

Standing Orders: Board Elections

As adopted by the Board of Directors on 24 March 2026

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SECTION 1: PURPOSE. AUTHORITY. DEFINITIONS

Article 1. Purpose

- 1.1 The ICA's Articles of Association ("Articles") and Internal Rules of the General Assembly set out the composition of the Board of Directors and the method by which Directors are elected or appointed. The Internal Rules of the Board of Directors and Standing Orders: General Assembly Procedures set out further provisions respecting the election and appointment of Directors. These Standing Orders supplement and complete those provisions.
- 1.2 The purpose of the ICA is to unite, represent and serve the cooperative and mutual movement worldwide. Its member cooperatives and mutuals are founded in a belief in the transformative power of democracy. Accordingly, the ICA aspires to serve as a model to its members of sound democratic governance.
- 1.3 Free and fair elections are fundamental to the effectiveness and integrity of any democracy. In setting out a code of good practice for all phases of the electoral process, these Standing Orders will help ensure that elections to the Board of Directors of the ICA meet this standard.

Article 2. Authority

- 2.1 In the event of any conflict between these Standing Orders and the other documents referred to in article 1.1 above, the other documents govern.

Article 3. Definitions

- 3.1 Except where the context otherwise requires, capitalised words in these Standing Orders have the meaning given to them in these Standing Orders or in the Articles.
- 3.2 For greater certainty, in these Standing Orders, "Director" means a member of the global Board of Directors of the ICA.

SECTION 2: ELECTIONS COMMITTEE

Article 4. Appointment. Composition

- 4.1 The Board of Directors (the "Board") appoints the Elections Committee about one (1) year ahead of the quadrennial elections for the President and At-large Directors. The Committee serves until the first meeting of the Board following the elections, when it is disbanded.
- 4.2 The Committee is composed of at least five (5) persons appointed by the Board from amongst current Directors who fill designated seats and At-large Directors who will not stand for re-election, supplemented, as necessary, by retired Directors. Every effort shall be made to ensure gender balance within the Committee.

Article 5. Role

- 5.1 The Elections Committee is responsible for planning, organising, conducting and certifying general elections to fill the positions of President and At-large Directors of the ICA and for evaluating the soundness of election procedures. In this capacity it shall:
 - (a) publicise forthcoming elections and solicit nominations;

- (b) encourage the nomination of candidates from groups in the population that are under-represented on the Board, including women and youth, and from any under-represented Regions;
- (c) review and adjudicate the eligibility of candidates nominated for election;
- (d) publicise valid nominations within the full ICA membership;
- (e) assess the suitability of the venue where Board elections will occur with a view to ensuring that the facilities and equipment will be conducive to holding fair and efficient elections;
- (f) satisfy itself that the Director General has made appropriate arrangements for interpretation services and staff support for the full elections process;
- (g) in cooperation with the Director General, determine whether balloting will be conducted manually or through an electronic voting system;
- (h) see to it that any electronic voting system proposed for use in the elections is tested to ensure that it meets the ICA's needs, is in proper working order, is secure and is not difficult to use;
- (i) supervise the conduct of the elections, ensuring that required procedures are diligently followed;
- (j) enforce the Election Campaigns Code of Conduct ("Elections Code") attached to these Standing Orders as Appendix "A";
- (k) certify and report election results;
- (l) following the conclusion of the elections process, evaluate the effectiveness of the procedures followed and, as necessary, recommend changes to these Standing Orders and the Elections Code contained herein;
- (m) advise the Board on election matters as required.

5.2 The Elections Committee shall perform such other duties as the Board of Directors may assign to it.

SECTION 3: QUALIFICATIONS OF DIRECTORS

Article 6. Eligibility criteria

6.1 Candidates for election or appointment to the Board of Directors must meet the eligibility criteria set out in the Articles and must not be disqualified to serve on the Board under Belgian law.

Article 7. Desirable qualifications

7.1 In publicising forthcoming elections and soliciting nominations, the ICA will inform Members of the eligibility criteria in the Articles and will encourage Members to bear in mind the following desirable qualifications in determining whom to nominate for election:

- (a) a demonstrated commitment to promoting the growth, development and success of cooperatives and mutual associations and advancing the broader cooperative and mutual economy of which they are a part;
- (b) an understanding of and commitment to the Values and Principles set out in the *Statement on the Cooperative Identity*;
- (c) a broad knowledge of the cooperative and mutual movement in their own country;
- (d) direct experience in the governance or management of cooperatives or mutual associations;
- (e) the willingness and ability to commit the necessary time to serving as an effective Director;
- (f) the ability to undertake foreign travel;
- (g) a clear understanding of the separate roles of governance and management;
- (h) the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues generally comparable to those raised by the ICA's financial statements;
- (i) demonstrated leadership qualities;
- (j) the ability to work as a member of a team;

- (k) the capacity to listen, think critically and act decisively;
- (l) sound judgement and independence of thought;
- (m) effective communication skills; and
- (n) unquestioned honesty and integrity.

