



*Meeting Documentation - part 2*

COOPERATIVE ENTERPRISES BUILD A BETTER WORLD

[www.ica2011.coop](http://www.ica2011.coop)





## Contents

<i>Regional Statutes :</i>	Africa	Asia-Pacific	Europe	Motions
Page 1	Page 1	Page 2	Page 5	Page 12

## Draft Regional Statutes

### RULES OF ICA AFRICA

*Reviewed and approved by the ICA Board Governance Committee, September 2010. Approved by the ICA Africa Regional Board and Regional Assembly in October 2010.*

#### Article 1: Mission Statement

ICA Africa shall implement the ICA Mission as stated in the Statutes of the International Co-operative Alliance at the regional level.

#### Article 2: Objects

ICA Africa will promote the objects of the International Co-operative Alliance at the regional level as stated in the Statutes of the International Co-operative Alliance.

#### Article 3: Structure

The ICA Africa is structured at the regional, sectoral and thematic levels and comprises a regional office in Nairobi, Kenya.

The ICA Africa serves all ICA members in the Africa region and adjacent islands.

The Regional Assembly is the highest authority of ICA Africa and all the decisions are monitored and supervised by the elected Regional Board.

The Regional Director and a team of technical staff implement the plans and actions approved by the Regional Assembly.

#### Article 4: Regional Authorities

The regional authorities of ICA Africa are: Regional Assembly, Regional Board and Regional Director.

#### Article 5: Regional Assembly

1. There shall be a Regional Assembly for the Africa region consisting of representatives appointed by the ICA member organisations in the region subject to the full discharge of their financial obligations;
2. The powers of the Regional Assembly, being the highest authority within the ICA Africa, is stipulated in the Statutes of the International Co-operative Alliance with the following added provision;
3. The Regional Assembly shall, as a rule, meet every second year. Extraordinary meetings of the Regional Assembly may be convened on the decision of the Regional Board or at the request of one-fifth of members;
4. All questions on which the Regional Assembly votes are decided by a majority of the votes cast, unless specified otherwise. Voting procedures for election shall be in accordance with the ICA Bye-Laws.

#### Article 6: Powers of the Regional Assembly

The powers of the Regional Assembly are stipulated in the Statutes of the International Co-operative Alliance with the following additional provisions:

1. The Regional Assembly shall elect a President of the region who shall, as a rule, be the Chairperson of the Regional Assembly and the Regional Board and shall serve as the ICA Vice-President;
2. The Regional Assembly shall elect at least one and maximum two Vice Chairpersons (if two, one shall preferably be a woman). The Vice Chairperson(s) shall be Vice Chairperson(s) of the Regional Assembly;
3. The Regional Assembly may establish Sectoral Organisations and Thematic Committees at the regional level and approve their Constitutions.

#### Article 7: Regional Board

1. There shall be a Regional Board of at least five (5) persons consisting of a Chairperson and at least one Vice Chairpersons elected by the Regional Assembly. Not more than one person from one country can be elected to the Regional Board excluding the Chairperson and the youth representative;
2. The term of office-bearers of the Regional Board is four (4) years. In case any elected person ceases to represent or is withdrawn by his/her sponsoring organisation, the sponsoring organisation may nominate a replacement for the remaining term and the decision on accepting the replacement rests with the Regional Board;
3. A Youth Representative shall be co-opted in the Regional Board.
4. The Africa members of the ICA Board who are not members of the Regional Board, shall have the right to attend and speak at the Regional Board;
5. No person shall be entitled to serve on the Board whose organisation has ceased affiliation with the ICA or is in arrears with its membership subscription fee, or who has ceased to be an accredited representative of the nominating Member;
6. The composition of the Regional Board shall endeavour to reflect gender and regional diversity;
7. A quorum of the Board shall be constituted when more than half of its members are present. Acceptance of a





## Draft Regional Statutes

resolution shall be on a two-third majority of members present and voting;

8. Each member of the Board who has paid in full the membership subscription shall be entitled to one vote;
9. The Board shall meet at least twice a year. The meetings shall be convened by the Chairperson or at the request of one-third of the members;
10. The Regional Director of ICA Africa shall be the Secretary of the Regional Board.

### Article 8: Powers of Regional Board

The powers of the Regional Board are stipulated in the Statutes of the International Co-operative Alliance.

### Article 9: Regional Director

The Regional Director is the Chief Executive of the Africa region. His/her responsibilities are stipulated in the Statutes of the International Co-operative Alliance.

### Article 10: Sectoral Organisations and Thematic Committees

The Regional Assembly may establish or dissolve Sectoral Organisations and Thematic Committees;

Regional Sectoral Organisations may be established in areas of economic and social activity of co-operatives as considered desirable;

Regional Thematic Committees may be established based on requirements of the region;

The Sectoral Organisations and Thematic Committees will draw up rules for approval by the Regional Assembly. They will work within the Regional Strategic Plan and will submit annual work plans/ budgets to the Regional Director.

### Article 11: Official Language

The official languages of the Regional Assembly / Regional Board are English and French. Delegates using other than English and French shall arrange their own interpreters

### Article 12: Finance

The delegates or their sponsoring organisations shall be responsible for covering the expenses of their participation at the Regional Assembly/Regional Board;

Participation in the Regional Assembly and other related meetings shall be subject to payment of Registration Fee as prescribed by the Regional Board;

In line with ICA tradition, Regional Assemblies shall be hosted by the member organisations in the region who may take care of logistics and other related costs as mutually agreed upon.

### Article 13: Others

Amendments to these Rules and any subsequent alterations shall be subject to the approval by the Regional Assembly;

For all other matters, which are not covered by these Rules, ICA Statutes and Bye-laws shall apply.

## RULES OF ICA-ASIA AND PACIFIC

*As approved by the ICA-AP Regional Assembly in Beijing on 5th September 2010 (Based on the Rules approved by ICA General Assembly in Rome on 6th June 2008) .*

The International Co-operative Alliance-Asia and Pacific (ICA-AP) is the ICA region that serves members of the International Cooperative Alliance in the Asia and Pacific region.

### Article-1: Mission Statement

The ICA-AP shall implement the ICA Mission as stated in the Statutes of the International Cooperative Alliance at the regional level.

### Article 2: Objects

The ICA-AP will promote the Objects of the International Cooperative Alliance as stated in the Statutes of the International Cooperative Alliance at the regional level.

