



International  
Cooperative  
Alliance

Principal Documents – Book 2

# Extraordinary General Assembly

18 June 2026  
Virtual

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## Articles of Association of International Cooperative Alliance (ICA)

*ICA Articles of Association as adopted on 28 June 2023 and amended on 2 July 2025 and xx June 2026  
The official text is in French – This English convenience translation is provided for information purposes only.*

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## SECTION 1: NAME. LEGAL FORM. TERM. REGISTERED OFFICE

### Article 1. Name. Legal form. Term

- 1.1 The international non-profit association named “**International Cooperative Alliance**”, abbreviated “**ICA**” (hereafter: “**the ICA**”), is constituted for an indefinite period under Belgian law, specifically the provisions of Book 10 and any other provisions of the companies and associations Code of March 23, 2019 applicable to international non-profit associations.
- 1.2 All acts, invoices, announcements, publications and other legal documents issued by the ICA shall contain the name of the ICA, immediately followed or preceded by “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the ICA, its enterprise number and the mention “registre des personnes morales” or the abbreviation “RPM”, followed by the court with jurisdiction in the district where the ICA has its registered office.

### Article 2. Registered office

- 2.1 The registered office of the ICA is located in the Brussels-Capital Region.
- 2.2 The registered office of the ICA may be transferred to any other location in Belgium by a decision of the Board of Directors, provided that said transfer will not require a change of the language of these Articles of Association under the legal provisions governing the use of official languages in Belgium.
- 2.3 If the transfer of the registered office of the ICA requires a change of the language of these Articles of Association under the legal provisions governing the use of official languages in Belgium, only the General Assembly is competent to decide on the transfer of the registered office of the ICA. Any such decision is subject to the presence quorum and voting majority stipulated in Article 20 of these Articles of Association.
- 2.4 The ICA may establish offices (e.g., subsidiaries, branches, representation offices, etc.) in any country or place.

## SECTION 2: NON-PROFIT PURPOSE. OBJECTS

### Article 3. Non-profit purpose

- 3.1 The non-profit purpose of international utility of the ICA is to unite, represent and serve cooperatives and mutuals worldwide. Through its global, regional and sectoral structures, the ICA brings together organisations having a common interest in 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.

### Article 4. Objects

- 4.1 The ICA may undertake, alone or in collaboration with third parties, directly or indirectly, all activities related to its purpose, whether directly or indirectly. Without limitation, the ICA may, in particular, undertake the following non-exhaustive list of activities for the general or specific account of its Members and/or third parties:
  - (a) to serve as the custodian and defender of cooperative values and principles;
  - (b) to make the case with governments, multilateral bodies, opinion leaders and the general public for cooperatives and mutuals as a distinctive, values-based enterprise model that puts the social, economic and cultural needs of people at its centre;
  - (c) to collect statistics and conduct research on the presence, activities, performance and progress of cooperatives and mutuals around the world;

- (d) to disseminate information and issue publications on the cooperative and mutual economy generally;
- (e) to work with its Members, multilateral bodies, civil society organisations, governments and other actors who wish to achieve the betterment of society, sustainable economic development, and peace and security through, amongst other means, the continued development of the social and solidarity economy and the promotion and advancement of cooperative and mutual enterprises;
- (f) to support its Members in seeking the conditions required for the growth and success of the cooperative and mutual economy;
- (g) to call on its Members to take actions consistent with their shared cooperative identity and their common aim of building a better world;
- (h) to organise and arrange congresses, seminars, workshops, and other events at the international and regional level;
- (i) to strengthen the capacity of its Members by disseminating knowledge, sharing successes and promoting best practices amongst them;
- (j) to encourage the development of economic and other mutually beneficial relations amongst its Members;
- (k) to support or carry out pilot or demonstration projects intended to test and popularise effective structures and modes of operation of cooperative enterprises;
- (l) to promote the participation and full equality of women and men in the activities and democratic governance of cooperatives and mutuals around the world;
- (m) to promote awareness of the cooperative and mutual enterprise model amongst the young and amongst populations marginalised by their economic, social or cultural status and to encourage their full participation in the development, operation and governance of cooperatives and mutuals;
- (n) to become a member of associations or corporations having objects that are altogether or in part similar to those of the ICA or carrying on any business activity benefiting, directly or indirectly, the ICA, its Members or the global cooperative and mutual economy more generally;
- (o) to carry on any other activities consistent with these objects and the ICA's purpose;
- (p) to construct, operate, maintain and improve and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incidental to the provision of these objects;
- (q) to perform and carry out contracts of any kind necessary to, in conjunction with or incidental to the accomplishment of these objects.

**4.2** The ICA will not affiliate itself with any political or religious organisation and in all its activities will maintain its independence from government.

**4.3** The activities of the ICA can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and in their entirety be allocated to the realisation of the non-profit purpose of the ICA. The profits shall not be distributed to the Members.

**4.4** In addition, the ICA may develop, support, incorporate, constitute, set up, participate in, and have interests in (including owning shares, stocks, bonds, warrants, options, participations or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having a legal personality or not, having similar purposes and activities as those of the ICA.

## **SECTION 3: MEMBERS**

### **Article 5. Membership**

**5.1** The ICA shall have two (2) membership categories: Full Members and Associate Members. The ICA shall always consist of at least two (2) Full Members.

- 5.2** All references in these Articles of Association to “Member” or “Members” without any other specification are references to Full Members and Associate Members collectively.
- 5.3** The rights and obligations of the Members shall be as defined in and pursuant to these Articles of Association.
- 5.4** Membership is *intuitu personae* and can neither be transferred nor assigned.

## **Article 6. Full Members**

- 6.1** The category of Full Membership is open to any legal entity that meets all the criteria below:
- (a) it has a legal personality;
  - (b) it is properly constituted under the laws and practices of its country of origin;
  - (c) it operates on a cooperative basis;
  - (d) it supports the ICA’s purpose; and
  - (e) it is one of the following:
    - i. a primary cooperative whose members are natural persons, business organisations or both;
    - ii. an entity that operates as a cooperative but is located in a country that does not have a cooperative statute;
    - iii. an entity that operates as a cooperative but that cannot be legally structured as a cooperative owing to the regulatory regime governing the sector in which it operates;
    - iv. an entity organised as a mutual association;
    - v. a sectoral or multi-sectoral second-tier co-operative, federation, union or association organised at the subnational or national level the majority of whose members are cooperatives or mutual associations;
    - vi. a sectoral or multi-sectoral confederation organised at the subnational or national level the majority of whose members are second-tier cooperatives or cooperative or mutual federations, unions or associations; or
    - vii. a supranational or international federation, union or association of cooperative organisations.
- 6.2** For purposes of these Articles of Association, “operating on a cooperative basis” means operating in a manner consistent with the *Statement on the Cooperative Identity* adopted by the ICA in 1995 and set out in Appendix “A” hereto, as it may be amended by the Members from time to time. The determination whether an entity operates on a cooperative basis will be made by the ICA taking into account, for a legal entity that is not a primary cooperative, the conditions in the country in which it operates.
- 6.3** Full Members constituting any of the types of organisation identified in articles 6.1 (e) i through vi are hereafter referred to as “**Regular Full Members**”.
- 6.4** Full Members who are supranational or international federations or unions of cooperative organisations are hereafter referred to as “**Supranational Full Members**” or “**International Full Members**”, as the case may be.
- 6.5** Legal entities belonging to the same group of legal entities may each become a Full Member with their own membership rights, provided that they each pay membership fees and that they each meet the eligibility criteria listed in article 6.1.
- 6.6** Full Members shall enjoy all membership rights, including voting rights, the right to nominate candidates for election to the ICA’s Bodies and the right to participate in the relevant Region(s) and Sectoral Organisation(s).

