

Délice

The network of worldwide good food cities

Bylaws

INTRODUCTION

Gastronomy expresses our enjoyment of life and certain key values, now more necessary than ever, which centre on socialization and sharing: conviviality, but also the awakening of the senses. Gastronomy is also an essential element of our heritage, a value to be shared by all generations.

It is a characteristic element of our way of life but it represents also an increasingly important aspect in promoting tourism and economic growth, which helps to promote our territory.

These observations led the City of Lyon to take the initiative this past September 21 – at the time of a daylong celebration of its chefs and the specialty products of its region – to invite the political and technical leaders from cities of the world and organizations, which had shown an interest in pooling their expertise and their experiences in the field of gastronomy, to gather in its City Hall for the purpose of creating an international association of gourmet cities.

The goal of this association is to nourish a culinary "culture," enhance the "fine dining" spirit of our cities and encourage personal exchanges (chefs, teachers, apprentices,...) and also theme-based exchanges.

This network is also a promotional tool since it awards a seal of approval which constitutes a way of distinguishing its members from other cities in terms of gastronomy.

Article One

The subscribers to these bylaws hereby establish "the network of worldwide good food cities" or "le réseau des villes gourmandes du monde" to be known as: "Delice" 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, to any other member city in the association.

Article 3

Purpose

The purpose of this international, non-profit association is to promote the appreciation of the culinary and gastronomic traditions, and of the regional specialties both from the land and from the sea, of its member cities.

Its purpose is also to bring municipalities of all countries together in a true forum for communication, sharing information and experiences in matters of gastronomy.

Its activity will focus primarily on the area of food services, and more generally, on food products.

The objectives of the association are:

- To foster multilateral exchange of experience, ideas, creations, technologies and expertise
- To encourage exchange of cooks, technical experts, and teachers
- To organise theme-based meetings
- To help local public authorities undertake concerted action to promote gastronomic projects
- To provide a structure for this exchange within the scope of an international network of local public authorities
- To create arenas for research, experimentation, training and/or operations
- To include gastronomic issues within a perspective that is both environmentally-friendly and in favour of sustainable development
- To enable the cities to develop an identity by means of their heritages and their culinary and gastronomic talents
- To develop gastronomy as a tool for promotion and communication of the cities
- To highlight or organise public events related to fine dining

The association is authorised to organise and take part in international conferences and "gastronomic" events, to conduct technical and artistic studies on the subject, and to organise promotional events.

It may own property and assets necessary for meeting such objectives.

Article 4

Members of the association

The association is composed of cities and stakeholders in the fields of gastronomy and food products. The term "cities" refers to cities, population clusters or urban communities.

The founding members are those cities involved in the creation of the association: the cities which gathered in Lyon on September 21, 2006, or on January 24, 2007, or which demonstrated their interest in the network by this date, to wit:

Barcelona	Lyon
Birmingham	Madrid
Brussels	Milan
Guangzhou	Montreal
Genoa	Riga
Gothenburg	Saint Louis
Lausanne	
Leipzig	

They will function as a closed group for one year before opening up to consideration of new regular or associate members.

Regular members are cities involved in initiatives in the field of gastronomy. They play a full and active part in the association's projects. They will have the same rights and the same dues payments as the founding cities.

Associate members are professional stakeholders (schools, businesses, associations, craftsmen, farmers, etc.) in at least one of the association's fields of activity, and who also pay a financial contribution to the association. They have a specific college within the association.

Honorary members are former active members or people who render or have rendered eminent services to the association. They may not be part of the executive committee and do not have voting rights at the general assembly. Neither do they pay the annual fee.

Article 5

Membership

The mayors or official representatives of cities or gastronomic stakeholders who wish to become members of the world good food cities network, "Délice", must send an application for membership to the chairman of the executive committee. For cities, an official membership deed must also be enclosed.

All applications for membership are studied by the executive committee during their meetings.

Cities whose candidacy has been approved by the executive committee may participate in the association's work and benefit from its activities, under the condition that they have paid their fee.

Article 6

Resignation – Striking off

Membership will be lost by resignation or striking off pronounced by the ordinary general assembly with a majority vote of two-thirds of those present, for non-payment of fees, non-respect of articles of association or serious misdemeanour.

Article 7

The bodies comprising the association

The bodies comprising the association are the general assembly, the executive committee and the select commissions.

