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*World Winter Cities Association for Mayors*

# Charter

*Revised in September 2018*

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## **Chapter I. General Provisions**

### **Article 1. Title**

This international organization shall be called the World Winter Cities Association for Mayors (WWCAM), hereinafter referred to as the "Association."

### **Article 2. Status**

1. The Association shall be an international nonprofit organization registered in accordance with the laws of the country in which the Secretariat is located.
2. The Association shall have the power to enter into contracts and execute legal actions in accordance with the laws of the country in which the Secretariat is located.

### **Article 3. Objectives**

The objectives of the Association are:

- (1) to contribute to the development of functional, efficient winter cities by bringing together representatives of cities that have significant snow accumulation and experience severe cold, and by encouraging and facilitating the sharing of knowledge and information concerning mutual urban problems associated with winter;
- (2) to promote the "Winter Cities Movement" under the slogan "Winter is a Resource and Asset";
- (3) to strengthen cooperation and solidarity among winter cities and to contribute to peace and international cooperation.

### **Article 4. Definition of Winter Cities**

Winter cities are defined as those meeting either of the following criteria:

- (1) cities having an annual snow accumulation of more than 20cm every year
- (2) cities having an average temperature of 0°C (32°F) or below during the coldest month.

### **Article 5. Activities**

1. As the means to attain the aforementioned objectives in Article 3, the Association shall:
  - (1) hold the World Winter Cities Conference for Mayors (hereinafter referred to as the "Mayors Conference");

- (2) hold the Winter Cities Forum (hereinafter referred to as the "Forum") and the Winter Expo (hereinafter referred to as the "Expo");
  - (3) administer subcommittees;
  - (4) issue a newsletter and other publications;
  - (5) undertake revitalization projects;
  - (6) undertake other necessary activities to attain the objectives of the Association.
2. The Forum and Expo, as stipulated in Article 5-1, shall, in principle, be held in conjunction with the Mayors Conference. This rule, however, does not apply if the host city of the Mayors Conference does not wish to organize them.

## **Chapter II. Membership**

### **Article 6. Membership**

The members of the Association shall be the cities which are approved for membership by the Board of Directors in accordance with Article 8, from among those winter cities defined in Article 4. Representatives of the members shall be mayors. In the absence of the mayor, a proxy representing the mayor shall assume the responsibilities of the representative of the member.

### **Article 7. Honorary Member**

1. The Association shall grant Honorary Membership to an individual who has made a special contribution to the development of the Association or to the winter cities movement.
2. Honorary Members shall be nominated by the General Assembly.
3. The Honorary Members shall be informed of all the activities of the Association and invited to the General Assembly and Mayors Conference. When Honorary Members attend the Mayors Conference, payment of the registration fee shall be waived
4. Honorary Members shall not have the privileges of speaking and voting at the General Assembly.

### **Article 8. Membership Procedure**

1. Mayor of a city wishing to become a member of the Association shall apply to the President for membership.
2. After receipt of the membership application, the President shall make a decision regarding the application in consultation

with the Board of Directors.

3. Membership shall be granted by a majority vote of the Officials present at a meeting of the Board of Directors.
4. The Board of Directors shall inform the General Assembly whether a membership application has been accepted or not.
5. Any city whose membership application is not accepted by the Board of Directors shall have the right to appeal at the General Assembly. In this case, final decision shall be made at the General Assembly meeting in which the city protests.
6. Membership shall become effective on the date it is approved by the Board of Directors or decided by the General Assembly.

#### **Article 9. Withdrawal**

1. Any member may withdraw its membership by submitting to the President a notification of withdrawal and settling any outstanding financial obligations.
2. The President shall report the withdrawal to the Board of Directors and the General Assembly upon receipt of its notification.

#### **Article 10. Dismissal**

1. When dismissal is resolved at the General Assembly meeting, a member may be dismissed from the Association.
2. No member may be dismissed without being notified of the reason for dismissal, without the opportunity to appeal against the dismissal, and without being heard by the Board of Directors.
3. Resolutions regarding dismissal must be approved by a two-thirds majority vote of the Members present at the General Assembly.