- 6.7 No later than December 1 each year, Full Members shall provide the Director General with their Member Data, as detailed under article 11.1 (a) of these Articles of Association, along with a copy of their most recent annual report and a copy of their current articles of association, by-laws, rules or other statutes.

## Article 7. Associate Members

- 7.1 The category of Associate Membership is open to any legal entity that meets all the criteria below:
- (a) it has a legal personality;
  - (b) it is properly constituted under the laws and practices of its country of origin;
  - (c) it does not meet the criteria to join as a Full Member;
  - (d) it is an organisation that is a supporter of cooperatives and the *Statement on the Cooperative Identity* as set out in Appendix "A" to these Articles of Association;
  - (e) it supports the ICA's purpose; and
  - (f) it is one of the following:
    - i. an organisation, not itself a cooperative or mutual, that is either owned and controlled entirely by cooperatives or mutuals or the majority of whose owners are cooperatives or mutuals;
    - ii. an institution, not itself a cooperative, that offers training or education programmes in the field of cooperatives and or conducts research on cooperatives and or mutuals;
    - iii. an organisation, not itself a cooperative or mutual, that promotes, finances or offers technical assistance to cooperatives, mutuals and the cooperative and mutual movement; or
    - iv. a government or state agency with a mandate of relevance to cooperatives and mutuals.
- 7.2 Associate Membership is further open to any legal entity that meets the criteria to join as a Full Member but wishes to join as an Associate Member for a trial period not exceeding two (2) full years.
- 7.3 A legal entity admitted as an Associate Member under article 7.2 that has not applied for Full Membership or been admitted as a Full Member will cease to be an Associate Member immediately upon the end of the trial period.
- 7.4 Legal entities belonging to the same group of legal entities may each become an Associate Member with their own associate membership rights, provided that they each pay membership fees and that they each meet the eligibility criteria listed in article 7.1.
- 7.5 Associate Members shall have the rights granted to them in or pursuant to these Articles of Association. These rights shall not include voting rights.
- 7.6 Changes to these Articles of Association that bear on the rights or obligations of Associate Members may be made pursuant to Article 54 of these Articles of Association without the Associate Members being consulted or having the right to vote on such changes.

## Article 8. Admission to membership

- 8.1 Applications for admission to membership shall be submitted to the Director General via regular mail or any other means of written communication (including e-mail) (hereafter: "**Regular Means of Communication**").
- 8.2 The Director General shall submit each application for admission to the Board of Directors, after:
- (a) making appropriate inquiries as to whether the candidate Member meets the eligibility criteria for Full Membership or Associate Membership;

- (b) consulting with the Regional Director of the Region or Regions in which the candidate Member is located; and
- (c) obtaining the non-binding advice of the Membership Committee.

**8.3** After the Director General is satisfied that all conditions for membership have been met, the Board of Directors shall decide on the candidate Member's admission to membership. The decision of the Board of Directors regarding membership admission is final and sovereign. The Board of Directors shall give reasons for its decision.

## **Article 9. Representation of Members**

**9.1** Each Member shall appoint one or more natural persons, called the "Representative(s)", to represent it within the ICA. The maximum number of Representatives that a Member may appoint is equal to the number of votes of such Member at the General Assembly. If a Member appoints more than one (1) Representative, it must appoint one (1) voter, who shall cast all votes of the Member (hereafter: "**Voter**"), insofar as applicable. Each Voter appointed by a Member must have full powers to represent the Member. If a Member only appoints one (1) Representative, that Representative shall be the Voter of the Member, insofar as applicable.

**9.2** If a Representative ceases to be employed by or is no longer otherwise linked to the Member represented:

- (a) the Representative shall, as of right, lose their capacity as Representative, including any capacity to cast the vote of the Member; and
- (b) said Member shall immediately replace this Representative unless the Member has another Representative and, if applicable, another Representative who has been appointed as Voter.

**9.3** Each Member shall inform the Director General, via Regular Means of Communication, of the identity, contact details and, as the case may be, appointment or revocation as Voter of its Representative(s).

## **Article 10. Resignation. Suspension. Expulsion.**

### **Resignation**

**10.1** Members are free to resign from the ICA at any time during the year by giving to the Director General written notice via registered mail or any other means of written communication, including e-mail, with acknowledgment of receipt (hereafter: "**Special Means of Communication**"). The Director General shall submit the resignation to the Board of Directors, which shall in turn acknowledge it. The resignation shall be effective on December 31 of the year during which the Member's written notice was sent to the Director General.

**10.2** A Member is deemed to have resigned if the Member is in one of the following situations:

- (a) voluntary, as of right or legal dissolution or liquidation;
- (b) bankruptcy;
- (c) the Member is subject to insolvency proceedings of a nature similar to bankruptcy under the laws of any jurisdiction;
- (d) judicial administration or reorganisation;
- (e) merger (only if the concerned Member is the absorbed legal entity);
- (f) transfer of a universality (i.e., transfer of all of its assets and liabilities) to another legal entity; or
- (g) the Member ceases to satisfy the eligibility criteria of the membership category it belongs to as set out in Article 6 or Article 7 of these Articles of Association following a partial demerger or transfer of a branch of activity.

- 10.3** The deemed resignation of a Member under article 10.2 shall be effective upon a decision of the Board of Directors. The Member has the right to defend its position at, or in writing prior to, the meeting of the Board of Directors at which decisions are proposed in respect of the Member's deemed resignation. Decisions of the Board of Directors regarding the resignation of Members are final and sovereign. The Board of Directors shall give reasons for its decisions.

### **Suspension**

- 10.4** A Member that:

- (a) ceases to satisfy the eligibility criteria of the membership category it belongs to as set out in Article 6 or Article 7 of these Articles of Association;
- (b) does not comply duly, fully and in a timely way with these Articles of Association, the internal rules, if any, or any decision validly taken by the Bodies of the ICA;
- (c) infringes the interests or reputation of the ICA; or
- (d) has substantially modified its activities;

or for any other reasonable cause, may be suspended from part or all of its membership rights, including voting rights, upon a decision of the Board of Directors.

- 10.5** Before deciding to suspend the membership rights of a Member for other than non-payment of its membership fees within the required time, the Board of Directors shall provide the Member concerned with the reasons for the Member's proposed suspension in writing via Special Means of Communication at least fourteen (14) Calendar Days in advance of the proposed suspension date. If the Member does not definitively remedy the breach or breaches that led to the suspension proposal before the proposed suspension date, the Board of Directors may decide to suspend the Member's membership rights. Before taking a vote on the suspension proposal, the Board of Directors shall allow the Member to attend the meeting of the Board of Directors at which the proposal is to be considered and at that time, or beforehand in writing, to defend its position that its membership rights should not be suspended. If the Board of Directors decides to proceed with the suspension, it shall determine the duration of the suspension, which may not extend beyond the next meeting of the General Assembly, at which time the General Assembly shall decide whether to maintain the suspension and for how long. Subject to the foregoing, the decision of the Board of Directors regarding the suspension of a Member's membership rights is final and sovereign. The Board of Directors shall give reasons for its decision.
- 10.6** Before the General Assembly may decide to continue the suspension of a Member, the Member concerned shall be allowed to attend the meeting of the General Assembly at which the decision is to be taken and, before a vote is taken on the suspension proposal, to defend its position that its membership rights should not be suspended. The Member concerned shall not otherwise participate in the deliberations of the General Assembly regarding the suspension proposal and shall not participate in any vote on the matter. The decision of the General Assembly regarding the continuation of the suspension of a Member is final and sovereign. The General Assembly shall give reasons for its decision.
- 10.7** The continuation of the Member's suspension shall have immediate effect, unless decided otherwise by the General Assembly, and shall continue for a period of time decided by the General Assembly. Before the expiry of the suspension period, the Member's suspension may be revoked by the General Assembly, without retroactive effect.

