

LUCI Association

Lighting Urban Community International

STATUTES

Signed in Pécs (Hungary), on the 25th of June 2002

Amended at the LUCI AGMs in San Luis Potosi (Mexico) in 2008, Guangzhou (China) in 2013, Seoul (South Korea) in 2016, Durham (UK) in 2017, and Montpellier (FR) in 2024.

PREAMBLE

Nearly two thirds of the population of the planet, i.e. some 5 billion inhabitants now live in cities. Large metropolitan areas offer great possibilities, but also major problems for mankind, that we are today forced to address. The development of suitable urban management policies will play a decisive role in helping to successfully improve the quality of life for the citizens of cities.

Modern life involves permanent and continuous activity. Artificial light is essential in organising and defining urban activities.

Since time immemorial, light has been the symbol of knowledge and life.

Today, light is considered by many local authorities to be one of the main components of their policy for urban development and for enhancing their international influence. It is used to showcase the riches of their heritage and plays an important role in improving the quality of life in the city.

Municipalities that are either already involved in this process to enhance the value of their heritage, or who are looking to do so, have many opportunities for various forms of cooperation, all offering mutually beneficial advantages.

The many meetings and studies on lighting already realised in cities around the world should be the subject of mutual exchange of information and experience.

This situation encouraged the City of Lyon to take the initiative of organising a meeting at its city hall on December 7 and 8, 2001, during its « Fêtes des Lumières » light festival, for municipal council representatives who had expressed interest in the possibility of combining their experience in the field of lighting within the framework of a newly-established international network of cities of light.

The objective of this Association is to conceive and promote illuminations that benefit cities, by bringing together all the main parties involved. In the eyes of the world, lighting gives new life and vigour to the history of these major cities. The Association is to be of an international scope, helping to ensure that light becomes a major tool for urban life, architecture and development.

Chapter 1 : CHARACTERISTICS

Article 1: Name and legal form

The members signing these articles have decided to establish an association governed by the French law passed on the 1st of July 1901 entitled LUCI (Lighting Urban Community International) Association.

Article 2: Objectives

LUCI is a non-profit organisation, whose objective is to promote, at an international level, the use of light as a tool for sustainable urban development, which increases the attractiveness of cities and improve the quality of life of their inhabitants. LUCI positions itself as the « international network of cities on urban lighting ».

LUCI notably operates in the areas of public lighting, architectural lighting, streets or other urban landscapes, art and light, as well as event and creative lighting for temporary illuminations.

3 broad principles guide its actions:

- encouraging the use of light as a tool for cultural, social, economic and urban development;
- ensuring consideration of lighting in sustainable development and environmental plans;
- developing and promoting the identity of cities through artistic and technical choices with regard to lighting.

With this in mind, LUCI's role is to create opportunities for all local authorities to meet in order to exchange their knowledge, practices and experiences in the area of lighting and illumination.

It is empowered to organise and participate in lighting events and international conferences, as well as to realise artistic and technical training and studies on the topic, promotional activities and, more generally, any other action considered necessary to achieve the association's objective.

In particular, LUCI can establish Regional Offices that represent the association and develop its activities at a regional level. The operating procedures of such Regional Offices shall be established by the Association's internal procedures.

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

Article 3: Head office

The Association's head office is in Lyon, 6 place Louis Chazette, 69001.

It may be transferred to any other member city of LUCI Association on decision of the General Assembly by a majority of 2/3 of members present or represented.

Chapter 2: Composition

Article 4: Members

The Association is made up of:

- Regular members,
- Supporting associated members,
- Ordinary associated members,
- Honorary members.

Legal entities are represented in statutory bodies of the Association by their legal representative or any other person designated by them. Each legal entity has one vote.

The scale of fees is determined in the internal procedures of the Association.

4-1 Regular members

Regular members of the association can be municipalities or urban agglomerations that demonstrate an interest in the objectives pursued by the Association, and want to become actively involved in any way they can.

To become a regular member, it is necessary to apply to, and be approved by, the Executive Committee according to the conditions set out in article 5 of these statutes.

Regular members are voters and eligible to join the Executive Committee or Board.

They must pay an annual subscription.

4-2 Associated members

Associated members can be legal entities which are not municipalities or urban agglomerations but are qualified in one of the areas of activity of the Association and want to get involved in the objectives pursued by the Association (companies, universities, lighting designers, other non-profit associations and organisations...).