### **Chapter III. Organization**

#### **Article 11. Organization**

1. The Association shall be administered by:
  - (1) the General Assembly,
  - (2) the Board of Directors,
  - (3) the Working-Level Officials Meeting,
  - (4) the Secretariat,
  - (5) other organizations necessary for the administration of the Association.
2. Unless otherwise stipulated in the Charter, only Members shall be able to take positions in the organizations stipulated in the previous clause and other organizations approved by the General Assembly and the

Board of Directors.

### **Chapter IV. Officials**

#### **Article 12. Officials**

The Association shall have:

- (1) one President
- (2) three Vice-Presidents
- (3) two Directors
- (4) one Auditor

#### **Article 13. President**

1. The President shall be elected from among the Members by a majority vote of the Members present at the General Assembly.
2. The term of the President shall be four years, commencing with the General Assembly meeting at which the President is elected and ending four years later at the General Assembly meeting at which the new President is elected.
3. The President shall be eligible for reelection.
4. The President shall represent the Association.
5. The President shall be responsible for overseeing the general affairs of the Association.

#### **Article 14. Vice-Presidents**

1. The Vice-Presidents shall be elected from among the Members by a majority vote of the Members present at the General Assembly, as follows:
  - (1) one from the North and South American regions
  - (2) one from the Asian and Oceanic regions
  - (3) one from the European region
2. The term of the Vice-President shall be four years, commencing with the General Assembly meeting at which the Vice-President is elected and ending four years later at the General Assembly meeting at which the new Vice-President is elected.
3. The Vice-Presidents are eligible for reelection.
4. The Vice-Presidents shall assist the President and shall conduct business in the absence of the President due to any unforeseen circumstances.
5. The Vice-President shall oversee the region he or she represents.

#### **Article 15. Directors**

1. Directors shall be the mayors of the host city of the forthcoming Mayors Conference and

the most recent Mayors Conference. The four-year directorship coincides with the General Assembly meeting two years prior to and the meeting two years after the Mayors Conference.

2. Directors shall cooperate with each other in preparing for a forthcoming Mayors Conference and work together for successful administration of the Mayors Conference.

#### **Article 16. Auditor**

1. The Auditor shall be elected from among the Members by a majority vote of the Members present at the General Assembly.
2. The term of the Auditor shall be four years, commencing with the General Assembly meeting at which the Auditor is elected and ending four years later at the General Assembly meeting at which the new Auditor is elected. However, the Auditor shall be eligible for reelection for an additional two years until the following General Assembly.
3. The Auditor shall supervise the property and accounts of the Association.
4. The Auditor shall submit audit reports to the Board of Directors and General Assembly. The Auditor may submit written audit reports instead of attending the Board of Directors meeting.

#### **Article 17. Remainder of the Term**

Should any member of the Board of Directors be unable to complete his or her term of office, the President shall request that the new mayor of the city he or she is representing assume the position on the Board of Directors for the remainder of the term. Should the new mayor decline to accept the position, a member shall be nominated by the President from among the members to assume the position for the remainder of the term.

### **Chapter V. General Assembly**

#### **Article 18. General Assembly**

1. The General Assembly shall be convened by the President every two years in conjunction with the Mayors Conference.
2. An extraordinary General Assembly may be convened by the President. If time does not permit holding an extraordinary meeting, written correspondence may be used to communicate among the

membership.

#### **Article 19. Composition**

1. The General Assembly shall be composed of Members of the Association, as defined in Article 6.
2. In principle, the General Assembly meeting shall not be open to the public.
3. Even if the representative of the member or his or her proxy stipulated in Article 24-1 are unable to attend the General Assembly meeting, the said member city personnel may attend as observers. In this case, the said Member shall not be regarded present at the General Assembly and shall not have the right to speak or vote.

#### **Article 20. Powers**

The General Assembly shall have the powers to:

- (1) revise and repeal the Charter,
- (2) elect the Officials,
- (3) approve the budgets of the Association,
- (4) ratify contracts and settlements of accounts approved by the Board of Directors,
- (5) approve revision of the membership fee,
- (6) select the host city of the Mayors Conference,
- (7) approve resolutions made at the Working-Level Officials Meeting,
- (8) other matters related to general administration of the Association.