### **Expulsion for non-payment of membership fees**

- 10.8** A Member that does not pay its membership fees within the required time may be expelled from membership, upon a decision of the Board of Directors. The Board of Directors shall provide the Member concerned with the relevant details in writing via Special Means of Communication no later than thirty (30) Calendar Days in advance of the proposed expulsion date. If the Member does not

pay the full amount of its membership fee outstanding before the proposed expulsion date, the Board of Directors may decide to expel the Member. Before taking a vote on the expulsion proposal, the Board of Directors shall allow the Member to attend the meeting of the Board of Directors at which the proposal is to be considered and to defend its position that it should not be expelled. The decision of the Board of Directors regarding the expulsion of a Member is final and sovereign. The Board of Directors shall give reasons for its decision. A decision to expel a Member for non-payment of membership fees does not require the approval of the General Assembly and may not be appealed to that Body.

- 10.9** All membership rights of the Member concerned by the expulsion procedure referred to under article 10.8 shall be suspended during the entire procedure until the Board of Directors takes a decision on the expulsion proposal.

### ***Expulsion for other reasons***

- 10.10** A Member that has paid all its membership fees but that:

- (a) ceases to meet the eligibility criteria of the membership category it belongs to as set out in Article 6 or Article 7 of these Articles of Association;
- (b) does not comply duly, fully or in a timely way with these Articles of Association, the internal rules, if any, or any decision validly taken by the Bodies of the ICA;
- (c) infringes the interests or reputation of the ICA; or
- (d) has substantially modified its activities;

or for any other reasonable cause, may be expelled from membership by the General Assembly, upon the recommendation of the Board of Directors.

- 10.11** The expulsion of a Member under article 10.10 may be proposed by the Director General or by any other person having an interest in the matter who provides written notice of the expulsion proposal via Special Means of Communication to the Director General. As appropriate, the Director General shall consult with the relevant Regions and Sectoral Organisations and with the Membership Committee before submitting a proposed expulsion to the Board of Directors, which shall decide whether to recommend the Member's expulsion to the General Assembly.

- 10.12** Before deciding to recommend the expulsion of a Member to the General Assembly, the Board of Directors shall provide the Member concerned with the reasons for its proposed expulsion in writing via Special Means of Communication at least fourteen (14) Calendar Days in advance of the proposed expulsion date. The Member concerned shall be allowed to attend the meeting of the Board of Directors at which the decision is to be taken and, before a vote is taken on the expulsion proposal, to defend its position that it should not be expelled. The decision of the Board of Directors to recommend to the General Assembly the expulsion of a Member is final and sovereign. The Board of Directors shall give reasons for its decision.

- 10.13** Upon the recommendation of the Board of Directors, the General Assembly may decide to expel a Member. The Member concerned shall be allowed to attend the meeting of the General Assembly at which the decision is to be taken and, before a vote is taken on the expulsion proposal, to defend its position that it should not be expelled. The Member concerned shall not otherwise participate in the deliberations of the General Assembly regarding the proposal and shall not participate in any vote on the matter. The decision of the General Assembly regarding the expulsion is final and sovereign. The General Assembly shall give reasons for its decision.

- 10.14** All membership rights of the Member concerned by the expulsion procedure referred to under articles 10.10 through 10.13 shall be suspended:

- (a) until the decision of the Board of Directors not to recommend the expulsion of the concerned Member to the General Assembly; or

- (b) if the Board of Directors decides to recommend the expulsion of the concerned Member to the General Assembly, until the decision of the General Assembly.

### **Consequences of termination of membership**

**10.15** A Member that, in whatever way and for whatever reason, ceases to be a Member shall remain liable for its obligations towards the ICA, including for the payment of membership fees for the financial year during which notice was given or the expulsion was decided. A Member that in whatever way and for whatever reason ceases to be a Member shall:

- (a) have no claim for compensation from the ICA or against its assets; and
- (b) forthwith cease to hold itself out as a Member in any manner.

**10.16** A Member that has resigned or has been expelled from the ICA and wishes to re-join the ICA as a Member may be considered as an applicant for membership.

### **Article 11. Membership fees**

**11.1** Each Regular Full Member shall pay annual membership fees, calculated in accordance with the fee calculation method for Regular Full Members proposed by the Board of Directors and approved by the General Assembly from time to time.

**11.2** The fee calculation method for Full Members shall reflect the following principles:

- (a) The membership fee each Full Member pays shall reflect the Member's size. Size for this purpose may be measured by one or more of the Member's assets, annual revenue, number of employees or number of natural persons in its membership or represented by it (collectively hereafter: "**Member Data**"). Different measures of size may be used in the membership fee calculation for different types of Full Member.
- (b) The membership fee each Full Member pays may further reflect the relative purchasing power of the country in which the Member has its registered office. Relative purchasing power for this purpose will be determined through reference to a recognised country-income classification system or purchasing-power index published by the World Bank or other multilateral authority.
- (c) The membership fee each Full Member pays shall be recalculated at periodic intervals, as determined by the Board of Directors, based on the Full Member's current Member Data and, as appropriate, its respective country's current purchasing power. Membership fee increases or decreases exceeding ten per cent (10%) of the Full Member's current membership fee and resulting directly from the recalculation required under this article, and not from the periodic membership fee indexation provided for in article 11.12, shall be phased in over a number of years determined from time to time by the Board of Directors.

**11.3** Each Supranational Full Member shall pay annual membership fees, calculated at a rate or rates proposed by the Board of Directors for Supranational Full Members and approved by the General Assembly from time to time.

**11.4** Each Associate Member shall pay annual membership fees, calculated in accordance with the fee calculation method for Associate Members determined from time to time by the Board of Directors.

**11.5** No Full Member shall pay more than the maximum annual membership fee approved by the General Assembly for its respective membership category, as indexed from time to time under article 11.12.

**11.6** No Full Member shall pay less than the minimum annual membership fee approved by the General Assembly for its membership category, as indexed from time to time under article 11.12.

**11.7** If a Full Member fails to provide its Member Data when required in accordance with article 6.7 of these Articles of Association or submits Member Data that are incomplete or inaccurate, the Director

General shall determine the Full Member Data relevant to the calculation of the Member's annual membership fee based on previous data and any publicly available information. The decision of the Director General regarding the determination of the relevant Member Data of a Full Member is final and sovereign. The Director General shall give reasons for their decision.

