



## INTERNATIONAL CO-OPERATIVE ALLIANCE

# STATUTES

*As adopted by the General Assembly, 6 June 2008 for enactment 1 January 2009 and revised by the General Assembly, 20 November 2009*

### Mission Statement

The International Co-operative Alliance (ICA) unites, represents and serves co-operatives worldwide.

It is the custodian of co-operative values and principles and makes the case for their distinctive values-based economic business model which also provides individuals and communities with an instrument of self-help and influence over their development. The ICA advocates the interests and success of co-operatives, disseminates best practices and know-how, strengthens their capacity building and monitors their performance and progress over time.

### Section I. Constitution

#### **Article 1. Name and Seat**

The name of this organisation, which was founded in London, August 1895, is the International Co-operative Alliance, ICA (Alliance Coopérative Internationale, ACI; Internationaler Genossenschaftsbund, IGB; Mezhdunarodny Kooperativny Alliance, MKA; Alianza Cooperativa Internacional, ACI). Its registered headquarters, since 1982, is Geneva, Switzerland. The status of ICA is that of an association organised as a corporate body regulated by the Swiss Civil Code in Articles 60-79.

The seat of ICA may be changed by resolution of the General Assembly.

#### **Article 2. Objects**

ICA, a global networking organisation organised at the global, regional, sectoral and thematic levels, is a world-wide representative of co-operative organisations of all kinds that has the following objects:

- a. promote the world co-operative movement, based upon mutual self-help and democracy;
- b. promote and protect co-operative values and principles;
- c. facilitate the development of economic and other mutually beneficial relations between its member organisations;
- d. promote sustainable human development and to further the economic and social progress of people, thereby contributing to international peace and security;
- e. promote equality between men and women in all decision-making and activities within the co-operative movement.

ICA will not affiliate itself to any political or religious organisation and will maintain independence in all its activities.

### **Article 3. Architecture/Structure**

The ICA is organised at the global, regional, sectoral and thematic levels and comprises the following:

- a. a central office;
- b. four regions;
  - i. ICA Africa
  - ii. ICA Americas
  - iii. ICA Asia-Pacific
  - iv. ICA Europe (incorporated and known as Co-operatives Europe asbl).

The geographic area of each region is as follows:

- i. Africa - open to all member organisations with a head office in Africa and adjacent islands.
  - ii. Americas - open to all member organisations with head office in North, Central and South America, and the Caribbean.
  - iii. Asia and the Pacific - open to all member organisations with a head office in Asia and the Pacific.
  - iv. Europe - open to all member organisations with a head office in Europe.
- c. global and regional sectoral organisations, and
  - d. thematic committees.

### **Article 4. Methods**

ICA seeks to obtain its objects at the global, regional, sectoral and thematic levels, by:

- a. serving as a forum for exchange of experience and as a source of information on co-operative development, research, and statistics;
- b. co-ordinating actions for the promotion of co-operative development;
- c. collaborating with global and regional institutions including the United Nations organisations, and with any other governmental and non-governmental international and national organisations which pursue aims of importance to co-operatives;
- d. any other appropriate means.

### **Article 5. Official Languages**

English, French, German, Russian and Spanish are the official languages of ICA. The Board will decide to what extent each language is used.

### **Article 6. Co-operative Principles**

Any association of persons, or of societies, is recognised as a co-operative society, provided that it has for its object the economic and social betterment of its members by means of an enterprise based on mutual aid, and that it conforms to the *ICA Statement on the Co-operative Identity*, as approved by the General Assembly of ICA:

## **Definition**

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

## **Values**

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.

## **Principles**

The co-operative principles are guidelines by which co-operatives put their values into practice.

### **1st Principle: Voluntary and Open Membership**

Co-operatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

### **2nd Principle: Democratic Member Control**

Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organised in a democratic manner.

### **3rd Principle: Member Economic Participation**

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

### **4th Principle: Autonomy and Independence**

Co-operatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

### **5th Principle: Education, Training and Information**

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public – particularly young people and opinion leaders – about the nature and benefits of co-operation.