### Article 3: Structure

The ICA-AP is structured at the regional, sectoral and thematic levels and comprises the following:

- a regional office in New Delhi, India
- a sub-regional office in Singapore

The ICA-AP serves all ICA members in Asia and Pacific region.

The Regional Assembly is the highest authority of ICA-AP and all the decisions are monitored and supervised by the elected Regional Board.

The Regional Director through a team of technical staff implements the plans and actions approved by the Regional Assembly.

### Article 4: Regional Authorities

The regional authorities of ICA-AP are: Regional Assembly, Regional Board and Regional Director.

### Article 5: Regional Assembly

1. There shall be a Regional Assembly for Asia and Pacific region, consisting of representatives appointed by the ICA members in the region;

2. The Regional Assembly, being the highest authority within the ICA-AP, is stipulated in the Statutes of the International Cooperative Alliance with the following added provisions;

*a. The Regional Assembly further deals with the development of cooperatives in the region and formulates policies on major issues beneficial and relevant to the ICAAP and the cooperative movements in the region;*



## Draft Regional Statutes, *Asia-Pacific, continued*

3. The Regional Assembly shall, as a rule, meet every second year. Extra ordinary meetings of the Regional Assembly may be convened on the decision of the Regional Board or at the request of one-fifth of members; and

4. All questions on which the Regional Assembly votes are decided by a majority of the votes cast, unless specified otherwise. Voting procedures for election shall be in accordance with the ICA Bye-Laws.

### Article 6: Powers of Regional Assembly

The powers of the Regional Assembly are stipulated in the Statutes of the International Cooperative Alliance with the following additional provisions.

1. The President of the region shall, as a rule, be the **Chairperson** of the Regional Assembly and the Regional Board;
2. The Regional Assembly shall elect **two** Vice Chairpersons, one of whom shall preferably be a woman. They shall also be the Vice Chairpersons of the Regional Assembly; and
3. The Regional Assembly shall establish Sectoral and Thematic Committees at the regional level and approve their Constitutions.

### Article 7: Regional Board

1. There shall be a Regional Board of **11** persons consisting of a Chairperson, two Vice Chairpersons and eight Members elected by the Regional Assembly. Not more than one person from one country can be elected to the Regional Board;
2. The term of office-bearers of the Regional Board is **4** years. In case any elected person ceases to represent or is withdrawn by his/her sponsor, the sponsor may nominate a replacement for the remaining term and the decision on the replacement rests with the Regional Board;
3. A Youth Representative shall be **co-opted** in the Regional Board. The Asia and Pacific members of the ICA Board who are not members of the Regional Board, shall have the right to attend and speak at the Regional Board;
4. No person shall be entitled to serve on the Board whose organization has ceased affiliation with the ICA;
5. A quorum of the Board shall be constituted when more than half of its members are present. Acceptance of a resolution shall be on a two-third majority of members present and voting;
6. Each member of the Board shall be entitled to one vote;
7. The Board shall meet at least once a year. The meetings shall be convened by the President or at the request of one-third of the members; and
8. The Regional Director of ICA-AP shall be the Secretary of the Regional Board.

### Article 8: Powers of Regional Board

The powers of the Regional Board are stipulated in the Statutes of the International Cooperative Alliance.

### Article 9: Regional Director

The Regional Director is the Chief Executive of the Asia and Pacific region. His/Her

responsibilities are stipulated in the Statutes of the International Cooperative Alliance.

### Article 10: Sectoral and Thematic Committees

1. The Regional Assembly may establish or dissolve Sectoral and Thematic Committees;
2. Regional Sectoral Committees may be established in areas of economic and social activity of cooperatives as considered desirable;
3. Regional Thematic Committees may be established based on requirements of the region; and
4. The sectoral and thematic committees will draw up rules for approval by the Regional Assembly. They will work within the Regional Strategic Plan and will submit annual work plans/ budgets to the Regional Director.

### Article 11: Official Language

The official language of the Regional Assembly/Regional Board is English.

Delegates using other than English shall arrange their own interpreters.

### Article 12: Finance

1. The delegates or their sponsoring organisations shall be responsible for covering the expenses of their participation at the Regional Assembly/Regional Board;
2. Participation in the Regional Assembly and other related meetings will be subject to payment of Registration Fee as prescribed by the Regional Board; and
3. In line with ICA tradition, Regional Assembly shall be hosted by the member organisations in the region who may take care of logistic and other related costs as mutually agreed upon.

### Article 13: Others

1. Amendments to these Rules and any subsequent alterations shall be subject to the approval by the Regional Assembly; and
2. For all other matters, which are not covered by these Rules, ICA Statutes shall apply.

\_\_\_\_\_ 5th September 2010 \_\_\_\_\_



## Draft Regional Statutes, Cooperatives Europe

### STATUTES "COOPERATIVES EUROPE" ASBL



#### EUROPEAN REGION OF THE INTERNATIONAL CO-OPERATIVE ALLIANCE

COOPERATIVES EUROPE asbl, European Region of the International Co-operative Alliance, is the association uniting the actions of ICA-Europe and the CCACE - the Co-ordinating Committee of the European Co-operative business sectors and the national co-operative Apex organisations - to contribute at the European level to the defence and promotion of co-operatives.

*A co-operative is an autonomous association of persons united voluntarily to meet their common economic, social and cultural needs and aspirations through a jointly-owned and democratically-controlled enterprise. Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.*

This integration process was initiated by the two organisations to use the combined strengths of each to enhance the visibility and impact of the co-operative movement particularly when relating to the institutions of the European Union.

They first, in 2005, set up a common platform. In order to enhance the promotion of the co-operative values and strengthen its effectiveness and its representation at European and EU level, the ICA and its European members together with the members of the CCACE decided to ask the General Assembly of COOPERATIVES EUROPE asbl (as incorporated the 7<sup>th</sup> March 2006 under the Belgian law of 27<sup>th</sup> June, 1921) to amend the statute to formally merge the roles and activities of ICA-Europe and the CCACE. The ICA will establish "COOPERATIVES EUROPE" as the European Region of the ICA and as such it will be the European representative voice of the co-operative model of enterprise in Europe. As the European Region of the ICA, "COOPERATIVES EUROPE" will operate in the framework of the rules and statutes of the ICA, taking in account the needs and specificities of the European Region. The General Assembly of COOPERATIVES EUROPE, hereinafter called "General Assembly", will be the European Regional Assembly of the ICA.

