the President, the Co-Presidents and the Treasurer;
- b. the Vice-Presidents;
- c. 340 local government members appointed by the General Assembly after elections held in each region on the basis of two colleges representing the two types of local government members, for the term between two ordinary sessions of the General Assembly;
- d. a political representative of the city which hosts the seat of the World Secretariat;
- e. the Secretary General (non-voting and ex officio);
- f. designated representatives of international local government organisations and associate members (both non-voting);

The Mayors or Deputy Mayors and Presidents or Vice-Presidents of regional authorities (or those holding equivalent office) and the Presidents and Vice-Presidents of associations, representing members of UCLG, may participate in the World Council (non-voting).

The members of the World Council fulfil their function without remuneration.

Article 43

Representatives in the World Council must hold a political mandate from a local government.

Article 44 Substitutes

Each member of the World Council may have one duly appointed standing substitute. The latter may only attend meetings as voting member in the absence of the full member. The substitute should hold a political mandate.

Article 45 Sessions

The World Council shall meet at least once a year, as convened by the President or at the request of at least one third of its members.

The announcement of ordinary and extraordinary meetings must be sent to members of the World Council at least one month in advance, indicating the agenda items.

The session will be chaired by the President of the World Organisation who will direct the discussions and give attendees a chance to speak. The Secretary General will act as the Secretary of the World Council, noting the resolutions passed in the meeting minutes.

All members of the World Council are entitled to participate in the sessions and to express their opinions and proposals publicly. If there are numerous requests to participate, the Chairman may moderate their length. The Chairman may also grant participating members the right to respond.

Article 46 Voting

Each member of the World Council has one vote.

Article 47

Except in special cases provided for in the Constitution, decisions of the World Council shall be carried by a simple majority of the votes cast. In case of equal voting, the President of the session shall have a casting vote.

THE EXECUTIVE BUREAU**Article 48 Role**

The Executive Bureau is responsible for initiating proposals and carrying out the decisions of the World Council and for any other matter delegated to it by the World Council. It is in charge of the World Organisation's administrative and financial management. It prepares the meetings of the World Council and of the General Assembly.

Article 49

The Executive Bureau shall in particular:

- a. approve and submit the annual budget, accounts and reports to the World Council;
- b. appoint the Committee on Statutory Affairs;
- c. appoint the Special Membership Committee;
- d. appoint the Financial Management Committee;
- e. appoint the independent external auditors for the organisation;
- f. be empowered to enter into agreements for the acquisition, alienation and encumbering of property, the creation or transfer of interests in which require public registration and to enter into agreements whereby the Association acts as surety or undertakes to be severally liable as co-debtor, agrees to answer for another party or provides security for any debt of another party.

Article 50

The Executive Bureau shall be entitled to make policy decisions between meetings of the World Council within existing policy guidelines on matters that cannot reasonably await the next meeting of the World Council.

Article 51

The Executive Bureau shall exercise all other powers that are not reserved to the General Assembly and the World Council. The President or the Secretary General, under the terms set out herein, shall act as the legal representative of the World Organisation.

Article 52 Composition

The Executive Bureau shall comprise the following membership:

- a. the President, the Co-Presidents, and the Treasurer;
- b. the Vice-Presidents (non-voting);
- c. 114 members elected by the World Council from among its members following the same proportion between the two types of local government member as in the World Council, for the term between two ordinary sessions of the General Assembly;
- d. a political representative of the city which hosts the seat of the World Secretariat;
- e. the Secretary General (non-voting and ex officio);
- f. designated representatives of international organisation members (non-voting);

The Mayors or Deputy Mayors and Presidents or Vice-Presidents of regional authorities (or those holding equivalent office) and the Presidents and Vice-Presidents of associations, representing members of UCLG, may participate in the Executive Bureau (non-voting).

The Executive Bureau may co-opt up to 3 non-voting members for different purposes, which may include the representative of the host of the next congress of the World Organisation.

The members of the Executive Bureau fulfil their function without remuneration.