7.2 Members shall be further encouraged, when considering nominating candidates for election, to support the ICA's goal of achieving gender parity in its governing bodies.

7.3 The qualifications in this Article 7 are desirable but not mandatory. They are set out to assist the Members in evaluating the suitability of potential nominees. The Elections Committee is not responsible for vetting nominations against them and shall not give its opinion on the extent to which nominated candidates meet them. It falls to the Members when they cast their votes to judge the suitability of candidates for election.

Article 8. Disputed eligibility

8.1 Any Member or Director of the ICA may challenge the eligibility under the Articles or under Belgian law of any candidate nominated for election, including the requirement that Directors not impede or restrict the continuation and operation of the ICA. The challenge shall be made via formal notice to the Elections Committee, submitted through the Director General.

8.2 The Elections Committee may independently challenge the eligibility of any candidate.

8.3 Upon receipt of a challenge to a candidate's eligibility, the Elections Committee shall determine whether the challenge has merit.

8.4 If the Elections Committee determines that the challenge has merit, it shall either:

- (a) raise the concern with the candidate, giving the candidate the opportunity to respond in writing or through a meeting with the Committee;
- (b) review the background of the matter on its own.

The Committee can but does not have to disclose to the candidate the source of the challenge.

8.5 Before the Committee rules against the eligibility of a candidate, it shall notify the candidate and provide an opportunity for the candidate to respond. At its sole discretion, the Committee may choose to advise the Member who nominated the candidate and provide an opportunity for the Member to respond as well.

8.6 How long the Committee takes to conduct its review and how much time it gives a candidate to respond shall be determined in part by when the challenge is received. Depending on the severity of the charge of ineligibility, the Elections Committee may choose, at its sole discretion, not to review a challenge raised fewer than seven (7) calendar days before the scheduled date of the election.

8.7 Deeming a candidate to be ineligible to serve as a Director is a serious step and should only be considered where the Elections Committee believes that election of the candidate to the Board would expose the ICA to material risk or where the nomination is invalid on its face, whether because the candidate is disqualified to serve on the Board under Belgian law, the straightforward eligibility criteria set out in the Articles are not met or because the candidate has not been properly nominated. The options available to the Committee when it believes that a challenge to a candidate's eligibility has merit are:

- (a) encouraging the candidate to withdraw their candidacy;
- (b) allowing the candidacy to proceed, but with a full disclosure of known facts to the General Assembly, accompanied or not by a Committee recommendation;
- (c) declaring the candidate ineligible.

8.8 To the extent practicable, the Elections Committee shall make its decisions on the eligibility of election candidates by consensus. If a consensus cannot be achieved within the time available, the decision will be taken by majority vote.

8.9 The decision of the Elections Committee on the eligibility of candidates is final.

SECTION 4: NOMINATION PROCESS

Article 9. Right to nominate candidates

9.1 Only Full Members whose membership rights have not been suspended under the Articles may nominate candidates for election to the positions of President and At-large Director.

Article 10. Consent to stand. Multiple offices

10.1 Individuals nominated to stand for the office of President or At-large Director must indicate their consent to stand at the time of their nomination.

10.2 Individuals may stand for election for President, for At-large Director or for both. However, they may only be elected to one (1) of these offices.

Article 11. Documentation required

11.1 Nominations for the position of President or At-large Director must be accompanied by:

- (a) a completed Nomination Form in the form provided by the ICA with the Call for Nominations, signed by both the nominating Member and the candidate;
- (b) a full curriculum vitae of the candidate;
- (c) a summary biographical statement of the candidate not exceeding 100 words;
- (d) a photograph of the candidate;
- (e) a full Candidate Statement in the form set out in the Call for Nominations.

Article 12. Video statements. Candidate Statements. Distribution of candidate information

12.1 Candidates may elect to submit a video statement not exceeding two (2) minutes in length to support their candidacy. To maintain a fair opportunity for all candidates, the ICA may choose, resources permitting, to assist in producing such videos.