#### **Article 21. Chairperson**

The President shall chair the General Assembly.

#### **Article 22. Quorum**

The quorum for the General Assembly shall be a majority consisted of the members attending the meeting and those submitting a proxy.

#### **Article 23. Decisions**

1. Decisions of the General Assembly shall be made by a majority vote of the Members present, unless stipulated otherwise in the Charter. In the event of a tie vote, the Chairperson shall cast the deciding vote.
2. Voting at the General Assembly shall be made by a show of hands, unless requested otherwise by at least twenty percent of the Members present who are qualified to vote.

## **Article 24. Voting by Proxy**

1. Any mayor unable to attend the General Assembly for reasons beyond his or her control may entrust a proxy who is qualified to act as the mayor's representative to vote at the General Assembly. In this case, the mayor shall give a written notice of proxy representation to the President prior to the General Assembly.
2. Regarding the provisions of Articles 22 and 23, the said mayor shall be regarded present at the General Assembly when he or she sends a proxy.

## **Article 25. Administration**

The President may decide any matters that are necessary for administration of the General Assembly, not otherwise stipulated in the Charter, with the approval of the Board of Directors.

## **Chapter VI. Board of Directors**

### **Article 26. Board of Directors**

1. The President may convene the Board of Directors every two years as necessary in conjunction with the General Assembly.
2. An extraordinary meeting of the Board of Directors may be convened by the President. If time does not permit holding an extraordinary meeting, written correspondence may be used to communicate among the officials of the Board of Directors.

### **Article 27. Composition**

1. The Board of Directors shall be composed of Officials as defined in Article 12.
2. In principle, the Board of Directors meeting shall not be open to the public.

### **Article 28. Powers**

The Board of Directors shall be responsible for:

- (1) approving the membership applications and reporting them to the General Assembly,
- (2) taking necessary actions for important matters regarding administration of the Association.

### **Article 29. Chairperson**

The Board of Directors shall be chaired by the President.

### **Article 30. Quorum**

The quorum for the Board of Directors meeting shall be a majority consisted of Officials attending the meeting and those submitting a proxy.

### **Article 31. Decisions**

The Board of Directors shall make decisions by a majority vote of the Officials present. In the event of a tie vote, the Chairperson shall cast the deciding vote.

### **Article 32. Voting by Proxy**

1. Any mayor unable to attend the Board of Directors meeting for reasons beyond his or her control may entrust a proxy who is qualified to act as the mayor's representative to vote at the meeting. In this case, the mayor shall give a written notice of proxy representation to the President prior to the meeting.
2. Regarding the provisions of Articles 30 and 31, the said mayor shall be regarded present at the Board of Directors meeting when he or she sends a proxy.

### **Article 33. Administration**

The President may decide any matters that are necessary for administration of the Board of Directors, not otherwise stipulated in the Charter, with the approval of the Board of Directors.

## **Chapter VII.**

### **Working-Level Officials Meeting**

#### **Article 34. Working-Level Officials Meeting**

1. In principle, the Working-Level Officials Meeting shall be convened by the President within a year prior to an upcoming Mayors Conference.
2. The Working-Level Officials Meeting shall be held in the city where the Secretariat is located under Article 42-1.
3. The member cities other than the city mentioned in the preceding clause shall not be precluded from holding the Working-Level Officials Meeting, if the president deems it necessary.

### **Article 35. Composition**

1. The Working-Level Officials Meeting shall be composed of:
  - (1) the Secretary-General,
  - (2) senior administrators of the member cities
2. Other persons may attend as observers, when admitted by the President or the Board of Directors.

### **Article 36. Powers**

The Working-Level Officials Meeting shall be responsible for:

- (1) revising the criteria and procedure for selecting the host city of the Mayors Conference,
- (2) discussing and approving a proposed plan for the forthcoming Mayors Conference, including basic information such as the schedule of the Mayors Conference, the site plan, the registration fee and list of people to invite,
- (3) discussing and deciding themes of the session(s) of the forthcoming Mayors Conference,
- (4) discussing and deciding revitalization project plans,
- (5) studying and researching issues decided upon at the Mayors Conference,
- (6) discussing ways to contribute to the smooth operation and successful execution of activities of the Association,
- (7) deciding the host city of the Working-Level Officials Meeting based on Article 34 Clause 3.