To become an associated member, it is necessary to apply to, and be approved by, the Executive Committee according to the conditions set out in article 5 of these statutes.

Associated members are qualified as ordinary or supporting associated members depending on their level of membership according to the internal procedures of LUCI.

4-2-1 Supporting associated members

Supporting associated members are legal entities of the level 1 category as described in LUCI's internal procedures.

They attend the General Assembly of the Association in an advisory capacity.

Three representatives of the supporting associated members may be invited to participate

in the Executive Committee in an advisory capacity. These three representatives are elected by and amongst the supporting associated members according to the conditions defined by article 9 of the present statutes.

They do not vote and are not eligible in the Executive Committee or the Board.

They must pay an annual subscription.

4-2-2 Ordinary associated members

Ordinary associated members are legal entities of all categories other than level 1 as described in LUCI's internal procedures.

Ordinary associated members attend the General Assembly of the Association in an advisory capacity.

They do not vote and are not eligible to join the Executive Committee or the Board.

They must pay an annual subscription.

4-3 Honorary members

The title of honorary member can be awarded by the General Assembly on proposal of the Executive Committee to natural persons or legal entities which are not members of the Association but which have provided significant assistance or have made donations. The title of honorary member grants the holder the right to participate in an advisory capacity at the Association's General Assemblies.

The Executive Committee can, if it wishes, elect an honorary President from amongst the honorary members. The honorary President may be invited to participate in an advisory capacity at meetings held by the Executive Committee.

Honorary members do not have to pay a subscription.

Article 5: Admission

Legal entities who want to become member of the Association must submit their application to the Association's head office.

All members must enclose an official membership form with their application.

The application is submitted to the Executive Committee which makes a decision, without having to justify its reasons and there is no right to internal appeal.

Membership takes effect on the date the first subscription is paid by the approved member.

Article 6: Resignation – Membership cancellation

For legal entities, membership status is lost by:

- dissolution;
- resignation, sent by registered letter with acknowledgement of receipt to the Association's President;
- cancellation of membership declared by the Executive Committee for non-payment

- of the annual subscription after failure to respond to a reminder;
- expulsion declared by the Executive Committee for serious reasons or for failing to observe these statutes or the Association's internal procedures. The legal representative of the member concerned must have been summoned beforehand to provide any explanation and can be accompanied by a person of their choice at the meeting of the Executive Committee that will make a decision about the member's expulsion.

For natural persons, membership status is lost by:

- resignation, sent by registered letter with acknowledgement of receipt to the Association's President;
- expulsion declared by the Executive Committee for serious reasons or for failing to observe these statutes or the Association's internal procedures. The member concerned must have been summoned beforehand to provide any explanation and can be accompanied by a person of their choice at the meeting of the Executive Committee that will make a decision about their expulsion.

Chapter 3 : MANAGEMENT AND GOVERNANCE

Article 7: The organs of the Association

The organs of the Association are the General Assembly, the Executive Committee and the Board.

Article 8: The General Assemblies

8-1 Common provisions

The General Assembly is made up of:

- Regular members up to date with their subscriptions on the date of the meeting. They have the right to vote.
- Supporting and ordinary associated members up to date with their subscriptions on the date of the meeting as well as honorary members. They attend only in an advisory capacity.
- Honorary members if some have been designed. They attend only in an advisory capacity.

The General Assembly convenes by decision of the Executive Committee or at the request of half of the Association's voting members.

Notification to attend is sent at least four weeks before the meeting by letter, fax or email. The agenda is set by the Executive Committee or, where relevant, by the members who initiated the notification to attend.

The session is chaired by the President of the Executive Committee.

Voting takes place by show of hands, with the exception of elections. Voting by correspondence may be organised according to the methods determined by the Association's internal procedures.

Proxy voting is authorised but the number of proxy votes that can be held by one same member is limited to three. The proxy vote must be granted to a member who has the right to vote.

Blank proxy voting forms sent to the Association's head office are presumed to express a vote in favour of the projects presented for debate by the Executive Committee, with the exception of elections.

Minutes of the decisions made at General Assemblies are drawn up and signed by two members of the Board including the President or one of the Vice-Presidents.

8-2 Ordinary General Assemblies

The General Assembly takes place at least once a year and whenever necessary.

The General Assembly does not require a quorum. Decisions are made by a simple majority of votes cast by members present and represented.