Amended by the General Assembly 11<sup>th</sup> November 2006 in Manchester, UK

The founder members:

...  
...

and all members who will be accepted as such afterwards.

#### CHAPTER 1 : NAME – SOCIAL ADDRESS – TERM AND OBJECTIVES - STRUCTURE

##### Article 1 (Name)

The name of the Association is "Cooperatives Europe" It is the European Region of the ICA and as such is the European representative voice of the co-operative model of enterprise in Europe as defined by the Council of Europe.

##### Article 2 (Social address)

Cooperatives Europe's Head Office is located in Belgium, Avenue Milcamps 105, 1030 Brussels and is under Brussels' legal district supervision. The Association's Head Office can be transferred to any other place in the Brussels Region by decision of the General Assembly.

##### Article 3 (Term)

The term of the Association is unlimited. However, the General Assembly could decide to wind up the Association under the terms and conditions of articles 8 and 20 of the Belgian law of 27<sup>th</sup> June 1921 on non-profit associations.

##### Article 4 (Objects)

The objects of Cooperatives Europe are:

1. to provide a common association for national and European organisations representing co-operatives in Europe;
2. to promote the fact that, with their values and principles, co-operative enterprises can achieve economic success and at the same time pursue social objectives;
3. to work with the organisations representing the European co-operative sectors and the national inter-sectoral organisations on their issues, based on the principles of complementarity and subsidiarity;
4. to implement the aims, objectives and policies of the ICA at the European level and to promote solidarity among co-operatives.

It shall have the following functions:

1. the promotion and defence of co-operative principles and values as stated in the ICA Statement of Identity (see annex 1);
2. to contribute to the creation of an institutional, legal and economic cultural environment propitious to the development of co-operatives;
3. the representation of co-operatives vis-à-vis the supranational institutions, in particular those of the European Union and the Council of Europe without prejudice to the specific role of the European sectoral co-operative organisations and of the national inter-sectoral organisations;
4. the promotion of common activities amongst all co-operative organisations of European countries;
5. promotion and defence of all forms of co-operative enterprises;
6. to support promotion, development and representation strategies developed by the various member co-operative organisations.



## Draft Regional Statutes, Cooperatives Europe continued

The Association is not allowed to give any profit to its members or to have any commercial or industrial activities. It will be able to purchase, receive and own any personal and real properties to achieve its objectives.

### ARTICLE 5 (STRUCTURE)

The bodies of the Association are: the General Assembly, the Board, the Presidency, the EU Coordination Committee and the Audit & Control Committee.

### CHAPTER 2 : MEMBERS – ENTRIES – RESIGNATION AND EXCLUSION FROM THE ASSOCIATION - RESOURCES

#### ARTICLE 6 (MEMBERS)

The Association is made up of full members and associate members.

##### 1. Full members

Category A: National co-operative organisations being full members of the ICA and having their headquarters in Europe and after ratification by the General Assembly.

National co-operatives organisations which have no legal personality may have a delegate (physical person) member of the Association after ratification by the General Assembly. They are full members.

Category B: European sector organisations as long as a minimum of 33% of their full co-operative members are also full members of the ICA, either directly, or through their national Apex organisation, after ratification by the General Assembly.

European Co-operative organisations which have no legal personality may have a delegate (physical person) member of the Association ratified by the General Assembly. They are full members.

##### 2. Associate members

Co-operative organisations which do not comply with the criteria of full members or co-operative support organisations may be Associate members by decision of the Board ratified by the General Assembly

In principle, those members who are eligible for category A membership shall not be accepted as associate members.

Only full members may stand for election in any of the bodies of COOPERATIVES EUROPE.

The number of full members is unlimited, but must not be under four. However, the number of the members must always be higher than the number of Board's members.

Only the full members are entitled to all the rights given by the law and the statutes.

#### ARTICLE 7 (REGISTER OF THE MEMBERS)

The Board is responsible for the Register of the members. This register indicates the legal statute and the address of the Head

Office of the members. All the decisions relative to the admission, the resignation or the exclusion of the members are written in this register by the Board within eight days after the Board has been informed of the decision.

#### ARTICLE 8 (RESIGNATION)

The member's resignation must be sent to the Board by registered mail.

The resigning member must fulfil its obligation until the end of the social year, subject to at least six months' notice and to the payment of current or outstanding contributions.

There shall be no refunding of the contributions already paid.

#### ARTICLE 9 (EXCLUSION)

The Board of COOPERATIVES EUROPE may propose to the General Assembly to exclude a member (either full or associated) who does not fulfil its rights and obligations vis-à-vis the association.

Exclusion requires a two thirds majority of members' votes (members present or represented) from the General Assembly (upon recommendation from the Board), with the prior recommendation of the ICA Board for full member category A.

A member who was excluded or who resigned or the assignees of a deceased person have no right on the assets or social fund of the association. They cannot claim any statement, rendering of accounts and inventory or place them under seals.

#### ARTICLE 10 (SUBSCRIPTION)

All members pay an annual subscription.

##### 1. Full members category A

Full members of the category A pay an annual subscription decided by the General Assembly and defined in accordance with the formula established by the ICA General Assembly.

The maximum ceiling amount for the full members category A is 178,000 €.

Every four years in the framework of the four-year strategy plan, the ICA Board together with the Board of COOPERATIVES EUROPE decides on the allocation of these subscriptions between COOPERATIVES EUROPE and the ICA HQ.

##### 2. Full members category B

Full members of category B pay an annual subscription defined by the General Assembly of COOPERATIVES EUROPE as it stands in the standing orders.

The maximum ceiling amount for the full members category B is 10,500 €.

On the basis of objective elements and data and for a short term period, the Board may decide a special rate of subscription for co-operatives organisations that have been recently established and/or that have difficulty in paying the required amount.

## Draft Regional Statutes, *Cooperatives Europe continued*

### 3. Associate members

Associate members pay an annual fee which may not exceed 7,500 € or be below 2,500 €.

In order to achieve its social objective, the association may receive donations, grants, inter vivos transfers or devise offered by a legal entity or an individual person or any other organisations. This is possible only if the Board gives its approval and if it follows the article 16 of Belgian law on non-profit associations.