12.2 The Candidate Statement shall include a self-evaluation by the candidate against the desirable qualifications for Directors set out in Article 7 above.

12.3 The Candidate Statements, summary biographical statements, photographs and video statements shall be published on the ICA's elections website.

Article 13. Financial support

- 13.1** Candidates for election must confirm that financial support to cover their expenses as a Director is available to them from the nominating Member or from another cooperative or mutual organisation. The availability and source of financial support shall be disclosed in either the Candidate Nomination Form or the Candidate Statement, as specified in the Call for Nominations.

SECTION 5: CAMPAIGN RULES

Article 14. Conduct of campaigns

- 14.1** Candidates standing for election or re-election as President or At-large Director, those campaigning on their behalf and their nominating Member are all expected to demonstrate respect for democracy by complying fully with the Elections Code.
- 14.2** Candidates and their nominating Members shall sign an acknowledgement at the time of the candidate's nomination in the form provided by the ICA indicating their agreement to abide by the Elections Code.
- 14.3** The ICA will publicise within the membership and on the ICA elections website the names of any candidates and nominating Members who decline or fail to sign the required acknowledgement.
- 14.4** Any Member or Director of the ICA who believes that a candidate for election or their nominating Member has breached the Elections Code may ask the Elections Committee to investigate the alleged breach. The request shall be made via formal notice to the Elections Committee, submitted through the Director General.
- 14.5** The Elections Committee may independently identify breaches of the Elections Code.
- 14.6** The Elections Committee shall investigate and adjudicate all alleged breaches of the Elections Code.
- 14.7** If the Elections Committee determines during the campaign period that a violation exists, it shall
- (a) publish the identified violation in an area of the ICA's website accessible only to Members;
 - (b) have the candidate's video statement and other election materials removed from the ICA's website.
- 14.8** If a breach is discovered or investigated and confirmed after the elections have taken place, the Elections Committee shall report the breach to the Board. If the person found to have violated the code won election, the Board will have the option of recommending to the Members the removal of the Director from office under the Articles.

SECTION 6: VOTING PROCEDURES

Article 15. General procedures

- 15.1** Ballots shall be prepared, distributed and counted and election results verified, certified and announced in accordance with the ICA's Standing Orders on General Assembly Procedures.

- 15.2** From the start of the elections process until balloting is completed, the Chairperson of the Elections Committee shall chair the General Assembly.
- 15.3** From the start of the elections process until balloting is completed, candidates for election shall be seated together in a reserved area of the meeting hall.

Article 16. Order of elections

- 16.1** The election of the President shall take place before the election of At-large Directors.
- 16.2** Candidates for President are permitted a maximum of seven (7) minutes each to address the General Assembly in person prior to the vote. This time shall be doubled where non-simultaneous interpretation is required.
- 16.3** The election of the At-large Directors shall take place following the election of the President.
- 16.4** Time permitting, each candidate for At-large Director shall be invited to address the General Assembly via prerecorded video statement. Candidate video statements may not exceed two (2) minutes each. When the agenda for the General Assembly is set, every effort shall be made to allow sufficient time to present the candidates' video statements. However, should there be insufficient time for all of the statements to be presented, none shall be shown.

SECTION 7: VARIA

Article 17. Computation of time

- 17.1** For purposes of computing the time limits set out in these Standing Orders, such terms as "Month" and "Calendar day" shall have the meaning given to them in the Articles.

Appendix "A": Election Campaigns Code of Conduct

I. Purpose

- a. This Elections Code sets out expectations for the conduct of campaigns for election to the office of President or At-large Director of the ICA.
- b. The standards in this Elections Code reflect principles foundational to democracy including fairness, integrity, respect, honesty and transparency.

II. General standards

- a. Throughout this Elections Code, "Candidate" shall mean the candidate themselves, their representatives, their nominating Member and all persons campaigning on their behalf.
- b. Candidates are expected to conduct their campaigns at all times with integrity and in a manner that will bear the closest scrutiny.
- c. Candidates shall treat other candidates, Members' Representatives, employees and all other persons associated with the ICA with respect and courtesy. They shall display a professional attitude throughout the campaign and afterwards and shall not engage in any behaviour that creates or contributes to an atmosphere of animosity.
- d. In seeking election, Candidates are prohibited from appealing to prejudicial attitudes based on race, sex, gender, sexual orientation, religion, ethnic or national origin or any other discriminatory ground.
- e. Candidates shall not condone, engage in or encourage others to engage in character defamation, libel, slander or scurrilous attacks of any kind on any candidate or on their family or associates.