The General Assembly has the following powers:

- It listens to the financial and administrative report.
- It approves the accounts for the year ended and decides on the allocation of income to association projects and reserve accounts.
- It approves the draft budget drawn up by the Executive Committee.
- It is competent to appoint, where relevant and in accordance with statutory provisions an auditor and alternate auditor for six years.
- It approves, according to the conditions set out in article L 612-5 of the commercial code, agreements between the Association and its managers, as well as between the Association and its members.
- It ratifies the actions of the Executive Committee in terms of management.
- It elects members of the Executive Committee according to the conditions set out in these statutes.
- It awards the title of honorary member and honorary President on the proposal of the Executive Committee.

8-3 Extraordinary General Assemblies

The Extraordinary General Assembly is competent to make decisions relating to statutory changes, dissolution or transformation of the Association, or its merging with any other body pursuing similar aims, proposed by the Executive Committee.

The Extraordinary General Assembly can only convene if 1/3 of the members with the right to vote are present or represented.

If this quorum is not obtained, the meeting will convene again at least 8 weeks later. The same agenda shall be considered without requiring a quorum. In all circumstances, decisions are made by an absolute majority of votes cast by members present or

represented.

In the case of dissolution, the Extraordinary General Assembly nominates one or several liquidators.

The Extraordinary General Assembly shall decide on the allocation of the liquidation surplus. The liquidation surplus shall be given to a body pursuing the same objectives as the association. Where this is not possible, the liquidation surplus shall be allocated according to the conditions set out in the law of 1st July 1901 and the decree of 16 August 1901. Any distribution of assets to members is prohibited.

Article 9: The Executive Committee

The Association is managed by an Executive Committee made up of 9 members elected from amongst regular members on a basis of no more than 2 members per country. The members of the Executive Committee are elected by the General Assembly for a period of two years.

Only the regular members that have been members of LUCI for more than 2 years are eligible to join the Executive Committee.

Members of the Executive Committee are re-eligible.

They carry out their functions without financial compensation.

If the Executive Committee has a vacancy during the term of office, it provides for a replacement by co-opting. The term of office of the co-opted member ends on the date when that of the replaced member would normally expire.

Applications to enter the Executive Committee must be sent at least 15 days before the General Assembly to the Association's head office.

In addition to the 9 members mentioned above, 3 representatives of the supporting associated members may be invited to attend meetings of the Executive Committee in an advisory capacity. They are elected by and amongst the supporting associated members for 2 years, according to the methods set out in the Association's internal procedures.

The honorary President may also be invited in a purely advisory capacity.

The Executive Committee is invited to convene at least twice a year and whenever necessary by the President or by delegation, one of the Vice-Presidents.

The notifications to attend are sent at least 4 weeks before the date of the meeting by standard mail, fax or email.

The Executive Committee only constitutes a quorum if at least 1/3 of its members with the

right to vote are present or represented.

Decisions are made by a simple majority of the votes cast by members present and represented.

Voting is by show of hands, with the exception of elections where voting takes place by secret ballot.

Voting by correspondence can be organised according to the methods set out in the Association's internal procedures.

Proxy voting is authorised according to the same conditions as the General Assembly.

The Executive Committee has full powers to manage and run the Association in accordance with the provisional budget, in particular:

- it defines the Association's policy;
- it draws up the draft budget which is submitted for approval at the General Assembly;
- it draws up the accounts which it submits for approval at the General Assembly;
- it sets the amount of the annual subscriptions of each membership category;
- where relevant, it adopts and modifies the Association's internal procedures;
- it makes decisions about admissions, membership cancellation and expulsion of members;
- it draws up proposals awarding the title of honorary member and honorary President which are then submitted for approval at the General Assembly;
- it decides on job eliminations and creations;
- it decides, where relevant, on the creation of Commissions as set out in article 12 of the statutes and defines their operating procedures;
- where relevant, it is competent to approve the written delegation of powers and signature granted to the General Director of the Association and generally to any employee of the Association;
- it is competent to authorise any act of disposal;
- in an emergency, it can authorise commitment of expenditure not provided for in the provisional budget on condition that this is ratified at the next General Assembly;
- it is generally competent to authorise any action which does not come under the statutory authority of another organ of the Association;

The Executive Committee can also delegate some of its powers to third parties in the framework of a written and special delegation of powers. This delegation of powers will have to be authorized by the General Assembly.