#### **CHAPTER 3 : GENERAL ASSEMBLY**

##### **ARTICLE 11 (CONVOCATION)**

The General Assembly is the supreme structure of the Association and brings together all the members.

The General Assembly is convened by the Board. It will meet at least once a year to approve the accounts of the previous year and the budget for the following year. At the written request of 1/5 of the members, an extraordinary General Assembly may be convened.

All members are invited in writing or by e-mail, at least 6 weeks before the date of the General Assembly. The invitation includes the agenda. Any proposal signed by 1/20 of the members must be added to the agenda.

##### **ARTICLE 12 (LEGAL COMPETENCIES)**

The General Assembly has responsibility in particular for:

1. the ratification of the new members
2. the election of the members of the Board every four years;
3. the election of the co-presidents one of whom is the Vice-President of ICA for the European Region, and the other the Chair of the EU Coordination Committee;
4. the appointment and the dismissal of the auditors;
5. the exclusion and dismissal of a member;
6. the vote every four years of its global multi-annual strategic programme and its strategic budget;
7. the review of strategic plan and multi-annual budget every two years;
8. the discharge for the members of the Board and the auditors;
9. the annual approval of the budgets and accounts;
10. the amendment of the statutes;
11. the transformation of the association into a society with social objectives;
12. the vote of reports, proposals and resolutions for the consideration of the General Assembly;
13. any case required by the statutes;
14. the dissolution of the Association.

##### **ARTICLE 13 (QUORUM – VOTE)**

The majority of the members have to be present or represented at the General Assembly.

Only full members may have voting rights. Therefore Associate members have no vote at the General Assembly of COOPERATIVES EUROPE.

Each full member of the category A is entitled to have one vote as a member, one additional vote per 3,500 € (= 5,500 CHF), when there is an excess, it is a round up of the membership fees as established for the year in which the General Assembly is being held.

A limitation of the voting rights is fixed in the standing orders.

Full members of the category B will have up to 5 votes, following the standing orders.

Decisions are taken by simple majority of the present and represented members, except when it states differently within the statutes.

By proposition of the Board or 1/5 of members, amendments to the statutes are possible only if they are included in the agenda and if 2/3 of the members are present or represented. If not, a second meeting may be convened within 15 days of the first one. The General Assembly is then valid whatever the number of members present or represented. Any amendment of the statutes requires a majority of 2/3 of the members present or represented. If the amendment is about the objectives or the dissolution, then the majority required is 4/5 of the members present or represented.

##### **ARTICLE 14 (PROXY)**

A member of the association may give a proxy for the General Assembly to another member of the association. All proxies must be submitted in writing.

Each member may have only three proxies.

##### **ARTICLE 15 (REGISTER OF DECISIONS)**

The decisions signed by the co-presidents and the director must be presented in a report and classified in the General Assembly's register. All members will have access to it.

The minutes of the General Assembly must be sent to all members by e-mail or post.

#### **CHAPTER 4 : BOARD**

##### **ARTICLE 16 (COMPOSITION)**

The association is managed by a Board composed of:

- the co-presidents,
- at least 7 members and a maximum 13 members elected by the General Assembly amongst the full members of the association,
- If the President of a European sectoral organisation is not elected, this European sectoral organisation may have a representative in the Board. Such nomination has to be



## Draft Regional Statutes, Cooperatives Europe continued

ratified by the General Assembly.

The members of the Board are elected for a four year term. They are eligible for re-election twice.

### ARTICLE 19 (POWERS)

The Board is competent for the administration and the management of the association. Any competence which is not expressly reserved by law or by statutes for the General Assembly will be delegated to the Board.

The Board shall exercise the following powers in particular:

1. to develop a global strategic multi-annual programme which will be submitted to the General Assembly for approval
2. to implement and monitor global strategy for the European Region;
3. to make recommendations on all membership applications and related issues to the Board of the ICA and shall submit such recommendations to the General Assembly for its ratification;
4. to propose and monitor COOPERATIVES EUROPE'S budget;
5. to take decisions on investments, borrowing, mortgages and buying and selling of real estate;
6. to present the annual accounts to the General Assembly;
7. to receive reports from the Audit and Control committee prior to their submission to the General Assembly;
8. to appoint and dismiss in consultation with the General Director of ICA, a Director who will serve as the Regional director of the ICA and decide his/her competencies and his/her salary, and inform the General Assembly;
9. to appoint and dismiss a deputy director on the proposal of the director and inform the General Assembly;
10. to establish working groups where appropriate, defining their mandates and members.

### ARTICLE 20 (VICE-PRESIDENTS)

The Board may nominate from among its members one or two Vice-Presidents for the Board term.

### ARTICLE 21 (EXECUTIVE COMMITTEE)

The Board may nominate an Executive Committee which shall be composed of two co-presidents, plus a maximum of five members designated by the Board from amongst its members for the Board term.

If established, the Executive Committee would prepare the items for discussions by the Board and may exercise delegated powers granted by the Board.

### ARTICLE 22 (STANDING ORDERS)

The Board may propose appropriate standing orders to clarify the operational procedures of the association to the General Assembly for ratification as required.

### ARTICLE 23 (LIABILITY OF THE MEMBERS OF THE BOARD)

According to their mandates, the members of the Board contract no personal obligation as for the commitments of the association, and are only responsible for the carrying out of their mandates.

### ARTICLE 24 (RESIGNATION)

The withdrawal of a Board member will be effective at the next Board meeting.

## CHAPTER 5 : PRESIDENCY

### ARTICLE 25 (CO-PRESIDENTS)

The General Assembly elects two co-presidents, one representative of a national co-operative organisation and the other one on the proposal of the EU Coordination Committee. The first will be the Vice-president of ICA for the region; the other will be the Chair of the EU Coordination Committee.

Co-presidents

1. will co-chair the General Assembly and the Board;
2. shall meet twice a year with the Audit and Control Committee to review the finances of the association;
3. shall provide the policy and organisational leadership of COOPERATIVES EUROPE, in collaboration with the Board and assisted by the director.

In case of vacancy of one of the co-presidents, the Board will nominate one of the vice-presidents who will undertake the task until the elections at the next General Assembly.