### **Article 37. Chairperson**

1. The Working-Level Officials Meeting shall be chaired by the Secretary-General.
2. In the event that the Secretary-General is unable to chair the meeting, the President shall appoint the chairperson of the Working-Level Officials Meeting.

### **Article 38. Quorum**

The quorum for the Working-Level Officials Meeting shall be a majority consisted of the members attending the meeting and those submitting a proxy.

### **Article 39. Decisions**

1. Decisions of the Working-Level Officials Meeting shall be made by a majority vote of those members present at the meeting. In the event of a tie vote, the Chairperson shall cast the deciding vote.
2. Voting at the Working-Level Officials Meeting shall be made by a show of hands, unless otherwise requested by one or more members of the Working-Level Officials Meeting.

### **Article 40. Costs**

1. The operational cost of the Working-Level Officials Meeting shall be the responsibility of the host city.
2. In the event that the mayor of the host city of the Working-Level Officials Meeting applies in a written form before the date designated by the President, the President may grant a subsidy for the operation of the Working-Level Officials Meeting for two fiscal years with the upper limit specified in Appendix 2.
3. The mayor who receives the grant shall submit a statement of the accounts to the President before the date designated by the President.

### **Article 41. Report**

The Secretary-General shall report the resolutions made at the Working-Level Officials Meeting to the General Assembly.

## **Chapter VIII. Secretariat**

### **Article 42. Secretariat**

1. The Secretariat shall be located in the City of Sapporo, Japan.
2. The Secretariat shall be administered by a Secretary-General and other staff members.
3. The Secretary-General shall be appointed by the President. The other staff members are appointed by the Secretary-General.

### **Article 43. Responsibilities**

The Secretariat shall be responsible for:

- (1) enacting decisions made by the General Assembly and the Board of Directors, and at the Mayors Conference,
- (2) administering the meetings of the General Assembly, the Board of Directors and the Working-Level

- Officials,
- (3) administering the bidding process for the host city of the Mayors Conference,
  - (4) drafting the budget of the Association,
  - (5) acting as liaison among member cities and organizations related to the Winter Cities Association and other groups,
  - (6) keeping accounts,
  - (7) executing other works necessary for administration of the Association, which are directed by the President.

#### **Article 44. Costs**

1. The President shall grant the amount stipulated in Appendix 2 to the Secretary-General to be used for the administration of the Secretariat each fiscal year.
2. The Secretary-General shall submit a statement of accounts related to the administration of the Secretariat to the President before the date designated by the President each fiscal year.

### **Chapter IX. Mayors Conference**

#### **Article 45. Mayors Conference**

The Mayors Conference shall be convened under the joint auspices of the President and the mayor of the host city every two years in the city designated by the Board of Directors.

#### **Article 46. Composition**

1. The Mayors Conference shall be composed of Members, as defined in Article 6.
2. Representatives of nonmember cities may attend the Mayors Conference as observers.

#### **Article 47. Chairperson**

The mayor of the host city shall chair the Mayors Conference unless another person is appointed by the mayor of the host city.

#### **Article 48. Decisions**

1. The Members and the observers stipulated in Article 46-2 shall discuss the themes decided upon at the Working-Level Officials Meeting.
2. The President or the mayor of the host city may announce a joint declaration with the agreement of the Members and observers. Decision of agreement shall be made by a majority vote of the city representatives

present. In the event of a tie vote, the Chairperson shall cast the deciding vote.

#### **Article 49. Administration**

1. The mayor of the host city of the Mayors Conference, and/or a designated representative, in consultation with the President, shall be responsible for the administration of the Mayors Conference.
2. The host city of the Mayors Conference shall submit a proposed plan of the Mayors Conference that has been made in consultation with the Secretariat to the Working-Level Officials Meeting as stipulated in Article 34, and receive an approval.
3. The host city shall submit a proposed plan of the themes to be discussed at the Mayors Conference to the Working-Level Officials Meeting for an approval. The host city shall make the plan after researching the requests of the members.