- 11.8** Notwithstanding Article 10 of these Articles of Association, if a Member fails to pay its membership fee within thirty (30) Calendar Days after an official final reminder has been sent to it by the Director General, all its membership rights shall be automatically and immediately suspended until the payment of the membership fee due.
- 11.9** In truly exceptional circumstances and before March 31 of each year, a Member having difficulty paying its membership fee may apply for a fee deferral or partial membership fee relief to the Director General. The Director General shall submit this application for a deferral or partial fee relief to the Board of Directors after having:
- (a) made appropriate inquiries as to the situation of the Member concerned, in coordination with the relevant Region;
  - (b) determined that the Member's request meets any criteria established by the Board of Directors for a payment deferral or partial membership fee relief; and
  - (c) obtained the non-binding advice of the Membership Committee.

The Board of Directors may decide to reduce the Member's membership fee or to extend the period of time for payment of the membership fees to take account of the Member's exceptional circumstances. Decisions of the Board of Directors regarding the reduction of membership fees or the extension of payment terms are final and sovereign. The Board of Directors shall give reasons for its decisions.

- 11.10** Members joining the ICA part way through a financial year shall pay the amount of applicable membership fees as calculated for their membership category on a pro rata basis from the date of admission to membership.
- 11.11** The Director General shall decide on the invoicing procedure and the time permitted for payment of membership fees.
- 11.12** The membership fees may be subject to periodic indexation. The amount of the indexation shall be decided by the Board of Directors.
- 11.13** In addition to membership fees, Members may be called upon to make additional contributions. The amount of any additional contributions shall be decided by the General Assembly, upon the proposal of the Board of Directors.

## **Article 12. Compliance with the Articles of Association and the internal rules**

- 12.1** All Members shall comply with their obligations under the terms of these Articles of Association and the internal rules, if any, as amended from time to time, and commit to paying the annual membership fees, including those for the year in which the Member is admitted as a Member pursuant to Article 8 of these Articles of Association.
- 12.2** All Full Members shall expressly adhere to the *Statement on the Cooperative Identity* as set forth in Appendix "A" to these Articles of Association.

## **Article 13. Register of Members**

- 13.1** The Director General shall keep a register of Members, in electronic format, at the registered office of the ICA. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person

of each Member. In addition, all decisions regarding the admission, resignation, suspension or expulsion of a Member shall be added to the register of Members immediately following the decision of the Board of Directors.

## SECTION 4: ORGANISATIONAL STRUCTURE

### Article 14. Bodies

14.1 The bodies of the ICA (herein “**Bodies**” or “**Body**”) shall be the following:

- (a) General Assembly;
- (b) Board of Directors;
- (c) President;
- (d) Vice-Presidents;
- (e) Regions and their governing bodies;
- (f) Sectoral Organisations and their governing bodies;
- (g) Sectoral Representatives;
- (h) Thematic Committees;
- (i) President of the Youth Committee;
- (j) President of the Gender Equality Committee;
- (k) Working Groups and Committees; and
- (l) Director General.

## SECTION 5: GENERAL ASSEMBLY

### Article 15. Composition. Voting rights

15.1 The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative(s) pursuant to Article 9 of these Articles of Association.

15.2 Each Full Member shall have voting rights according to the following weighted voting system:

- (a) Regular Full Members:

Each Regular Full Member shall have a minimum of one (1) and a maximum of twelve (12) votes, calculated on the basis of the number of individual members it represents, in accordance with the following scale:

Membership tier	Number of individual members	Number of votes
1	Less than or equal to 2,500	1
2	Greater than 2,500 and lower than 50,000	2
3	Equal to or greater than 50,000 and lower than 100,000	3
4	Equal to or greater than 100,000 and lower than 500,000	4
5	Equal to or greater than 500,000 and lower than 1,000,000	5
6	Equal to or greater than 1,000,000 and lower than 1,500,000	6
7	Equal to or greater than 1,500,000 and lower than 2,000,000	7
8	Equal to or greater than 2,000,000 and lower than 3,000,000	8
9	Equal to or greater than 3,000,000 and lower than 5,000,000	9
10	Equal to or greater than 5,000,000 and lower than 10,000,000	10
11	Equal to or greater than 10,000,000 and lower than 30,000,000	11
12	Equal to or greater than 30,000,000	12

Notwithstanding the above article, if the total number of votes held by Regular Full Members having their registered office in the same country as calculated in accordance with the table above exceeds twenty-five (25), the Regular Full Members of in that country shall hold a maximum of twenty-five (25) votes together. The twenty-five (25) votes shall be divided proportionally amongst those Regular Full Members in the country whose membership rights have not been suspended under article 10.4 or article 11.8, as follows:

- i. The share of votes for each Regular Full Member entitled to vote shall be calculated based its proportionate share of the total individual members represented by all Regular Full Members entitled to vote in the country.
- ii. The actual number of votes allocated to each Regular Full Member entitled to vote shall be the lower of, on the one hand, (i) above and, on the other hand, the number of votes to which it is entitled before application of the twenty-five (25) vote limit.

In the alternative, at their discretion, the Regular Full Members whose membership rights have not been suspended may enter into a unanimous written agreement allocating the twenty-five (25) votes amongst them on any basis they together agree upon.

- (b) International Full Members and/or Supranational Full Members:

Each International Full Member or Supranational Full Member with international or supranational status in a single Region (as defined in article 34.2 of these Articles of Association and of which the geographical boundaries are described in Appendix "B" to these Articles of Association) shall have one (1) vote.

Each international Full Member or Supranational Full Member with international or supranational status in more than one (1) Region (as defined in article 34.2 of these Articles of Association, and of which the geographical boundaries are described in Appendix "B" to these Articles of Association) shall have two (2) votes.

- 15.3** If, in accordance with article 15.2, a Full Member holds more than one (1) vote at meetings of the General Assembly, all its votes, except for votes for candidates for election to the Board of Directors or other elected office, shall be cast in the same direction (i.e., all yes, no or abstain).
- 15.4** Further details on the voting rights of Full Members may be set out in the internal rules, if any.
- 15.5** Associate Members shall have the right to attend the meetings of the General Assembly without voting rights but with the right to speak upon the decision of the chairperson of the meeting of the General Assembly.
- 15.6** Each member of the Board of Directors (hereafter: "**Director**") shall have the right to attend the meetings of the General Assembly without voting rights and with the right to speak. Each Director who has been appointed as a Voter shall be authorised to vote in this specific capacity for the Full Member they represent.
- 15.7** The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Vice-President who is the President of the Region where the meeting of the General Assembly is held. If both the President and the President of the Region where the General Assembly is held are unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest in age of the other Vice-Presidents and this until all Vice-Presidents have been considered. If the President and all Vice-Presidents are unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Representative designated for this purpose by the General Assembly.
- 15.8** The chairperson of the General Assembly shall appoint a secretary, and, if there is an election, two (2) scrutineers. The chairperson of the General Assembly, the secretary and the scrutineers shall constitute the bureau. Notwithstanding the previous sentence, if the number of Full Members present or represented at the meeting is limited and in the case described by article 20.6 of these Articles of

Association, the Board of Directors may decide that the bureau shall be constituted only by the chairperson of the General Assembly.

- 15.9** The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meetings or parts of meetings of the General Assembly. With the authorisation of the chairperson of the General Assembly these third parties shall have the right to speak.