## CHAPTER 6 : EU COORDINATION COMMITTEE

### ARTICLE 26: EU COORDINATION COMMITTEE

COOPERATIVES EUROPE EU Coordination Committee is composed of representatives of :

- European sector organisations,
- national inter-sectoral co-operative organisations coming from European Union and EFTA member countries,
- national inter-sectoral co-operative organisations coming from candidates countries under accession negotiations with the EU.

The EU Coordination Committee, on the basis of the principles of subsidiarity and complementarity, will be responsible for all aspects concerning the preparation, analysis, decision-making and communication related to the consultation process vis-à-vis the European Union's institutions, particularly the legislative programme and funding regimes. The recommendations, decisions and positions it adopts are binding and shall be notified to the Board.

## CHAPTER 7 : METHODS

### ARTICLE 27 (METHODS)

Every four years a multi-annual strategic programme for COOPERATIVES EUROPE will be developed in co-operation with the Board of the ICA.

It will focus on:





## Draft Regional Statutes, *Cooperatives Europe continued*

- the definition of the priorities of the European Region,
- a multi-annual budget necessary for the implementation of this strategic programme, including the net % of the redistribution of the subscription paid by its European full members category A to the global ICA.

Every two years the multi-annual strategic programme will be evaluated during the General Assembly of "COOPERATIVES EUROPE" with a specific focus on strategic budgetary review.

The financial supervision of the implementation of this strategic plan and budgets will be undertaken by the Audit and Control Committee (cf. art 30) linked to the ICA Audit and Control Committee and the Financial Director of the ICA.

### **CHAPTER 8 : DAILY MANAGEMENT AND REPRESENTATION**

#### **ARTICLE 28**

The Director is responsible for the daily management of the association and the implementation of the working programme.

He/she shall:

- submit a written report to the Board at each meeting about the activities carried out by the association under its direction;
- make proposals to the Executive Committee concerning administrative and personnel issues. A confidential report on personnel issues will be given to the Board as appropriate;
- submit to the approval of the Co-presidents any proxy to third parties;
- maintain relations with the members of COOPERATIVES EUROPE; inform them on all issues received from the European Institutions in order to elaborate a punctual position of the association and to submit regular reports on membership issues to the Board;
- submit to the Board an annual budget and programme of activities, prepared in the framework of the global multi-annual strategic programme.

He/she shall:

- report to the DG of the ICA about the activities undertaken by COOPERATIVES EUROPE;
- present regular reports on membership issues to the DG of ICA;
- attend and advise the meetings of ICA authorities;
- maintain close relations and provide support as mutually agreed to the thematic committees of the ICA.
- The Director shall not contract personal obligation for the commitments of the Association.

#### **ARTICLE 29 (SIGNATURE)**

"The daily acts of service, transactions in existing accounts or in accounts to be opened, the accounting documents are signed by one of two co-Presidents, or by the Director. These acts may bind the association to an amount not exceeding € 10,000.

To properly bind the association for an amount exceeding € 10,000, commitments by agreement of the Board shall bear two signatures, namely those of:

- the two co-Presidents ;
- the Director and one of the two co-Presidents ;
- or, in case of absence, those of two members of the Board.

The Board may delegate the signature to send and receive registered mails to the Director and/or to an employee of the association.

### **CHAPTER 9 : ACCOUNTS AND BUDGET**

#### **ARTICLE 30**

The financial year starts on 1<sup>st</sup> January and ends on 31<sup>st</sup> December of the same year. The first financial year will start on the incorporation date of the association and will end the 31 December 2006.

The accountancy practices of the association follows the rules set out by article 17 of the Belgian law relative to non-profit associations.

The Board submits to the General Assembly the annual accounts of the past year and the budget of the following year.

### **CHAPTER 10 : AUDIT AND CONTROL COMMITTEE**

#### **ARTICLE 31**

The General Assembly shall elect an Audit and Control Committee composed of three to five members for a four year period. Such elections shall take place during the General Assembly at which the Board is elected. The Audit and Control Committee shall:

- examine the financial management of COOPERATIVES EUROPE
- examine the fulfilment of the financial obligations of member's organisations;
- examine the annual financial statement and present it for adoption by the Board;
- report to the General Assembly.

The members have access to all relevant COOPERATIVES EUROPE and ICA documents. It will be linked to the ICA Audit and Control Committee.

### **CHAPTER 11 : DISSOLUTION - LIQUIDATION**

#### **ARTICLE 32**

In case of voluntary liquidation the General Assembly will appoint one or two liquidators and will decide their



## Draft Regional Statutes, Cooperatives Europe continued

competencies.

### ARTICLE 33

If for any reason there is a voluntary or compulsory liquidation, the net assets of the dissolved association will be given to the ICA.

### CHAPTER 12 : ANY OTHER MEASURES

### ARTICLE 33

The President of ICA has the right to attend the meeting of COOPERATIVES EUROPE entities, that is to say, General Assembly, Board and Executive Committee.

### ARTICLE 34

All documents relative to the Association are added and recorded to a file at the office of the Clerk of the Commercial Court, in the Brussels District. They follow articles 23 and 26 novies of the Belgian law relative to non-profit organisations. The documents are available for everyone.

### ARTICLE 35

All that is not explicitly expressed in the statutes and standing orders will be settled by the Belgian law of 27<sup>th</sup> June, 1921 relative to non-profit associations.

### ARTICLE 36

In case of lawsuit, the competent tribunal is located in Brussels District, Belgium.

## Standing orders to the statutes "Cooperatives Europe" ASBL

### EUROPEAN REGION OF THE INTERNATIONAL CO-OPERATIVE ALLIANCE

#### REGULATION 1

(In reference art. 5)

The Board may decide to set up an election committee.

#### REGULATION 2

(In reference art.6)

2-1: European sector organisation should have the medium term objective to increase to over 50% the number of their co-operatives organisations which are directly or through their national Apex organisation full members of the ICA.

2-2: European Associate Member organisations should have the medium term objective to become a member of the ICA.

#### REGULATION 3 (ADMISSION PROCEDURE)

- Full members category A:
  1. Organisations shall apply for the status of full members' category A on the official form to be supplied by the

secretariat (same as the ICA) and shall send with their application two copies of their rules and their last annual report and balance sheet. If the language in which the rules are printed is not one of the official languages of the ICA, a translation into one of the official languages shall be enclosed.