Article 53

Representatives in the Executive Bureau must hold a political mandate from a local government.

Article 54 Substitutes

Each member of the Executive Bureau may have one duly appointed standing substitute. The latter may only attend meetings as voting member in the absence of the full member. The substitute should hold a political mandate.

Article 55 Sessions

The Executive Bureau shall meet at least twice a year, as convened by the President or at the request of at least one third of its members.

The announcement of ordinary and extraordinary meetings must be sent to members of the Executive Bureau at least one month in advance, indicating the agenda items.

The session will be chaired by the President of the World Organisation who will direct the discussions and give attendees a chance to speak. The Secretary General will act as the Secretary of the Executive Bureau, noting the resolutions passed in the meeting minutes.

All members of the Executive Bureau are entitled to participate in the sessions and to express their opinions and proposals publicly. If there are numerous requests to participate, the Chairman may moderate their length. The Chairman may also grant participating members the right to respond.

Article 56 Voting

Each voting member of the Executive Bureau has one vote.

Article 57

Except in special cases provided for in the Constitution, decisions of the Executive Bureau shall be taken by a simple majority of the votes cast. In case of equal voting, the President of the session shall have a casting vote.

THE PRESIDENCY

Article 58

The Presidency, comprising the President and up to 5 Co-Presidents is elected by the World Council from among local government members for a renewable term between two ordinary sessions of the General Assembly. At least one of the above office-holders must come from an individual local government member; at least one must come from a national association and at least one must come from a member of the Metropolitan Section.

The President and Co-Presidents act on behalf of the World Organization, not of a specific Section.

The Treasurer shall participate in the work and deliberations of the Presidency.

The members of the Presidency fulfill their function without remuneration.

Article 59

Candidacies for the President and Co-Presidents may be presented by:

- a. the Executive Bureau; or
- b. at least 6 Local Government members from different countries and at least two different world regions.

Article 60 President

The President is the principal representative of the World Organisation and chairs the meetings of the General Assembly, the World Council and the Executive Bureau. She/He shall ensure the continuity of the policies of the organisation between meetings of the Executive Bureau.

Article 61 Co-Presidents

The Co-Presidents assist the President in carrying out her/his responsibilities and when necessary assume the role of President.

Article 62 Vice-Presidents

The World Organisation has Vice-Presidents, one being nominated by each of its sections. Vice-Presidents shall also represent the World Organisation when appropriate and so mandated, and carry out other responsibilities as necessary.

The Vice-Presidents fulfil their function without remuneration.

Article 63

Members of the Presidency shall hold a local electoral mandate; they must also be at the head of a) a local government or b) a national association of local governments.

In the case offices described under a) or b) are lost; their function within the Presidency will terminate at the date of the next meeting of the Executive Bureau.

The Executive Bureau shall declare the vacancy and hold the responsibility of organising, if need arise, the process for electing his/ her replacement.

Article 64

The President, the Co-Presidents and the Vice-Presidents have the right to resign.

FINANCES

Article 65

The World Organisation shall derive its finances from membership fees, income from activities, grants and other sources.

Article 66

The operational and financial year will coincide with the calendar year and will be closed on 31 December each year. The accounts should be closed on 31 December each year.

Article 67 The Treasurer

The Treasurer is responsible for the oversight of the financial strategy, accounting and management of the World Organisation's finances. Every year, she/he shall present to the Executive Bureau:

- a. the accounts of the previous financial year, certified by an independent external auditor appointed by the Executive Bureau which shall be submitted to the World Council for final approval;
- b. the budget for the next financial year;
- c. other significant financial reports.

The Treasurer fulfils his/her functions without remuneration.

Article 68 The Financial Management Committee

The Financial Management Committee shall be appointed by the Executive Bureau, chaired by the Treasurer and composed of representatives of the 6 members paying the highest membership fees and 6 elected representatives of other members, taking into account the geographical diversity and representation of the local government membership.

The members of the Financial Management Committee fulfil their function without financial remuneration.