## Article 16. Powers

- 16.1** The General Assembly shall have the powers specifically granted to it by law or by these Articles of Association. The General Assembly shall, in particular, have the following powers:
- (a) the approval of the transfer of the registered office of the ICA when the transfer requires a change of language of these Articles of Association to comply with the legal provisions governing the use of official languages in Belgium;
  - (b) the election of the At-large Directors;
  - (c) the dismissal (*ad nutum*) of At-large Directors in accordance with article 23.11 of these Articles of Association;
  - (d) the determination of the conditions, including any financial conditions, upon which the mandate of each Director will be granted and exercised as well as the conditions under which said mandate can be terminated;
  - (e) the election and dismissal (*ad nutum*) of the President;
  - (f) the determination of the conditions, including any financial conditions, upon which the President's mandate will be granted and exercised as well as the conditions under which said mandate can be terminated;
  - (g) the approval of the continuation of the suspension of Members;
  - (h) the expulsion of Members according to article 10.10 of these Articles of Association;
  - (i) if applicable, the appointment and dismissal of a statutory auditor and the determination of the statutory auditor's remuneration;
  - (j) the discharge to be given to the Directors and, if applicable, to the statutory auditor;
  - (k) the approval of the calculation method for membership fees of Full Members, based upon a proposal of the Board of Directors;
  - (l) the approval of the amount of any additional contributions, based upon a proposal of the Board of Directors;
  - (m) the decision on the establishment and dissolution or recognition of Regions and Sectoral Organisations;
  - (n) the decision to grant the status of Region or Sectoral Organisation of the ICA to autonomous legal entities, upon the non-binding advice of the Board of Directors;
  - (o) the decision on the time, venue and themes for Congresses, as defined in article 17.3 of these Articles of Association;
  - (p) the adoption of policies concerning important matters about the future of the ICA and the worldwide cooperative movement;
  - (q) the approval of the ICA's global Strategic Plan;
  - (r) the approval of the annual accounts and the budget of the ICA;
  - (s) the amendment of these Articles of Association;
  - (t) the adoption, amendment and revocation of the internal rules of the General Assembly, if any;
  - (u) the dissolution of the ICA, the allocation of the ICA's liquidation balance in case of dissolution, and the appointment of one or more liquidators; and
  - (v) the restructuring or transformation of the ICA pursuant to any of the procedures provided for under Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

## Article 17. Meetings

- 17.1** The General Assembly shall meet at least once a year upon convening by the Board of Directors and at such time and place as determined in the convening notice. A meeting of the General

Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: “**Ordinary General Assembly**”). Each year, the Board of Directors shall determine the exact date of the Ordinary General Assembly.

- 17.2** A meeting of the General Assembly shall be convened at any time by the Board of Directors whenever required by the interests of the ICA. A meeting of the General Assembly shall also be convened by the Board of Directors or the statutory auditor, if any, at the written request of either at least one-fifth (1/5) of the Full Members or the number of Full Members representing at least one-fifth (1/5) of the total number of votes. In the event that a meeting of the General Assembly is convened at the written request of the Full Members, the Board of Directors or the statutory auditor, if any, shall convene the General Assembly within twenty-one (21) Calendar Days of receipt of the request of the Full Members. The meeting of the General Assembly shall take place no later than fifty-one (51) Calendar Days following receipt of the request.
- 17.3** From time to time, upon a decision of the General Assembly, the ICA may convene a World Cooperative Congress (hereafter: “**Congress**”) for the purpose of considering any subject or subjects of interest to the wider cooperative and mutual sector. Congresses may be attended by Members of the ICA and the general cooperative public. The time, venue and general themes for each Congress shall be as determined by the General Assembly. A meeting of the General Assembly may be held in conjunction with any Congress, provided that the convening requirements under Article 19 of these Articles of Association are met.

#### **Article 18. Proxies**

- 18.1** Each Full Member shall have the right, via Regular Means of Communication, always with a copy to the Director General via similar means, to give its proxy to another Full Member to represent the Full Member at a meeting of the General Assembly. No Full Member may hold more than two (2) proxies.
- 18.2** Notwithstanding article 18.1, in the case of a meeting of the General Assembly called to adopt, in the presence of a notary public, amendments to these Articles of Association that must be recorded in a notarial deed, and then only provided that these amendments have been previously approved by the General Assembly in accordance with the presence quorum and voting majority required under Article 54 of these Articles of Association, each Full Member shall have the right, via Regular Means of Communication, always with a copy to the Director General via similar means, to give its proxy to another Full Member or to a third party. In this case, each Full Member or third party may hold an unlimited number of proxies.

#### **Article 19. Convening notices. Agenda**

- 19.1** Convening notices for the General Assembly shall be sent to the Members and the Directors by the Director General via Regular Means of Communication no later than thirty (30) Calendar Days before the meeting. The convening notice shall set out the date, time and place of the meeting of the General Assembly. The convening notice shall further indicate whether the Members can participate in the meeting by electronic means of communication and can vote electronically. The agenda shall be attached to the convening notice. Agendas for meetings of the General Assembly shall be proposed by the Director General and approved by the President or the Board of Directors. The principal documents necessary for the General Assembly deliberations shall be sent to the Members and Directors by the Director General via Regular Means of Communication no later than fourteen (14) Calendar Days before the meeting.
- 19.2** Any additional agenda items for consideration by the General Assembly proposed in writing by at least twenty-five (25) Full Members and sent to the President at least twenty-one (21) Calendar Days before the meeting must be included in the agenda. In such case, the President shall inform the Members and the Directors of the additional items on the agenda via Regular Means of Communication no later than fourteen (14) Calendar Days before the meeting of the General Assembly.

**19.3** No decision shall be taken with respect to a matter that is not listed on the agenda unless:

- (a) at least two thirds (2/3) of the Full Members are present or represented at the meeting of the General Assembly and vote in favour of calling a vote on the matter; and
- (b) the decision achieves a majority of at least two-thirds (2/3) of the votes cast by the Full Members present or represented.

**19.4** Each Member and each Director shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article 19. Unless they disagree, any Member present or represented and any Director present at a meeting of the General Assembly shall be considered to have been properly called to the meeting.

## **Article 20. Presence quorum. Voting majority. Votes**

**20.1** Unless otherwise stipulated in these Articles of Association, the General Assembly shall be validly constituted when at least twenty-five (25) Full Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.

**20.2** If fewer than twenty-five (25) Full Members are present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Articles of Association to be held no earlier than thirty (30) Calendar Days after the first meeting. The second meeting of the General Assembly shall have the power to take decisions, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in article 20.3.

**20.3** Unless otherwise stipulated in these Articles of Association, decisions of the General Assembly shall be validly taken if at least fifty per cent (50%) plus one (1) of the votes cast by the Full Members present or represented are cast in favour. Blank votes, invalid votes and abstentions shall not be counted.

**20.4** In the event of a tie, a decision is deemed not to have been taken.

**20.5** Votes are cast by a call out, by a show of hands, or by electronic means, unless the General Assembly decides to vote by secret ballot.

**20.6** Provided that the possibility of participating in meetings of the General Assembly by electronic means of communication:

- (a) has been granted by the Board of Directors; and
- (b) is mentioned in the convening notice;

a meeting of the General Assembly may be validly held if all or some of the Members are not physically present or represented but participate in the meeting via any electronic means of communication made available by the ICA, such as a telephone, video or web conference, that allows:

- (a) the ICA to verify the quality and identity of the Members;
- (b) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting;
- (c) the Members to participate in the deliberations and ask questions; and
- (d) the Members to exercise their voting rights, if applicable, with respect to all matters that the General Assembly is required to decide.