2. All applications must include the calculation of the subscription in accordance with the rules and standing orders of the ICA.

3. Before any application is submitted to the Board, the Director shall make appropriate inquiries as to the suitability of the organisation concerned to be admitted to membership of the ICA, including consultation with existing member organisations from the same country.

4. The Board makes recommendations on the candidates to the Board of the ICA.

5. The membership is submitted for ratification to the General Assembly of "COOPERATIVES EUROPE".

- Full member category B:
  1. Organisations shall apply for the status of full members' category B by letter send and shall send with their applications copies of their rules in French or English, their last annual report and balance sheet and a list of their members. All applications must include the calculation of the subscription in accordance with the rules and standing orders of "COOPERATIVES EUROPE".
  2. The Director presents recommendations to prepare the decision of the Board which in-turn will be ratified by the General Assembly.
- Associate members
  1. Organisations shall apply for the status of Associated Members by letter and shall send with their applications two copies of their rules in French or English, a list of their members and a letter of motivation.
  2. The Director presents recommendations to prepare the decision of the Board which will be ratified by the General Assembly.

#### REGULATION 4

(In reference art. 9)

The Board of COOPERATIVES EUROPE may propose to exclude a member who:

- does not fulfil its rights vis-à-vis the Association;
- did not attend or was not represented or excused at two ordinary consecutive General Assemblies

For full member category A:

- the Board of COOPERATIVES EUROPE makes a proposal on exclusion to the Board of the ICA for recommendation;



## Draft Regional Statutes, *Cooperatives Europe continued*

- the General Assembly of COOPERATIVES EUROPE may then decide to exclude the member with the majority of two thirds of the member votes (member present or represented).

### REGULATION 5

(In reference art. 10)

- Full members category A:  
Formula of subscription of ICA.  
These subscriptions are paid to a global ICA bank account.
- Full members category B:  
For the first year:- for European sector organisation with more than 75% of their full member co-operatives being full members of the ICA (as defined in article 6), the subscription is fixed at 3.500 € (base rate).

For European sector organisations with less than 75% of their full member co-operatives being full members of the ICA (as defined in article 6), the subscription is fixed at 2 x base rate.

This subscription is paid into a COOPERATIVES EUROPE bank account.

- Associate members:  
The fees of the Associate members are paid into the COOPERATIVES EUROPE bank account.

### REGULATION 6

(In reference art 13)

- Members category A:  
There is a maximum of 25 votes per country. The Board may propose to the General Assembly to change this maximum ceiling amount or to propose a limitation of vote for each member category A to a certain percentage of the represented votes.
- Members category B:  
Each full member of category B is entitled to have:
  - 5 votes if 75% or more of their full members are also full members of the ICA (as defined in article 6)
  - 3 votes if at least 50% and less than 75% of their full members are also full members of the ICA (as defined in article 6)
  - 1 vote votes if at least 33% and less than 50% of their full members are also full members of the ICA (as defined in article 6).

### REGULATION 7

(In reference art.15)

Within two weeks all members should receive a list of the action points from the meeting pending the receipt of the full minutes.

The Director and the Deputy Director attend the Board meetings.<sup>11</sup>

### REGULATION 8

(In reference art 16)

If the President of a European sectoral organisation who is directly elected to the Board, loses or retires his Board place during the course of the mandate, the European sectoral organisation may designate a representative, to be ratified by the next Board.

Members of the Board are not remunerated and his/her personal costs connected with his/her Board membership will not be covered by COOPERATIVES EUROPE.

### REGULATION 9

(In reference art 17)

Within two weeks all members should receive a list of the action points from the meeting pending the receipt of the full minutes.

### REGULATION 10

(In reference art 28)

“The well functioning of COOPERATIVES EUROPE is based on a good coordination and regular exchanges between the Board, the co-Presidents and the Director. In respect of the statutes of COOPERATIVES EUROPE and particularly articles 19, 25.3, and 28, the Board decides to delegate the following powers to the Director.

In the framework of the statutes and the decisions of the Board the duties and powers of the Director are to carry out day to day management of the association.

In this framework, the Director shall have the power to act and speak in the name of the association.

These powers are delegated following the delegation of signature in article 29:

- Appoint all personnel inside the association's personnel policy defined with the Executive Committee and in conformity with article 28.2.
- Develop services and projects within the association annual strategy and work program. If COOPERATIVES EUROPE is lead partner or that financial obligations exceed 10,000 €/ project/year, and that urgent response is need, the members of the Executive Committee shall be consulted by written. They have 48 hours to give their position on the project that must be approved by majority. No answer will be considered as an approval.
- Decide on all funding arrangements and sponsorship for planned events and actions inside the work program;
- Inside of normal budget management decide on all associations acquisitions and disposals;
- Interface with member organisations in coordination with the co-presidents.
- On all matters of delegated power, the director will do a



## Motions

### Resolution to open consultative process and convene an Extraordinary General Assembly in Manchester 2012



*Submitted by ICA Board.*

WHEREAS, The General Assembly in 2008 in Rome directed “that the Board ask the ICA Director-General to present a well-documented assessment of the human and financial resources required at all levels to deliver the new strategy plan and mandate him to improve and optimise co-ordination between ICA structural entities in the delivery of added-value services for its members”; and

WHEREAS, the Director-General did present such a report to the Board, which the Board accepted, and which has led: to the identification of the Director-General and the Regional Directors as the global leadership team; and the restructuring of a dispersed global support team in strategic geographic locations; and the decision by the Board to move the Global Operational Office from Geneva, Switzerland to Brussels, Belgium; and

WHEREAS, the General Assembly in 2008 in Rome directed “that a report be produced, within the timeframe of the current strategy plan, on the feasibility, according to Swiss law, of establishing the ICA as a co-operative”; and

WHEREAS, the Global Board has completed due diligence that confirms that ICA could effectively be established as a co-operative under Belgian law and the Board recommends such an action; and

WHEREAS, the current four-year strategic plan for ICA will expire on 31 December 2012, and the General Assembly will need to adopt a new strategic plan to take effect beginning 1 January 2013; and

WHEREAS, the new strategic plan should propel ICA from the opportunity of the International Year of Co-operatives towards a vision of co-operative growth through the remaining decade; and

WHEREAS, the General Assembly in 2008 in Rome adopted a new subscription formula effective 1 January 2009 with the understanding that the formula would be reviewed every four years, with changes to take effect at the beginning of a new four-year strategic plan, and therefore the General Assembly will need to approve any changes prior to 1 January 2013;

THEREFORE, the General Assembly resolves that the ICA Board establish a Post-IYC Planning Group to initiate a consultation process with members to determine whether ICA should be established under Belgian law as a co-operative or as an association; and that the Planning Group also draft a strategic plan to take effect 1 January 2013; and that the Planning Group also consider recommendations to amend the subscription formula and that a report on these three items be made to the General Assembly for approval at an Extraordinary session in late October and early November 2012 in Manchester, UK in conjunction with the ICA Expo and a World Co-operative Congress.