Article 69

The Financial Management Committee's role is to advise the Treasurer and the Executive Bureau on financial matters. The Committee shall be consulted on the preparation and execution of the budget, and may propose a mechanism for internal audit to the Executive Bureau including the appointment of a maximum of 3 Honorary Auditors.

THE SECRETARY GENERAL

Article 70

The Secretary General is the chief executive officer of the World Organisation. She/he directs the daily activities of the World Organisation and carries out the decisions of the General Assembly, the World Council and the Executive Bureau. The Secretary General manages the General Secretariat and the activities, programmes and finances of the organisation under the guidance of the Presidency and the responsibility of the Executive Bureau.

Article 71

The Secretary General is appointed by the Executive Bureau and may be dismissed by the Executive Bureau.

Article 72

The Secretary General is responsible for the employment of the General Secretariat's personnel.

Article 73

In his/her daily activities, the Secretary General has a general authorization to represent the World Organisation on behalf of the Executive Bureau.

Article 74

The Secretary General, as the duly authorised representative of the World Organisation, is authorised to work with banks and other credit institutions, to order payments and execute all kinds of contracts as allowed under civil, mercantile and administrative law.

The Secretary General may also represent the World Organisation before public administrations and courts, and have power to appoint legal counsel and court attorneys.

CONDUCT OF ELECTIONS

Article 75

The Electoral Procedure Rules, annexed to this constitution, shall have effect for regulating the conduct of elections to the World Council and Executive Bureau, and for defining the role of the Committee on Statutory Affairs.

Article 76

The Electoral Procedure Rules may be amended by the World Council, by a majority of not less than two-thirds of those voting, upon a resolution of the Executive Bureau recommending such amendment. All members of the World Organisation shall have at least two month's written notice of the meeting of the World Council at which any proposed amendment to the Electoral Procedure Rules is to be voted on.

LIABILITY

Article 77

The World Organisation is liable as a legal entity only to the extent of its assets; members are not individually liable for such corporate debts and liabilities.

GENERAL RULES OF PROCEDURE

Article 78

The Executive Bureau approves the General Rules of Procedure, which shall deal with details concerning the internal operation and regulation of the World Organisation. They shall be ratified by the World Council.

Article 79

Any point which is not dealt with in these statutes shall be ruled by the law of Spain.

AMENDMENTS TO THE CONSTITUTION, MERGER, DISSOLUTION AND LIQUIDATION OF THE WORLD ORGANISATION

Article 80

Any proposal for a revision of the Constitution or the merger, dissolution or liquidation of the World Organisation shall emanate from the Executive Bureau or from six or more local government members from different countries.

Article 81

The members of the World Organisation shall be notified in writing of the proposals at least two months before the meeting of the General Assembly at which they shall be considered.

Article 82

No decision on amendments to the Constitution or merger, dissolution or liquidation of the World Organisation shall be adopted unless two-thirds of the Local Government members are represented and it is approved by a two-thirds majority of the valid votes cast.

Article 83

If less than two-thirds of the local government members were represented at the first meeting, the General Assembly shall at the subsequent meeting be entitled to make a binding decision irrespective of the number of the local government members represented.

Article 84

In the event of dissolution, the General Assembly shall make the necessary and adequate arrangements to determine the destination of the goods and rights of the Association. The Assembly will also make arrangements related to the ending, winding down and liquidation of any pending activity of the Association.

The net residues resulting from the liquidation will be given directly to a non-profit public or private entity in the same territory, and active in a similar field, to the Association, or dedicated to charity.

The Association will be dissolved by decision of its members explicitly expressed in a special session of the General Assembly called to this effect. At least two thirds of the local government members need to be in agreement, and express their consent with two-thirds of the valid votes, as established in article 82 of this constitution and according to the causes contained in article 39 of the Civil Code and by Court Order.

OFFICIAL LANGUAGES**Article 85**

The initial official languages of the World Organisation shall be English, French and Spanish. The World Council may make subsequent decisions on official and working languages, taking into account the development of membership and resources available.