The Board of Directors shall establish the procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held.

**20.7** The members of the bureau of the General Assembly cannot participate in General Assembly meetings by electronic means of communication. Notwithstanding article 15.8 of these Articles of Association, for meetings of the General Assembly that are organised via electronic means of communication in accordance with the preceding article, the Board of Directors may decide that the bureau shall be constituted only by the chairperson of the General Assembly.

**20.8** Provided that the possibility:

- (a) has been granted by the Board of Directors; and
- (b) is mentioned in the convening notice;

Full Members may vote via electronic means during a meeting of the General Assembly. The Board of Directors shall establish the procedure for voting via electronic means and shall ensure that the system used for electronic voting allows for:

- (a) the verification of the quality and identity of the Full Members who have cast their vote; and
- (b) the control of compliance with the prescribed time limit to vote.

**20.9** The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in or voting during the meeting of the General Assembly.

### **Article 21. Register of minutes**

**21.1** Minutes shall be drawn up for each meeting of the General Assembly. They shall be approved and signed by the President and kept in a register of minutes. Copies of the minutes shall be sent to the Members by Regular Means of Communication by the Director General. Copies or extracts from minutes shall be signed by the President or the Director General. The register of minutes shall be kept at the registered office of the ICA, where all Members may consult it, without, however, displacing it.

### **Article 22. Written procedure**

**22.1** Except for the amendment of these Articles of Association, the General Assembly may take unanimous decisions by written procedure through regular or registered mail or through any other means of written communication such as e-mail or a website application or platform. In this case, the convening formalities referred to in Article 19 of these Articles of Association do not have to be followed.

**22.2** For this purpose, the President, at the request of the Board of Directors, and with the assistance of the Director General, shall send a notice accompanied by the proposed decision to be taken to all Members and Directors via Regular Means of Communication with a request to the Full Members to send back their votes on the proposed decision via the means of written communication designated by the Board of Directors within the time limit indicated in the notice.

**22.3** Unless a vote in favour of the proposal(s) under consideration is submitted by every Full Member and received within the time limit indicated in the notice of the proposed decision, no decision may be deemed to have been taken.

**22.4** For purposes of the present Article 22, Full Members are not allowed to grant proxies to other Full Members or to any third party.

**22.5** Decisions taken by written procedure are deemed to come into force on the date indicated in the notice sent to the Members and Directors.

- 22.6** After a decision is taken by written procedure, notice of the decision shall be sent by the Director General to the Members via Regular Means of Communication.
- 22.7** The Directors and the statutory auditor, if any, may ask to be given notice of a decision taken by written procedure.

## SECTION 6: BOARD OF DIRECTORS

### Article 23. Composition

- 23.1** The ICA shall be administered by a Board of Directors composed of a minimum of twenty (20) and a maximum thirty (30) Directors.
- 23.2** In these Articles of Association, the term “as of right” means “automatically”.
- 23.3** The Board of Directors shall be composed as follows:
- (a) the following persons, who shall, as of right, be Directors:
- i. the President referred to in Article 31 of these Articles of Association;
  - ii. the four (4) Vice-Presidents referred to in Article 32 and Article 37 of these Articles of Association;
  - iii. the eight (8) Sectoral Representatives referred to in Article 40 of these Articles of Association;
  - iv. the President of the Gender Equality Committee referred to in Article 43 of these Articles of Association;
  - v. the President of the Youth Committee referred to in Article 44 of these Articles of Association;
- provided that, if there are not four (4) Vice-Presidents, eight (8) Sectoral Representatives, one (1) President of the Gender Equality Committee and one (1) President of the Youth Committee, this shall not affect the valid composition of the Board of Directors; and
- (b) between five (5) and fifteen (15) at-large Directors (hereafter: “**At-large Directors**”) elected by the General Assembly, provided that, at any one time, there shall be no more than one (1) At-large Director from the same country.
- 23.4** Each At-large Director shall be a Representative of a Full Member.
- 23.5** All Directors referred to in article 23.3 shall:
- (a) be separate natural persons; and
  - (b) shall not, in their capacity as a Director of the ICA, impede or restrict the continuation and operation of the ICA, including the ICA's compliance with Belgian administrative and publication formalities and, as applicable, the ICA's banking arrangements.
- 23.6** The term of office of the At-large Directors is four (4) years, indefinitely renewable. The mandate of a Director elected by the General Assembly begins at the end of the meeting at which the Director is elected. At-large Directors shall serve without remuneration.
- 23.7** The Board of Directors shall inform the Full Members whenever an election of At-large Directors by the General Assembly is necessary. Each Full Member may nominate one (1) candidate for election as an At-large Director to the Board of Directors. Nominations shall be submitted no later than sixty (60) Calendar Days in advance of the meeting of the General Assembly at which one or more At-large Directors are to be elected.

- 23.8** The Elections Committee, taking into account the criteria set out in article 23.4, shall draw up a list of all natural persons nominated and qualified to stand for election. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more At-large Directors are to be elected. The list will indicate which country each candidate is from. If no list of candidates for election or only an incomplete list is drawn up, the General Assembly may freely elect, without any formality, one or more At-large Directors from amongst the Representatives of the Full Members, provided that no more than one (1) candidate may be elected from the same country.
- 23.9** Notwithstanding articles 20.5 and 20.8 of these Articles of Association, the election of the At-large Directors shall be taken by secret ballot following the procedure below:
- (a) If the number of candidates is equal to or lower than the number of mandates to be filled and no two (2) candidates are from the same country:
- i. the General Assembly shall hold a single vote on the full list of candidates; and
  - ii. the candidates on the list will be declared elected if at least fifty per cent (50%) plus one (1) of the votes cast by the Full Members present or represented are cast in favour of the list.
- (b) If there are more candidates than the number of mandates to be filled, there are two (2) or more candidates from the same country or the chairperson of the General Assembly decides not to follow article 23.9 (a):
- i. the ballot shall be organised in such a way that each Full Member is able to cast its vote(s) as many times as there are mandates to be filled (e.g., if five (5) Directors are to be elected, the Full Member can cast its weighted vote five (5) times, i.e., once (1) per At-large Director to be elected); and
  - ii. candidates will be declared elected in descending order of the number of votes received from the Full Members present or represented until all offices have been filled.
- If there are two (2) or more candidates from the same country, the candidates receiving the lowest number of votes amongst them will not be elected. In the event of a tie amongst candidates from the same country, subsequent voting rounds amongst them shall take place until the tie is broken, unless those candidates have not received enough votes to be declared elected. In the event of a tie for the final At-large Director position between two (2) or more candidates, subsequent voting rounds for that final position shall take place until the tie is broken.
- 23.10** The mandate of an At-large Director terminates with the expiry of their term of office or as of right and with immediate effect:
- (a) upon the At-large Director's death or incapacity;
  - (b) if the At-large Director ceases to be a Representative of a Full Member;
  - (c) if the Full Member for whom the At-large Director is the Representative ceases, for whatever reason, to be a Full Member;
  - (d) if the Full Member for whom the At-large Director is the Representative is in a situation of judicial administration or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
  - (e) if the Full Member for whom the At-large Director is the Representative has substantially modified its activities;
  - (f) if the Director becomes disqualified to serve as a Director for any reason under Belgian law or becomes subject to a management ban in the European Economic Area; or
  - (g) if, within thirty (30) Calendar Days of receiving from the Director General an official final reminder, the At-large Director fails to submit the necessary information to allow for the mandatory filing, administrative and publication formalities with respect to their appointment.