Minutes of Executive Committee meetings are drawn up and signed by two members of the Board present, including the President or one of the Vice-Presidents.

Article 10: The Board

The Executive Committee elects from amongst the voting members:

- a President,
- two Vice-Presidents,
- a Treasurer,

and a Secretary if the Executive Committee considers it necessary. They are elected for a renewable period of 2 years.

By derogation, the current Vice-President will be designated President of the Association for the first mandate of 2 years, when these present statutes are implemented. It is therefore also decided to nominate him in the first Executive Committee.

If the Board has a vacancy during the term of office, it provides for a replacement by co-opting. The term of office of the co-opted member ends on the date when that of the replaced member would normally expire.

10-1 President and Vice-Presidents

- The President

The President is responsible for the smooth running of the Association.

He represents the Association in all civil matters and is vested with full powers in this respect.

He is notably authorised to take legal action on behalf of the Association, both as claimant and defendant, negotiating all agreements, granting all transactions and initiating all legal proceedings. The President briefs the Executive Committee on all legal actions initiated on behalf of the Association.

If the President is not able to carry out these functions, legal representation and action can only be ensured by a representative acting in accordance with a special power awarded by the Executive Committee.

The President authorises expenses within the framework of the budget approved by members of the General Assembly.

He performs the duties of employer.

He presents to the General Assembly the administrative account and reports on the activities of the Association.

He ensures application of statutes.

The President can also delegate some of his/her powers to third parties in the framework of a written and special delegation of powers. This delegation of powers will have to be authorized by the Executive Committee.

- The Vice-Presidents

The Vice-Presidents assists the President in all areas.

The First Vice-Presidency has for objective, among others, to prepare the office bearer in exercising the mission of President, should he be elected in this function.

10-2 The Treasurer

The Treasurer ensures the bookkeeping.

He settles expenses and collects revenue for the Association.

He is authorised to open and manage the accounts of the Association in the same way as the President.

The Treasurer can delegate some of his powers and his signature to any other member of the Board or to a permanent employee of the Association.

10-3 The Secretary

If the Executive Committee considers it necessary to elect a Secretary:

The Secretary draws up or requests to be drawn up under his supervision the minutes of decisions made at the General Assembly as well as minutes of the Board meetings.

He maintains the Association's registers.

He ensures that formalities are carried out, notably notifying the Prefecture of statutory changes and changes of governance.

The Secretary is also responsible for correspondence and archives.

The Secretary can delegate some of his powers and his signature to another member of the Board, or to a permanent employee of the Association.

Article 11: The General Director

The General Director of LUCI is an employee of the Association appointed by the President.

He can attend the meetings of the statutory bodies of the Association on invitation, but only in an advisory capacity.

The members of the Board and the Executive Committee may delegate some of their functions or signatures to the General Director of the Association in the framework of a written and expressed delegation of powers. The General Director always acts under the authority and control of the Board and the Executive Committee to which he reports.

Chapter 4 : Other provisions

Article 12: Working Groups

Working Groups on different topics can be formed by the Executive Committee which determines their operating procedures. The Working Groups present the results of their analysis to the Executive Committee and report to it on their work.

They have no legal personality. Their aim is to further internal analysis on specific topics (lighting and safety, sustainability, innovation, event and artistic lighting, promotion and marketing etc...).

The Working Groups shall under no circumstances interfere with the powers of the

statutory bodies of the Association. The operating procedures of these Working Groups shall be established by the Association's internal procedures.

Article 13: The resources of the Association

The resources of the Association include:

- subscriptions paid by its members,
- public or private subsidies and donations that can be granted to it, in observance with applicable laws and regulations,
- the proceeds of the sale of goods and services offered by the Association, and, where relevant, of the events that it organises,
- any other resources authorised by laws and provisions in force and complying with the aims pursued by the Association.

The amount of the various subscriptions is set annually by the Executive Committee.

The annual subscription is due in the first half of every year. The Executive Committee determines the collection method.

Article 14: Disputes and litigation

In case of disputes or litigation, French law shall apply. French courts shall have sole jurisdiction. These statutes have been drawn up in French and English. In case of difficulties in the interpretation of these statutes, French language shall prevail.

Signed in Montpellier, France

26th April 2024

Mr Badr Tnacheri OUZZANI

President of LUCI

Vice-Mayor of Rabat