III. Conflict of interest

- a. All persons standing for election must disclose to the ICA any real or apparent conflict of interest they may have as an elected Director of which they are aware when nominated or of which they become aware at any time before the election takes place.

IV. No coercion, gifts or favours

- a. Candidates shall not ask, pressure or coerce in any way any employee of the ICA to campaign on their behalf or to advocate for or against any other candidate standing for election.
- b. From the date the list of persons nominated for election is released to the Members to the date the election takes place, persons standing for election shall not use any official role they may hold within the Board of Directors to advantage themselves or disadvantage other candidates inappropriately.
- c. Candidates are prohibited from, directly or through other persons, giving or offering any gift, favour or other benefit or promising or offering any office within the Board of Directors after the election in return for the support of voters. Normal gestures of hospitality made in the course of campaigning are excluded from this prohibition.

V. Access to information. Data privacy

- a. All persons standing for election are entitled to receive the same information from the ICA as may be useful in conducting their campaigns and as the ICA may lawfully provide, including but not limited to lists of Members and Members' Representatives.
- b. In handling any ICA contact data, Candidates must abide by the General Data Protection Regulation of the European Union.

VI. Communications

- a. For the purposes of this Section VI, "Campaign Communication" and "Communication" mean any written, printed, oral, video or digital statement or image of, by or about the candidate standing for election, regardless of how the Communication is shared or disseminated.
- b. Candidates are prohibited from representing or implying in any Campaign Communication that a person standing for election is endorsed by the ICA, the Board of Directors, the ICA's management, an ICA employee, the Elections Committee or any member of the Elections Committee.
- c. Candidates are prohibited from using the ICA's logo or letterhead in their Campaign Communications.
- d. All Campaign Communications published, made or disseminated by or on behalf of a person standing for election must be factually correct and must not misrepresent the positions or actions of other persons standing for election, the ICA, or the ICA's Board of Directors, management or employees.
- e. Candidates are prohibited from campaigning at or placing Campaign Communications or broadcasting campaign messages in other than designated areas in or on the real estate, facilities, or other property used by the ICA. The ICA may remove any campaign materials placed in such areas.
- f. All open campaigning of any kind is prohibited within the General Assembly meeting hall and the immediate area in which Members register for the General Assembly or cast their votes.
- g. All contact by Candidates with persons attending, observing, staffing or otherwise present in the vicinity of General Assembly events shall be courteous and shall not obstruct or impede access to or registration for the General Assembly or any meetings or events held in conjunction with it.

VII. Campaign finances

a. Financial disclosure

To promote fairness, accountability and transparency in the electoral process, every candidate standing for election shall file a report disclosing total spending on their campaign and total contributions received or promised to defray their campaign spending, whether given or offered directly to the Candidate or to a supplier of goods or services provided to the campaign. The disclosure shall be accompanied by a list of campaign contributors.

b. Expenses defined

Campaign spending includes:

- i. the cost of advertising or promotional materials;
- ii. the distribution, broadcast or publication of advertising or promotional material in any media or by any other means during the campaign period;

- iii. the payment of remuneration and expenses to or on behalf of any person providing services in any capacity to the campaign;
- iv. room rentals;
- v. hospitality and refreshments provided to Members' Representatives, Voters and other persons attending the General Assembly;
- vi. any other cost incurred in any form in support of the candidacy of a person running for election.

c. **Contributions defined**

Campaign contributions include:

- i. direct or indirect financial contributions and donations;
- ii. in-kind contributions of any kind, including but not limited to the provision of goods or paid services;
- iii. promises or pledges to pay expenses;
- iv. loans.

Time spent by volunteers on the campaign without remuneration of any kind from the Candidate or from any other party shall not be considered a campaign contribution.

d. **Submission of disclosures**

The ICA staff, acting on behalf of the Elections Committee, shall request from every candidate for election an interim disclosure of campaign spending and contributions on or about the twenty-first (21st) Calendar day before the election takes place and a final disclosure on or about the seventh (7th) Calendar day after the election takes place. Candidates shall submit their disclosures no later than five (5) Calendar days after the request is made.

Disclosures shall be signed by both the person standing for election and the Member nominating them. They are not required to be audited.

e. **Publication of disclosures**

The disclosures shall be published on the ICA elections website.