- 23.11** The mandate of an At-large Director terminates upon dismissal (*ad nutum*) by the General Assembly. The General Assembly may dismiss an At-large Director at any time without any compensation or cost becoming due by the ICA, provided that, before the voting on the dismissal takes place, the At-large Director concerned is allowed to attend and to defend their position during the meeting of the General Assembly at which their dismissal is to be considered. The decision of the General Assembly regarding the dismissal is final and sovereign. The General Assembly does not have to but can give reasons for its decision. Notwithstanding articles 20.3 and 20.4 of these Articles of Association, decisions of the General Assembly regarding the dismissal of one or more At-large Directors shall be valid only if they achieve a majority of at least two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 23.12** Notwithstanding the preceding article, the mandate of any Director who does not
- (a) comply with the criterion set out in article 23.5 (b) or
  - (b) who is absent without leave from three (3) consecutive meetings of the Board
- terminates upon dismissal (*ad nutum*) by the Board of Directors. The Board of Directors may dismiss such a Director at any time without any compensation or cost becoming due by the ICA provided that, before the voting on the dismissal takes place, the Director concerned is allowed to attend and to defend their position during the meeting of the Board of Directors at which their dismissal is to be considered. The decision of the Board of Directors regarding the dismissal is final and sovereign. The Board of Directors will give reasons for its decision.
- 23.13** At-large Directors are free to resign from office at any time by submitting, via Special Means of Communication, their resignation to the President.
- 23.14** Unless the Board of Directors decides otherwise, if an At-large Director resigns or their term of office expires, the At-large Director shall continue performing the duties of their office until they have been replaced but for not more than ninety (90) Calendar Days.
- 23.15** If the mandate of an At-large Director ends for any reason before the expiry of their term of office, the Board of Directors shall appoint by co-optation a new At-large Director to serve for the remainder of the term, provided that the At-large Director appointed by co-optation meets the criteria for the composition of the Board of Directors set out in the present Article 23. At its first meeting following their co-optation, the General Assembly shall be asked to confirm the mandate of the At-large Director appointed by co-optation. If the General Assembly confirms the mandate of the At-large Director appointed by co-optation, said At-large Director shall complete the term of office of the At-large Director replaced, unless the General Assembly decides otherwise. If the mandate of the At-large Director appointed by co-optation is not confirmed by the General Assembly, the mandate of said At-large Director shall come to an end immediately upon the conclusion of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that date.
- 23.16** In the event of the termination of the mandate of a Director for any reason, the Director shall have no claim for compensation from the ICA or against its assets, without prejudice to any applicable mandatory labour law provisions or services agreement provisions.

## Article 24. Powers

- 24.1** The Board of Directors shall have all the powers necessary to accomplish the purpose of the ICA, except those powers that are specifically granted to other Bodies of the ICA by law or by these Articles of Association. The Board of Directors shall act as a collegial body (in French: “*organe collégial*” / in Dutch: “*collegiaal orgaan*”) in which authority is vested equally in all its members (i.e., the Directors).

**24.2** The Board of Directors shall, in particular, have the following powers:

- (a) the approval of the transfer of the ICA's registered office, when the transfer does not require a change of language of these Articles of Association under the legal provisions governing the use of official languages in Belgium;
- (b) the determination of the ICA's policies;
- (c) the development, for the approval of the General Assembly, and monitoring of the global strategy for the ICA;
- (d) the general management and administration of the ICA;
- (e) the control of the affairs of the ICA between meetings of the General Assembly;
- (f) the monitoring of budget expenditures and the allocation of the budget;
- (g) the execution of decisions of the General Assembly;
- (h) decisions on all membership applications, the admission of new Members and related issues;
- (i) the acknowledgement of the resignation of a Member pursuant to articles 10.1 through 10.3 of these Articles of Association;
- (j) the suspension of Members;
- (k) the expulsion of Members under article 10.8 of these Articles of Association;
- (l) the final recommendation to the General Assembly regarding the expulsion of Members under article 10.12 of these Articles of Association;
- (m) the appointment and dismissal (*ad nutum*) of the Director General and the determination of the Director General's remuneration, if any, and any discharge to be given;
- (n) the dismissal (*ad nutum*) of a Director in accordance with article 23.12 of these Articles of Association;
- (o) the proposal to the General Assembly of the calculation method for membership fees of Full Members;
- (p) the decision on the calculation method for membership fees of Associate Members;
- (q) the proposal to the General Assembly of the amount of additional contributions under article 11.13 of these Articles of Association;
- (r) the maintenance of contacts with the statutory auditor of the ICA, including with respect to annual reporting;
- (s) the approval of the draft annual accounts and the draft budget for the approval of the General Assembly;
- (t) decisions on investments, creation of special funds, borrowings, mortgages, sale and purchase of real estate and strategic acquisitions;
- (u) the adoption, amendment and revocation of any internal rules of the Board of Directors;
- (v) the adoption, amendment and revocation of any standing orders for the Board of Directors and the code of governance under which the Board of Directors shall operate;
- (w) the decision to amend article 50.2 of these Articles of Association;
- (x) the adoption of proposals to be submitted to the General Assembly;
- (y) the delegation of responsibilities to the Regions, Sectoral Organisations and Thematic Committees;
- (z) the approval of the internal rules governing, amongst other matters, the mission, responsibilities, composition, powers, conduct of meetings and convening modalities, presence quorum and voting majority and voting procedures of each Region and Sectoral Organisation, insofar as the Regions and Sectoral Organisations take the form of Bodies of the ICA, and of the Thematic Committees;
- (aa) decisions to establish, dissolve, determine the working and governance rules of, delegate responsibilities to and oversee the work of Working Groups and Committees.

**24.3** Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board of Directors shall deliver a report to the Ordinary General Assembly on the ICA's annual activities, which report shall include, at a minimum, information regarding the use of the budget and the activities of the ICA.

**24.4** At any time, the Board of Directors may delegate specific powers to one or more Directors or other persons or bodies, with or without sub-delegation powers, to the legal extent possible.

**24.5** In accordance with Belgian law, each Director shall represent the ICA and shall act in the sole interest of the ICA and not in the interest of the Full Member they are employed by or otherwise linked to.

## **Article 25. Meetings**

**25.1** The Board of Directors shall meet every time the interests of the ICA so require and at least two (2) times a year, upon convening by the President or at the request of at least one-third (1/3) of the Directors, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Vice-President who is oldest in age and this until all Vice-Presidents have been considered. If the President and all Vice-Presidents are unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the oldest of the other Directors in age.

**25.2** Meetings of the Board of Directors may be held:

- (a) entirely in person;
- (b) in person, with some Directors participating via any electronic means of communication; or
- (c) entirely via any electronic means of communication as provided for in articles 28.4 and 28.5 of these Articles of Association.

**25.3** Meetings of the Board of Directors shall be chaired by the President. If the President is unable or unwilling to chair, the meeting shall be chaired by the Vice-President who is the President of the Region where the meeting is held. If both the President and the President of the Region where the meeting is held are unable or unwilling to chair the meeting, the meeting shall be chaired by the oldest in age of the other Vice-Presidents and this until all Vice-Presidents have been considered. If the President and all Vice-Presidents are unable or unwilling to chair the meeting, the meeting shall be chaired by a Director designated for this purpose by the Board of Directors.

