



Délice Network

Statutes

Approved by the General Assembly on May 28, 2024



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 that 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 the most active worldwide in terms of food-based initiatives.

Throughout the Network, member cities can grow knowledge, share their projects and initiatives, feed on other cities' initiatives, and create strong partnerships.

Article 1

Name

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

Brand

Although the official name in the register of French associations remains "Délice Network" or "Réseau Délice", the Association can also be known and presented as "The Food Capitals by Délice Network", a brand voted for at the 2023 General Meeting in Malmö, Sweden.

See Délice Network Rules & regulations for more details about the use of the "The Food Capitals by Délice Network" brand.

Article 3

Headquarters

The Association official administrative address is in Lyon,

Hôtel de Ville de Lyon

Place de la Comédie



69001 LYON

This address may be changed by the decision of the General Assembly, with a two-thirds majority of those present.

The administrative office, headquarters of the network's daily activities and management body, can be located elsewhere (at a different address/in a different city).

Article 4

Purpose

This international, non-profit Association is dedicated to cities that 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 globally.

Within Délice, member cities work around several topics related to Food and Gastronomy. These topics are defined in the Strategic Plan, determined by the Executive Committee and approved by the members at the General Assembly.

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 and 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 the 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 for 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, the shared values linked to food and gastronomy and on the topics discussed within the Network.



The Association is authorized to organize and take part in international conferences and "gastronomic" events, to conduct studies on the subject, to organize promotional events, and lead creative projects.

Article 5

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 only be considered for the following year).

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 using the official application form to be provided priory by Délice.

All membership applications 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 that obtains a majority of votes in its 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 6

Sponsor Members of the Association

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

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

They are presented as "Délice Partners". They can profit from 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 are to be approved by the Executive Committee by a vote.

Article 7

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 allowed 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 8

The Bodies Comprising the Association

The bodies comprising the Association are:

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

Article 9

The General Assembly

The General Assembly comprises all the city members of the Association, excluding the sponsors.

The General Assembly is validly constituted when at least half of the city members are present or represented. If this quorum is not obtained, the General Assembly shall convene again within a period of twenty-four hours at the latest. It shall have the power to deliberate without a quorum rule.

Only city members may participate in voting. Each member city has one vote at the General Assembly. Decisions are taken by a 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 two 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 Assembly, which can be held online, there can be other gatherings, organized according to our rules and regulations.



During the Annual General Assembly, 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 modification.

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

The agenda and all the documentation regarding any General Assembly will be sent, 15 days in advance, including the previous meeting minutes.

The minutes of the Délice Network Meetings and the Annual General Assembly 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 10

The Executive Committee

The Association is run by an Executive Committee made up of seven 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 three 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 four times every year when convened by the Executive Director, 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, to add professional expertise.

A meeting of the Executive Committee will be considered 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 a 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 an 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 three years. The President may serve for a maximum of two consecutive terms. After a minimum break period of one mandate, the President may serve for a further two more terms.

In case of the President's resignation, the Vice-President will be taking over the President's function until the end of the mandate. The Executive Committee will vote for a new Vice-President among its members. In case of the Vice-President's resignation, the Executive Committee will vote for a new Vice-President among its members. In the case where both President & Vice-President resign, new elections will be organized.

In the event of the resignation of another member of the Executive Committee, the city may appoint a new representative to sit on the committee until the end of the term.

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 lost city until the end of the current mandate.

Article 11

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 convened if it is necessary to:

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



represented.

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

Only city members may participate in voting. Each member city has one vote at the Extraordinary General Assembly. Decisions are taken by a simple majority vote of members present or represented.

Article 12

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 two members of a new Executive Committee must be comprised of members of the former Executive Committee.

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

- The Délice Headquarters will send a note to all members informing them of the election process four months prior to the Annual General Assembly.

- Former members and new candidates are requested to submit a formal candidacy at least two months prior to the Annual General Assembly. Their candidacy 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 a copy to the Headquarters.

- Candidates for the Executive Committee undertake to devote part of their working time to the association's activities, to give a concrete contribution to the association's day-to-day work and to be a present and supportive Team to the Executive Director in her/his daily work.

- The detailed voting process is confirmed by the Executive Committee, depending on parameters such as the number of candidacies and the number of voting members. The detailed voting process and all candidacies are sent to the members of the General Assembly at least one month prior to the Annual General Assembly.

- An online voting system is set up one month before the Annual General Assembly, allowing cities that cannot attend the General Assembly 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 Assembly, 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 13

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 in specific projects, events, research projects,
- Resources from its activities, invoiced to any external organization, in compliance with its objectives,
- Any other resources authorized by legislation and regulations in force and compliance with its objectives.

The Association may own property and assets necessary for meeting the objectives stated in Article [43](#).

The amount of the different 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 appropriate 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 reserves for the following years.

Article 14

Fiscal year

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

Article 15

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 16

Life of the Association

The Association is established for an unlimited duration.

Article 17

Modification of the statutes and dissolution of the Association

The statutes of the Association may be modified by the Extraordinary General Assembly convened according to the provisions of article 11.

The dissolution of the Association may only be the result of a decision taken by the Extraordinary General Assembly, including the liquidator or liquidators and the means of liquidation, convened according to the provisions of article 11.

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 the ordinary majority. If no similar Association is identified, to one or more organizations appointed by the extraordinary General Assembly to satisfy a need of general interest in terms of food and gastronomy.

Article 18

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 defining the operating procedures are drawn up by the Executive Committee and approved by the General Assembly.

Article 19

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

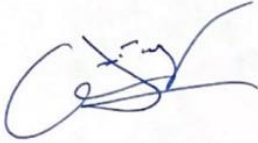
Statutes modified and adopted by the Extraordinary General Assembly of January 29, 2013

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

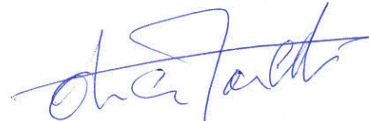
Statutes modified by the Extraordinary General Assembly of October 9, 2018, adopted on November 30, 2018

Statutes modified and adopted by the Extraordinary General Assembly of June 29, 2021

Statutes modified and adopted by the Extraordinary General Assembly of May, 2024



Felipe Garcia, President



Olivier Murette, Vice President