### Amendment of the Seventh Co-operative Principle

*Background:*

Co-operatives are organisations that primarily exist for the benefit of their members. As member-based enterprises that usually operate in a concrete geographical territory, co-operatives are, in their vast majority, intimately tied to their communities. They have the special responsibility of ensuring the economic, social and cultural development of their communities. Co-operatives have the mandate to work constantly for the environmental preservation of their community, lobbying in the adoption of sound public policies. It is the members' responsibility, however, to define to what extent and in which way their co-operatives will contribute to their community and to the environment. Nonetheless, this is a responsibility members are not allowed to avoid.

*Submitted by the Regional Board of ICA Americas*

#### **Text of the resolution**

The ICA at its General Assembly in Cancun in November 2011,

REAFFIRMS its conviction about the need to prioritise the defence of the environment, as a means to preserve the life and sustainable development of the planet.

REMEMBERS the presentation of this issue at the XXVII ICA Congress (Moscow, 1980), at the XXX Congress (Tokyo, 1992), ICA's Resolution “Climate Change: our co-operative commitment” (2008), the emphasis placed on this problem at the XVI ICA-Americas Regional Conference (San José, Costa Rica, 2008), at the I Co-operative Summit of the Americas (Guadalajara, Mexico, 2009) as well as at the Earth Summit and the UN's Declarations, so as to protect, remedy and prevent damages to the environment..



## Motions, *continued*

PROCLAIMS that the reluctance of some developed countries to comply with the agreements of the Earth Summit, the Kyoto Protocol, the Millennium Development Goals and the recommendations made by various global forums, has accelerated the level of damage to the environment and has worsened the climate change and its consequences.

ACKNOWLEDGES the fact that co-operative organisations, some governments, international agencies and environmental organisations are concerned with and interested in working on mitigating the effects of environmental degradation and to contributing to the restoration of its balance.

EMPHASISES the importance of environmental sustainability as part of the universal co-operative principles.

RECOGNISES the challenge of reaching a balance between the human society and nature.

ACKNOWLEDGES that natural resources have use value for direct consumers and existence value for future generations and other species.

BELIEVES that it is necessary to answer the questions regarding the rationality of the current production systems (What, How, What for and Why do we produce?).

PROCLAIMS that production cannot be an end in itself; and it cannot ignore the environmental rights of the society.

### Promotion of Peace and Social Cohesion

*Authored by Ian MacPherson and Yehuda Paz. Sponsored by the Canadian Cooperative Association (CCA), Co-operatives Israel, the Kibbutz movement from Israel, and the Japanese Consumers' Co-operative Union (JCCU).*

RECALLING the resolution adopted by the ICA General Assembly in Geneva, Switzerland on 20 November 2009 in which it:

Reaffirmed the longstanding commitment of ICA to the furtherance of peace everywhere in the world and its readiness to contribute actively to its achievement;

Encouraged co-operatives around the world to further develop their peace-building activities and to make better known their work in promoting peace and social inclusion;

Called on the peacemaking institutions -- international agencies, governments and civil society bodies -- to recognize ICA and the cooperative movement as effective partners at the table of the peacemakers,

REAFFIRMING this commitment and recognizing the need to fulfill it through effective programs and concrete activities,

WELCOMING the initiatives and joint endeavors of cooperators and cooperative movements in countries around the world in seeking to initiate and further such programs and activities and encouraging them to continue and to expand their efforts:

REAFFIRMS the commitment of the co-operative sector to human rights, other living beings and natural resources, and as a result, its empathy with the realities of the different countries.

RECOGNISES that a healthy planet is necessary and possible, and that a social economy can help build a new approach which overcomes the present contradiction between economy and nature.

SHARES as scientific and philosophical bases, that the quality of life and all the well-being humanity can enjoy, are based on the responsible management of natural resources and wealth, biodiversity conservation and the mitigation of climate changes which jeopardise the balance of the ecosystems and the planet.

CONSEQUENTLY, it considers that the main aim of co-operatives is human well-being and, as environmental degradation threatens its existence, it is the duty of the co-operative sector to work for the mitigation of the effects provoked by climate change and for environmental sustainability.

THE GENERAL ASSEMBLY adopts the following revised Seventh Co-operative Principle

Concern for community and environmental sustainability

Co-operatives work for the sustainable development of their communities including the protection of the environment through policies approved by their members, promoting the responsible management of natural resources to ensure ecological balance

THE GENERAL ASSEMBLY asserts its support for the establishment and development of the Cooperative Institute for the Promotion of Peace and Social Cohesion on a three year trial basis at a location or locations to be determined, the Institute to benefit from an advisory committee selected in consultation with the Director General or designate.

THE GENERAL ASSEMBLY looks to the Institute to serve both as a framework for the development of programs of cooperative activity in these areas and as a focal point for thinking, analysis and research about them. Beyond minimal operating costs, it will be specifically charged with raising funds for the kinds of projects it wishes to undertake, particularly from foundations and research institutions.

The Institute will operate within the framework of the policies, principles and decisions of the ICA and will report periodically to the ICA Board and to the General Assembly.

THE GENERAL ASSEMBLY calls on the institutions of the ICA and on the cooperative movements, organizations and institutions throughout the world to work closely with the Institute in developing its frame of activity and to give it all possible support in its undertakings.

THE GENERAL ASSEMBLY emphasizes the importance of cooperative peace-building and social cohesion strengthening





## Motions, *continued*

activities in building a better world. It urges national and international institutions working towards these goals to do so in partnership with the ICA, the cooperative movement and the Co-operative Institute for the Promotion of Peace and Social Cohesion.