### **6th Principle: Co-operation among Co-operatives**

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

## **7th Principle: Concern for Community**

Co-operatives work for the sustainable development of their communities through policies approved by their members.

### **Article 7. Eligibility**

Organisations which conform to the ICA Statement on the Co-operative Identity and observe the aims of ICA are eligible for shared membership of ICA and automatically participate in all parts of its Architecture/Structure

The decision to admit to membership of the ICA lies with the Board. In the event of the Board's rejecting an application, the organisation in question may appeal to the General Assembly.

Organisations are eligible for two types of membership:

- Members (full members with voting rights), and
  - Associate Members.
- a. Members (full members)
- i. National unions or federations of co-operative organisations
  - ii. National confederations of co-operative unions (apex organisations)
  - iii. National co-operative business organisations with majority individual ownership
  - iv. Individual co-operative organisations.
- b. Associate
- i. Organisations entitled in principle to full member status, but that are not ready to apply for full membership may be accorded associate member status for a three year period to be reviewed and extended to a maximum of five years to enable them to participate in ICA, mainly at the regional and sectoral level before applying for full membership.
  - ii. Organisations who are not otherwise eligible to be full members:
    - organisations which are supporters of co-operatives or are owned and controlled by co-operatives;
    - educational, research and other institutions which promote or finance co-operatives and the co-operative movement.
  - iii. International and regional (supranational) federations or unions of co-operative organisations.

Members pay an annual subscription based on the number of their individual members or number of individuals they represent.

Associate members pay on a flat-fee scale.

Associate members do not have voting rights in ICA's global or regional structures.

### **Article 8. Cessation of Membership**

Membership of ICA ceases:

- a. by a decision of the Board following non-payment of full subscriptions for two successive years;

- b. by voluntary withdrawal, notice of which must be given by the organisation concerned at least six months before the end of the calendar year; subscriptions for the year in which the withdrawal occurs are payable in full, regardless of the cause of withdrawal;
- c. by resolution of the General Assembly in the case of a member organisation's acting contrary to the Statutes or interests of ICA.

### **Article 9. Rights of Member Organisations**

Subject to the proper and timely fulfilment of their financial obligations to ICA, Members and Associate Members have the right to:

- a. receive from ICA all appropriate services, information and assistance;
- b. participate in any Sectoral Organisation or Thematic Committee of ICA in accordance with its constitution.

Members also have the right to:

- a. take part in formulating ICA policies and work programmes of ICA Authorities;
- b. appoint representatives to the ICA General and Regional Assemblies, and to Congress, and to nominate candidates for election to the Board.

### **Article 10. Obligations of Member Organisations**

Members and Associate Members have the following obligations:

- a. observe the aims and policy of ICA and to conform in its activity to the ICA Statement on the Co-operative Identity as defined in Article 6;
- b. take all such actions as may be recommended by the Authorities of ICA in support of its policy decisions;
- c. supply ICA with their membership data, annual report and a complimentary copy of all its relevant publications, as well as regularly inform ICA on significant national co-operative developments, changes in their rules and bye-laws, and all actions of the public authorities which affect the co-operative movement;
- d. pay their annual subscription by 31 March.

## **Section III. Finance**

### **Article 11. Income**

The income of ICA is derived from:

- a. subscriptions of its member organisations;
- b. sales of publications and promotional items;
- c. funds provided through agreements;
- d. donations;
- e. other sources as agreed by the General Assembly on the recommendation of the Board.

### **Article 12. Subscriptions**

- a. Members pay an annual subscription in proportion to their individual membership and in accordance with the formula established by the General Assembly. Associate Members pay an annual subscription based on the Associate Member formula also established by the General Assembly. Payment of subscriptions enables Members and Associate Members to participate in ICA at the global, regional sectoral and thematic levels.