#### **Article 50. Costs**

1. Operational cost of the Mayors Conference shall be the responsibility of the host city.
2. The President shall grant the subsidy stipulated in Appendix 2 for administration of the Mayor Conference to the mayor of the host city for a period of two years.
3. The mayor of the host city shall submit a statement of the accounts related to the Mayors Conference to the President before the date designated by the President.

#### **Article 51. Exemption of the Registration Fee and Accommodation Expenses**

1. The host city of the Mayors Conference may collect a registration fee from the participants in consultation with the Secretariat. The registration fees for the representative of the Member shall be the responsibility of the host city.
2. The host city shall be responsible for the accommodation expenses of the representative of the Member from the day before and until the day after the Mayors Conference.
3. In the event that the representative of the Member sends his or her proxy to the Mayors Conference, "representative of the Member" stipulated in the previous two clauses shall be "proxy of representative of the Member."

## **Chapter X. Research Subcommittees**

### **Article 52. Research Subcommittees**

1. The Association may establish research subcommittees to conduct technical research and special studies of topics approved by the General Assembly.
2. In principle, research subcommittees shall be composed of senior administrators from member cities.
3. Members wishing to propose an establishment of a research subcommittee shall submit a proposal. Upon approval by the General Assembly, a research subcommittee shall be established.

### **Article 53. Administration**

1. The secretariat (office) for the research subcommittee shall be located in the city that proposes the establishment of the research subcommittee, and the said city shall be responsible for administering the secretariat.
2. In the event that the mayor of the secretariat city changes and his or her successor declines to conduct the function of the secretariat, the President shall determine the city in which to locate the secretariat through consultation with mayors of the other cities that constitute the research subcommittee.

### **Article 54. Costs**

1. The operational costs of any research subcommittee shall be the responsibility of the city where the secretariat is located.
2. In the event that the mayor of the secretariat city of the research subcommittee applies in a written form before the date designated by the President, the President may grant a subsidy for the operation of the research subcommittee with the upper limit described in Appendix 2.
3. The mayor who receives the grant shall submit a statement of the accounts to the President before the date designated by the President.

### **Article 55. Reports**

1. The research subcommittees must present an annual report to the Board of Directors and the General Assembly.
2. The Research Subcommittees shall present their findings in reports to the Mayors

Conference.

### **Article 56. Dissolution**

Dissolution of any research subcommittee shall be made by a majority vote of the Members present at the General Assembly.

## **Chapter XI. Revitalization Project**

### **Article 57. Revitalization Project**

1. Any Member city can conduct any projects that contribute to the revitalization of the Association either independently or collaboratively with other Member cities to attain the objectives stipulated in Article 3.
2. Approval by the Working-Level Officials Meeting shall be required before starting any revitalization projects.

### **Article 58. Secretariat**

A secretariat city shall be necessary to conduct any revitalization project.

### **Article 59. Costs**

1. Operational costs of any revitalization project shall be the responsibility of the cities conducting the revitalization projects.
2. In the event that the mayor of the secretariat city of the revitalization project applies in a written form before the date designated by the President, the President may grant a subsidy for the operation of the revitalization project with the upper limit described in Appendix 2.
3. The Mayor who receives the grant shall submit a statement of the accounts to the President before the date designated by the President after completion of the revitalization project.

### **Article 60. Report**

The secretariat city shall present a report of the result to the President immediately after completion of the revitalization project.

## **Chapter XII. Finances and Accounts**

### **Article 61. Revenues**

Membership fees, contributions, balances carried forward from the previous year, and any other income shall be considered the

revenue of the Association.

### **Article 62. Expenditures**

The expenditure of the Association shall cover operational costs of the General Assembly, the Board of Directors, the Working-Level Officials Meeting and the Secretariat; grants to the Mayors Conference, research subcommittees and revitalization projects; and other necessary expenses.

### **Article 63. Membership Fees**

1. Members shall pay an annual membership fee, by the end of March of each fiscal year, as stipulated in Appendix 1 into a bank account specified by the Secretariat.
2. Any change in the amount of the annual membership fee, as stipulated in Appendix 1, shall be decided by a majority vote of the Members present at the General Assembly.
3. The membership fee for the first year of membership shall be half the amount presented in Appendix 1 regardless of what date membership is acquired.