### Admittance of mutuals to membership

#### Background

The General Assembly at its Extraordinary Session in Rome in 2008 adopted a resolution calling for the establishment of “an ad-hoc working group consisting of appropriate representatives” to “submit to the ICA Board, for final adoption by ICA General Assembly, recommendations on whether ICA should accept mutual organisations of various sectors as members”;

The ICA Board did establish a Mutuals Working Group, which has reviewed the matter and provided a recommendation to the Board. The mutual WG has met over the past 2 years and submit the following resolution.

#### Text of the resolution

WHEREAS, the General Assembly at its Extraordinary Session in Rome in 2008 adopted a resolution calling for the establishment of “an ad-hoc working group consisting of appropriate representatives” to “submit to the ICA Board, for final adoption by ICA General Assembly, recommendations on whether ICA should accept mutual organisations of various sectors as members”; and

WHEREAS, the ICA Board did establish a Mutuals Working Group, which has reviewed the matter and provided a recommendation to the Board; and

WHEREAS, the Mutuals Working Group acknowledged the existing membership of mutual organisations among ICA members; and

WHEREAS, the Mutuals Working Group believes the encouragement of appropriate mutual organisations within ICA membership would strengthen the representation and solidarity of organisations that adhere to co-operative principles;

Therefore, the Mutuals Working Group proposes the following resolution for presentation to the ICA Board and to the 2011 General Assembly:

RESOLVED that the International Co-operative Alliance consider eligible for admittance to full membership those mutual organisations that operate in conformance with the Co-operative Values and Principles; provided that each application will be examined carefully on a case-by-case basis, following consultation with the appropriate regional office and with any relevant apex or national cooperative member.



### Motion to declare Rochdale: World Capital of Co-operatives

#### Background

With the approval and recommendation of ICA-Americas Regional Board, a motion to declare Rochdale the World Capital of Cooperatives was presented to ICA Américas General Assembly 2010.

This initiative considered that in 1854, in Rochdale, England, one of the first cooperatives was formed and the principles that now drive cooperatives were established. Hence, the Regional Board proposes to give this city a special status in the future and to be declared by the International Cooperative Alliance, as the world capital of cooperatives.

Support from the Regional Assembly was required in order to present this initiative to ICA Board for its consideration and later to the General Assembly for its approval.

This motion is based on the fact that currently there are two important cities for cooperatives at the global level, Sunchoales in Argentina and Nova Petrópolis in Brazil.

Both are capitals for cooperatives in Argentina and Brazil.

#### Text of the resolution

WHEREAS, Rochdale, England was the home of the Rochdale Pioneers, one of the earliest modern co-operatives; and

WHEREAS, the Co-operative Principles that now inspire co-operatives were established in Rochdale; and

WHEREAS, some countries have adopted national capitals of co-operatives, such as Sunchoales in Argentina and Nova Petrópolis in Brazil; and

WHEREAS, the ICA Americas Regional Assembly has adopted a resolution calling on the ICA General Assembly to recognise the special status of Rochdale by declaring it to the World Capital of Co-operatives;

Therefore, the ICA General Assembly does hereby declare Rochdale, England to be the World Capital of Co-operatives





Motions, *continued*

**Promotion of Environmental, Social and Economic Sustainability: The use of Sustainable Timber and Forest Products**



*Background from David Rodgers (President, ICA Housing Sector Organisation)*

The ICA Housing Board submitted the following resolution. The ICA Housing Board has also decided to run a global campaign during the UN International Year of Co-operatives 2012 to encourage all ICA Housing members to commit to the use of sustainable timber and forestry products in all their housing construction, refurbishment and repair projects. Deforestation and the use of timber and products from non-sustainable forestry exploitation is a major contributor to global warming and climate change. Combating climate change is one of the eight UN Millennium Development Goals (MDGs) and it is ICA Housing's view that this initiative to encourage our members during 2012 to commit to the use of sustainable timber and other forestry products will be a major contribution to achieving that UN MDG and an appropriate campaign for the UN International Year of Co-operatives 2012.

**Text of the resolution**

The General Assembly, ACKNOWLEDGES that forests are essential to life on earth; that forests are reservoirs of fresh air, pure water, and innumerable forms of life; and that forests protect against soil erosion, desertification, flooding, loss of biodiversity and unsustainable concentrations of greenhouse gases (GHG) in the atmosphere;

RECOGNISES that the current unsustainable model of forestry development threatens biodiversity: 33 per cent of animal and plant species have colonized 70 per cent of the land on earth, while forests, harbouring 67 per cent of all animal and plant species, occupy only 30 percent of dry land;

REALISES that deforestation is fuelled by economic imperatives that drive communities toward agriculture, conversion of forest land to other uses and tourism—significant contributors to the release of GHG emissions—as the fastest ways to earn their livelihood;

UNDERSTANDS that the forest industry is responsible for the production of 17 per cent of GHG emissions in the world: recent research attributes 217 to 640 tons of carbon dioxide per hectare, including the GHG emissions from soil, to wood cutting conducted by non-sustainable methods;

ACKNOWLEDGES that all humanity deserves a decent livelihood and that many communities depend on forests for their survival;

SUPPORTS internationally recognized efforts to develop model programs for sustainable forestry that respond to the needs of

the flora, fauna and people living in and through forests;

RECOGNISES co-operative businesses' buying power and their need for forest products and the availability of such products certified as sustainable by the Forest Stewardship Council or the Programme for the Endorsement of Forest Certification;

WISHES to promote sustainable conduct in the spirit of the unanimous resolution at the General Assembly of 2009 in Geneva calling on ICA members and the worldwide co operative movement to embrace a vision of energy efficiency and renewable energy;

CALLS on ICA members and the worldwide co-operative movement, as conscientious consumers, positively to commit only to use timber and other forest products from sustainable sources certified as such by reputable organisations like the Forest

Stewardship Council or PEFC International (the Programme for the Endorsement of Forest Certification) and to adopt procurement policies and practices that honour the principle of sustainability in forestry management..



International Co-operative Alliance (ICA)

15, route des Morillons

1218 Grand-Saconnex, Geneva, Switzerland

Tel: +41 22 929 88 38 - Fax: +41 22 798 41 22

E-mail: [ica@ica.coop](mailto:ica@ica.coop) - Website: [www.ica.coop](http://www.ica.coop)