- b. The General Assembly will review the formula every four years to ensure adequate resources for ICA and, if considered appropriate, will determine modifications.
- c. Annual subscriptions are due and payable in the first quarter of a calendar year and, together with the appropriate supporting documentation, are to be sent to the ICA Central Office by 31 March. Failure to comply with this requirement will lead to withholding Members' or Associate Members' participation rights and other penalties as determined by the Board.
- d. ICA will accommodate and assist those national co-operative representative organisations wishing to be responsible for the co-ordination of ICA dues' collection within their country, in respect of existing institutional and operational arrangements between national representative organisations for co-operatives and their members.
- e. ICA will also permit members of a given country to voluntarily agree to a different allocation of ICA dues amongst themselves as long as the total aggregated contribution in dues equals that calculated according to the subscription formula for all members of that country.
- f. The ICA Board "Membership Committee" will support ICA in the activities relating to the promotion and correct implementation of the subscription formula.

## Section IV. Governing Bodies and Congress

### **Article 13. Authorities**

The Authorities of ICA are: General Assembly, Regional Assemblies, Sectoral Organisations' Assemblies, Board, Regional Boards, Sectoral Organisations' elected bodies, President, Vice-Presidents, Director-General and Regional Directors.

### **Article 14. World Co-operative Congress**

A World Co-operative Congress may be convened by ICA, with participation, both for member organizations and the general co-operative public. The time, venue, and themes for the Congress are decided by the General Assembly.

### **Article 15. General Assembly**

- a. The General Assembly, being the highest authority of ICA, consists of representatives appointed by Members. The Board may establish targets for the representation of women at the General Assembly.
- b. The General Assembly meets every second year. Extraordinary meetings of the General Assembly may be convened on the decision of the Board, or at the request of one-fifth of Members or one-fifth of the total representatives' votes in the General Assembly.
- c. Members, subject to the full discharge of their financial obligations, are entitled to at least one representative with a vote.
- d. The number of representatives is based on the number of individual members represented by each Member and is calculated in accordance with the rules set by the General Assembly, provided no single Member or group of Members from one country have more than 25 representatives, excluding the President of ICA.

### **Article 16. Powers of the General Assembly**

The General Assembly has the following powers:

- a. formulate and implement the policy on major issues affecting the future of ICA and the worldwide co-operative movement;
- b. approve the ICA Strategic Plan and financial framework;

- c. elect the President and the Board, to ratify the election of the Vice-Presidents, and the sectoral organisation and youth representatives to the Board;
- d. appoint the external auditor;
- e. ratify the appointment and removal of the Director-General on the recommendation of the Board;
- f. amend the ICA Statutes and Bye-Laws by a majority of two-thirds of the votes represented;
- g. decide on the membership subscriptions and representation formulae;
- h. approve the ICA annual audited accounts;
- i. confirm all dispositions taken by the Board, or by any other unincorporated regional or sectoral entity of ICA, which imposes liabilities or obligations on ICA, such as investments, borrowings, mortgages, buying and selling of real estate, as well as other agreements;
- j. approve the establishment or dissolution of ICA regions and their respective Regional Assemblies, Sectoral Organisations and Thematic Committees on the recommendation of the Board;
- k. decide upon the dissolution of ICA by a majority of two-thirds of the votes represented

All questions on which the General Assembly votes, unless specified otherwise, are decided by a majority of the votes cast. In special circumstances voting may be by correspondence.

#### **Article 17. Board**

- a. The Board consists of the President, four Vice-Presidents, and 18 other members, elected by the General Assembly for a four-year term. Vacancies are filled through election at a subsequent General Assembly.
- b. Two of the 18 members of the Board represent the ICA Sectoral Organisations and one represents youth co-operators. These are nominated by their respective constituents based on criteria and terms of reference established by the “ICA Election Committee” and are formally elected by the ICA General Assembly.
- c. The Board meets at least once a year. Meetings may also be called at the request of one-third of the members or by the decision of the President. Decisions may be taken by correspondence.
- d. Members from one country may not have more than one representative on the Board, excluding the President and Vice-Presidents of ICA, Board members representing ICA sectoral organisations and the youth representative, always keeping in mind the representative nature of the Board. This should be monitored by the Election Committee.
- e. No person is entitled to serve on the Board whose organisation is no longer in membership of ICA or is in arrears with its membership subscription fee, or who has ceased to be an accredited representative of the nominating Member or, in the case of Vice-Presidents, of the respective Regional Assembly.
- f. The Board operates in accordance to ICA Board Standing Orders.