### **Article 64. Budget**

1. The budget of the Association shall be prepared by the Secretariat and presented biennially to the General Assembly for approval.

### **Article 65. Settlement of Accounts**

1. The President shall examine the accounts of the Association and have them audited by the Auditor.
2. The President shall have the authority to sign financial statements for the purpose of settling accounts.
3. The President shall submit to the General Assembly a statement of the settled accounts, after review by the Auditor, for ratification.

### **Article 66. Fiscal Year**

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December each year.

## **Chapter XIII. Amendments of the Charter**

### **Article 67. Amendments**

1. Any amendments to the Charter shall be passed by a two-thirds majority vote of the

- Members present at the General Assembly.
2. A notice of motion of amendments to the Charter must be circulated to the Members at least one month prior to the General Assembly where the motion is being presented.

### **Article 68. Effect**

Any amendments of the Charter shall come into effect immediately after the approval by the General Assembly.

## **Chapter XIV. Dissolution**

### **Article 69. Declaration of Dissolution**

1. Dissolution of the Association shall require the consent of a three-fourths majority vote of the Members present at the General Assembly, and the official declaration by the President of the intent to dissolve the Association.
2. A notice of motion of the intent to dissolve the Association must be circulated to the Members at least one month prior to the General Assembly where the motion is being presented.
3. Upon dissolution of the Association, assets shall be liquidated to settle accounts. Any remaining assets shall be distributed in accordance with decisions passed by the General Assembly where the Association is dissolved.

## **Chapter XV. Miscellanea**

### **Article 70. Adviser**

The Association may have an adviser.

## **Article 71. Administration**

The President may decide any matters that are necessary for administration of the Association with the approval of the Board of Directors.

The Charter shall become valid on September 12, 2019.

## **Article 72. Supplementary Provision**

The President shall be responsible for determining matters necessary for the execution of the Charter.

## **Bylaw**

1. The Charter shall become valid when signed by a majority of the Members of the Northern Intercity Conference Committee (the former body that was responsible for organization and operation of the Mayors Conference).
2. The Charter shall become valid on January 1, 1994.
3. The Northern Intercity Conference Committee shall be dissolved on the day the Charter becomes valid.

## **Bylaw (amendments)**

The Charter shall become valid on February 12, 2002

## **Bylaw (amendments)**

The Charter shall become valid on February 19, 2004.

## **Bylaw (amendments)**

The Charter shall become valid on January 19, 2008.

## **Bylaw (amendments)**

The Charter shall become valid on January 14, 2012.

## **Bylaw (amendments)**

Revised Article 34 will become applicable on January 1, 2013, and the rest of the Charter shall become valid on January 13, 2012.

## **Bylaw (amendments)**

The Charter shall become valid on December 1, 2013.

## **Bylaw (amendments)**

(Appendix 1)

**Annual Membership Fee**  
(January 1 - December 31)

(Unit: US\$)

GDP population	0 - 9,999	10,000 or more
	0 - 499,999	1,000
500,000 - 999,999	1,500	4,000
1,000,000 or more	2,000	6,000

Each member shall pay an annual membership fee in accordance with its country's per capita GDP and city population. The fee will be calculated according to data obtained from the following sources,

- (1) Gross domestic product (GDP) per capita of each country  
Source: United Nations "Statistical Yearbook"
- (2) Urban population (population of each city, excluding population of suburban areas)  
Source: United Nations "Demographic Yearbook"

Populations of the cities which are not included in the above materials shall be assessed by respective cities themselves.

(Appendix 2)

**Grant (per fiscal year)**

Grant to	Ratio of Grant (percentage of the total membership fee revenue)	Grantee
Secretariat	10%	Secretary-General
Mayors Conference	60%	Mayor of the host city
Working-Level Officials Meeting	10%	Mayor of the city hosting the Working-Level Officials Meeting
Subcommittees	5%	Mayor of the city where the subcommittee secretariat is located
Revitalization Projects	15%	Mayor of the city where the project secretariat is located

**\* Total membership fee revenue refers to the amount confirmed by the Secretariat at the end of each fiscal year.**