Article 8

The general assembly

The general assembly comprises all the members of the association or their representatives to the executive committee. Only founding and regular members, to-date with payment of their fees, may participate in voting.

Article 9

The ordinary general assembly

The general assembly meets each year in an ordinary session convened by the executive committee.

This meeting takes place in a city that is a member of the association, by rotation.

During these meetings, the association's orientations are defined, as are the main principles of its action.

Decisions are taken by simple majority vote of members present or represented.

A member may be represented at the ordinary 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 facsimile.

Each member has one vote at the ordinary general assembly.

The association bylaws are to be approved at the first meeting of the general assembly.

It elects the executive committee, approves the annual activity report submitted by the executive committee and approves the amount of the annual fee.

After presentation by the executive committee, it confers the status of honorary membership, by a majority vote.

Experts can be invited to participate for advisory purposes.

The minutes of the meeting will be written by the secretary and sent to all members of the association within a month.

Article 10

The extraordinary general assembly

The extraordinary general assembly is the only body authorised to modify legal provisions and pronounce the dissolution of the association. Its rulings are taken with a two-thirds majority of members present or represented for modifications, and a three-quarters majority for dissolution. It can be convened either by decision of the executive committee, or on the request of two-thirds of the members of the general assembly.

Article 11

The executive committee

The association is run by an executive committee made up of 7 members, representing the founding or regular members elected by the general assembly for a three-year mandate.

At least one third of the executive committee is to be comprised of founding members.

The members of the executive committee are appointed by the ordinary general assembly for a three-year period, except in cases where it is necessary to appoint one of its members for a limited period between two ordinary general assemblies. They receive no financial compensation for exercising their functions.

The executive committee chooses from its members a chairperson, a vice-chair, a secretary, a treasurer, and three other members. In the absence of a chairperson, the assembly will be chaired by the vice-chair, or if necessary, a member appointed by the chairperson.

The executive committee reserves the right to open its meetings to one or two representatives of associate members, on the basis of the subjects to be discussed, for purposes of adding professional expertise.

The executive committee will be allowed to appoint a management body for daily management purposes, according to the association's resources.

All members of the executive committee are free to resign from their functions if they see fit. This resignation will be effective one month after it is accepted by the executive committee.

If a position is left vacant by a member of the executive committee during his or her mandate, a new member can be temporarily appointed by the executive committee.

In this case, the newly appointed member will act as a member of the executive committee until the end of the mandate of the member he or she is replacing.

The executive committee meets when convened by the chairperson, or on the request of three of its members, at least twice a year.

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 facsimile.

Modern technologies for meetings may be used to alleviate travel difficulties.

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

A report will be drafted after each meeting.

The chairperson may consult the members of the executive committee by any available means of communication.

The executive committee authorizes the chairperson to take legal action.

The executive committee is empowered to initiate management operations necessary to the running of the association under the responsibility of its chairperson and must have an audited financial report approved by the ordinary general assembly.

Article 12

Specialist Commissions

Specialist commissions will be set up from one ordinary general assembly to the next. They can be extended if need be, after specific approval by the ordinary general assembly.

Their aim is to investigate and implement action on specific themes. These themes are agreed by the general assembly. The executive committee can however agree additional commissions.

They may take the initiative to invite the participation of experts.

Article 13

The association's resources

The association's resources include:

- the fees paid by its members,
 - subsidies and grants that it may obtain, within the scope of applicable legislation and regulations,
 - income from its assets,
 - resources from its activities, payment for technical support services, research, or organisation of "gastronomic" events,
 - any other resources authorised by legislation and regulations in force and in compliance with its objectives.
- In addition, the association may seek funding from public or private, local, regional, national, European or international partners.

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 fee is due by all founding and regular members, every civil year within the first semester of the running year.

The same is true for the financial contribution by associate members.

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. No profit may be made.

Article 14

Fiscal year

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

The only exception will be that the first year of the association will begin one full day after the publication of its incorporation in the "Journal Officiel" and will end on December 31st of the same 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.

Article 16

Life of the association

The association is established for an unlimited duration.

Article 17

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 gastronomy.

Article 18

Rules and regulations

The executive committee may issue rules and regulations for the purpose of clarifying and supplementing the operating rules of the association.

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.

Signed in Lyon, on

In 3 original copies

Bylaws adopted by the constitutive general assembly on September 18th

The chairperson
Jean Michel DACLIN

Member of executive committee
Michael O'Reilly