#### **Article 18. Powers of the Board**

The Board has the following powers:

- a. develop and monitor a global strategy for ICA;
- b. control the affairs of ICA between the meetings of the General Assembly;
- c. prepare the agenda and organise the meetings of the General Assembly;
- d. decide on all membership applications and related issues;
- e. approve and monitor the ICA budget;
- f. take decisions on investments, creations of special funds, borrowings, mortgages, and buying and selling of real estate for confirmation by the General Assembly;

- g. be responsible for the appointment or removal and the remuneration of the Director-General of ICA;
- h. receive annual reports from the Auditor of ICA;
- i. establish committees including an Audit Committee, and working groups from among its members and others, and decide upon their terms of reference,
- j. appoint a Vice-President to act in the absence of the President.
- k. set out Standing Orders and a Code of Governance under which it will operate.

### **Article 19. Regional Authorities**

The Regional authorities are the Regional Assemblies, Regional Boards and Regional Directors.

### **Article 20. Regional Assemblies**

In order to promote collaboration among ICA member organisations at the regional level, and to provide a forum for discussion of regional issues, Regional Assemblies are part of ICA's governing structure.

International member organisations may participate fully in other Regional Assemblies, provided they have members in those regions.

### **Article 21. Powers of Regional Assemblies**

The Regional Assemblies, as a rule, take place at least every second year, alternating with the General Assembly. They work within the framework of the ICA Strategic Plan and implement the priorities decided by the regional authorities. They also:

- a. implement the decisions of the General Assembly in the regions
- b. submit reports, proposals, and resolutions for the consideration of the General Assembly;
- c. elect a person as President of the region who also serves as ICA Vice-President, subject to ratification by the General Assembly;
- d. elect a Regional Board according to their rules;
- e. draw up their own statutes, subject to approval by the General Assembly.

### **Article 22. Entities of the ICA with distinct legal personality**

- a. The regional and sectoral Assemblies of ICA can set up organisations with a distinct legal personality on the following conditions:
  - i. Their rules must be approved by the General Assembly of ICA;
  - ii. An agreement regulating the relations between the ICA and the concerned regional or sectoral entity must be signed by it and by the Board of ICA and approved by the General Assembly of ICA.
- b. In case of discrepancies between the rules of the concerned regional or sectoral entity previously approved by the General Assembly of ICA and the articles 20, 21, 23, 24 and 28 of the ICA Statutes, the rules of the concerned entity will apply.
- c. The members of the concerned regional entity will remain or become members of the ICA according to Section II of the ICA Statutes.

### **Article 23. Regional Boards**

Regional Boards are elected in accordance with the statutes of their region and will consist of at least one President, and other members elected by the Regional Assembly.

## **Article 24. Powers of the Regional Board**

Regional boards will:

- a. work within the global strategic framework of the ICA laid down every four years by the General Assembly;
- b. approve within the four-year workplan, budget and redistribution agreements, the annual budget and workplan prepared by the Regional Director for integration into the global budget and workplan for approval by the ICA Board;
- c. prepare the agenda and organise the meetings of the Regional Assembly;
- d. reinforce member organisations' active participation;
- e. in conjunction with the ICA Director-General be responsible for the appointment of the Regional Director;
- f. promote sustainable co-operative regional development;
- g. build relations between other bodies of the ICA;
- h. enhance the image of ICA and the co-operative movement within the region, with national and regional institutions;
- i. establish committees and working groups where appropriate;
- j. provide recommendations on membership issues from their region to the ICA Board;
- k. ensure regional finance and budgeting are strictly monitored and within the general guidelines of ICA.

## **Article 25. President**

The President:

- a. is the chief representative of ICA and presides over the General Assembly and Board of ICA;
- b. provides the policy and organisational leadership of ICA, in collaboration with the Director-General;
- c. has the right to attend the meetings of ICA entities:

Should the presidency remain vacant for longer than six (6) months, the ICA Board will call for an Extraordinary General Assembly be held to fill the vacancy and elect a new President.

## **Article 26. Vice-Presidents**

The Vice-Presidents represent their respective regions and:

- a. assist and support the President, in the policy and organisational leadership of ICA, together with the Director-General and Regional Director;
- b. serve as the link between the Regional Assemblies and the Board; and
- c. undertake such other tasks and responsibilities as the Board may determine.

## **Article 27. Director-General**

The Director-General is the Chief Executive Officer of ICA, accountable to the Board and, responsible for the leadership, and efficient management of the implementation of the ICA Strategic Plan in all ICA structures.

The Director-General:

- a. is responsible for implementing the policies of global ICA and coordinates, monitors, evaluates and supports the work of the ICA structures;

- b. takes the necessary initiatives to present to the Board and General Assembly any relevant issues affecting the co-operative movement;
- c. attends and advises the meetings of ICA Authorities, without voting rights;
- d. prepares documentation for the meetings of ICA Authorities;
- e. reports to the Board on the use of finances, implementation of the Strategic Plan and work programme, and changes in staff;
- f. maintains close working relations with ICA structures;
- g. maintains relations with ICA's present and potential member organisations in coordination with the regional director, and submit regular reports on membership issues to the Board;
- h. is responsible for the recruitment of staff at the Central Office and together with Regional Board of Regional Directors;
- i. designates the Deputy Director-General, subject to Board approval;
- j. deals with any other issues as may be required by the Board.

### **Article 28. Regional Directors**

Regional Directors are the chief executive officers of the regions, accountable to the elected bodies of the region and responsible for the leadership and efficient management of the regional organisation.

Regional Directors are responsible for:

- a. promotion and defence of co-operative values and principles at the regional level;
- b. in the framework of the ICA global Strategic Plan, submitting annual work programmes and budgets to be integrated in the overall global workplan and budget of the ICA
- c. implementation of the regional Strategic Plan and work programme within the region;
- d. representation on request of members organisations' policy concerns to governmental bodies and the public;
- e. organisation of the Regional Assemblies and support to elected regional bodies;
- f. carrying out any other activities as may be requested by the Director-General or Regional Authorities.

## **Section V. Sectoral and Thematic Bodies**

### **Article 29. Sectoral Organisations**

The General Assembly may establish or dissolve, and recognise or withdraw recognition from Sectoral Organisations.

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

The Sectoral Organisations as structures of the global ICA will:

- a. draw up their Rules for approval by the ICA Board;
- b. participate in the design of the global Strategic Plan and the multi-annual work programme and develop their activities in this framework and report to the ICA Board;
- c. approve within the Strategic Plan, budget and redistribution agreements, the annual budget and workplan prepared by each of them for integration into the global budget and workplan for approval by the ICA Board;

- d. through their representatives on the ICA Board, propose themes for discussion at the global level and keep the Board apprised of sectoral developments;
- e. report regularly on their activities to the ICA Board;
- f. have their own assemblies and elected bodies made up of representatives of organisations in the pertaining sectors;
- g. promote sustainable co-operative development in their pertaining sectors.

**Article 30. Thematic Committees**

The General Assembly may establish or dissolve, and recognise or withdraw recognition from Thematic Committees. These Committees will be based on functional or multi-purpose activities.

The Committees will:

- a. draw up rules for approval by the ICA Board;
- b. work within the ICA Strategic Plan;
- c. submit annual workplans and budgets to the Director-General for integration into the overall global workplan and budget for approval by the ICA Board.
- d. receive support from the ICA as agreed by the Board;
- e. report regularly on their activities to the Board;
- f. collaborate with ICA Central and Regional offices and sectoral organisations;
- g. promote sustainable co-operative development.

**Section V. Special Dispositions**

**Article 31. Status of the ICA in Switzerland**

As long as the seat of ICA is in Geneva, Switzerland, the Geneva Courts will be competent for all judicial queries which according to Swiss procedures are of the competence of the Courts of the domicile of the ICA.

**Article 32. Amendments to the Statutes**

Proposals to amend the Statutes may only be submitted by the Board to the General Assembly, or by a special committee appointed by the General Assembly for that purpose, or by not fewer than five members.

**Article 33. Definitive Text of the Statutes**

The definitive text of the Statutes is that of the English language.

In legal matters arising in Swiss Law as stated in Article 31, the French text is regarded as definitive.