**25.4** The Board of Directors may invite one or more third parties to attend without voting rights one or more meetings or parts of meetings of the Board of Directors.

## **Article 26. Proxies**

**26.1** Each Director shall have the right, via Regular Means of Communication, to give their proxy to another Director to represent the Director at a specific meeting of the Board of Directors. No Director may hold more than one (1) proxy.

## **Article 27. Convening notices. Agenda**

**27.1** Convening notices for the Board of Directors shall be sent to the Directors by the Director General via Regular Means of Communication no later than five (5) Calendar Days before the meeting of the Board of Directors. The convening notice shall set out the date, time and place of the meeting of the Board of Directors. The convening notice shall further indicate whether the Directors can vote electronically. The agenda and the principal documents necessary for the Board of Directors' deliberations shall be attached to the convening notice. Agendas for meetings of the Board of Directors shall be proposed by the Director General and approved by the President.

**27.2** Each Director shall have the right to propose additional items to be included on the agenda of meetings of the Board of Directors by notifying via Regular Means of Communication the Director General no later than three (3) Calendar Days before the meeting. In such case, the Director General shall inform the Directors of the additional items on the agenda via Regular Means of Communication at least two (2) Calendar Days before the meeting of the Board of Directors.

**27.3** No decision shall be taken with respect to a matter that is not listed on the agenda unless:

- (a) at least two-thirds (2/3) of the Directors are present or represented at the meeting of the Board of Directors and vote in favour of calling a vote on the matter; and
- (b) the decision achieves a majority of at least two-thirds (2/3) of the votes cast by the Directors present or represented.

**27.4** Each Director shall have the right, before, during or after a meeting of the Board of Directors, to waive the convening formalities and periods required by the present Article 27. Unless they disagree, any Director present or represented at a meeting of the Board of Directors shall be considered to have been properly called to the meeting.

## **Article 28. Presence quorum. Voting majority. Votes**

**28.1** Unless otherwise stipulated in these Articles of Association, a meeting of the Board of Directors shall be validly constituted when at least half of the Directors are present or represented.

**28.2** If fewer than half of the Directors are present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 27 of these Articles of Association to be held no earlier than five (5) Calendar Days after the first meeting. The second meeting of the Board of Directors shall have the power to take decisions, irrespective of the number of Directors present or represented, in accordance with the voting majority stipulated in article 28.3. In any case, meetings of the Board of Directors shall always be constituted of at least two (2) Directors physically or virtually present.

**28.3** Unless otherwise stipulated in these Articles of Association, decisions of the Board of Directors shall be validly taken if at least fifty per cent (50%) plus one (1) of the votes cast by the Directors present or represented are cast in favour. Each Director shall have one (1) vote. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, a decision is deemed not to have been taken.

**28.4** A duly convened meeting of the Board of Directors shall be validly held even if all or some of the Directors are not physically present or represented but participate in the deliberations via any electronic means of communication that allows the Directors to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Director General shall set up the procedures to organise this in practice. In such a case, the Directors shall be deemed to be present.

**28.5** Provided that the possibility of voting by electronic means is mentioned in the convening notice, the Directors may vote by electronic means during a meeting of the Board of Directors. The Director General shall take the necessary steps to enable the Directors to vote electronically and shall ensure that the system used for electronic voting allows for the identification of Directors having cast their vote and limits the time available to vote.

## **Article 29. Register of minutes**

**29.1** Minutes shall be drawn up for each meeting of the Board of Directors. Following the meeting of the Board of Directors, the draft minutes shall be sent via Regular Means of Communication by the Director General to the Directors. The Directors shall send any comments they may have with regard to these draft minutes to the Director General within ten (10) Calendar Days following receipt thereof. The minutes shall be approved during the next meeting of the Board of Directors, signed by the chairperson of the meeting and kept in a register of minutes. Copies of the final minutes shall be sent to the Directors via Regular Means of Communication by the Director General. Copies or extracts from minutes shall be signed by the President or by two (2) Directors acting jointly. The register of minutes shall be kept at the registered office of the ICA, where all Directors may consult it, without, however, displacing it.

## Article 30. Written procedure

- 30.1** Except for the decisions referred to in articles 24.2 (c), (k), (l), (m) and (s) of these Articles of Association, when a decision cannot reasonably wait until the next meeting of the Board of Directors, the Board of Directors may take a decision by written procedure through regular or registered mail or through any other means of written communication such as e-mail or a website application or platform. In this case, the convening formalities referred to in Article 27 of these Articles of Association do not have to be followed.
- 30.2** For this purpose, the Director General, upon the request of the President or one-third (1/3) of the Directors acting jointly, shall send a notice accompanied by the proposed decisions to be taken and an explanation of the exceptional circumstances requiring the use of a written procedure to all Directors via Regular Means of Communications, with a request to the Directors to send back their votes on the proposed decisions via the means of written communication designated by the Director General within the time limit indicated in the notice.
- 30.3** Decisions by written procedure are deemed to have been taken if:
- (a) at least seventy per cent (70%) of the Directors have sent their votes back within the time limit via the means of written communication designated by the Director General; and
  - (b) at least seventy per cent (70%) plus one (1) of the votes cast by the Directors who sent their votes back via the means of written communication designated by the Director General are cast in favour. Blank votes, invalid votes and abstentions shall not be counted.
- 30.4** For purposes of the present Article 30, Directors are not allowed to grant proxies to other Directors.
- 30.5** Decisions taken by written procedure are deemed to come into force on the date indicated in the notice of the proposed decision sent to the Directors.
- 30.6** After a decision is taken by written procedure, notice of the decision shall be sent to the Directors via Regular Means of Communication by the Director General.

## SECTION 7: PRESIDENT AND VICE-PRESIDENTS

### Article 31. Election and function of the President

- 31.1** The General Assembly shall elect a President, who shall serve without remuneration. The term of office of the President is four (4) years, twice renewable. The President's mandate begins at the end of the General Assembly meeting at which they are elected.
- 31.2** The President shall be a Representative of a Full Member. Once a Representative has been elected as President, they can no longer be the Voter for the Full Member they represent.
- 31.3** The President and the Directors referred to in articles 23.3 (a) ii, iii, iv and v and in article 23.3 (b) of these Articles of Association shall all be separate natural persons.
- 31.4** A new President elected by the General Assembly to replace a President whose mandate has terminated before the expiry of their term of office shall only be elected for the remainder of the term of the President being replaced. The mandate performed by a President for the remainder of a term shall not be taken into account in computing the number of terms of office referred to in article 31.1.
- 31.5** The Board of Directors shall inform the Full Members whenever a new election of President by the General Assembly is necessary. Each Full Member may nominate one (1) candidate for election as President. Nominations shall be submitted no later than sixty (60) Calendar Days in advance of the meeting of the General Assembly at which the President is to be elected.

- 31.6** The Elections Committee, taking into account the criteria set out in articles 31.2 and 31.3, shall draw up a list of all natural persons nominated and qualified to stand for election for the office of President. The list shall be attached to the agenda of the meeting of the General Assembly at which a President will be elected. If there is no list for the office of President, the General Assembly may freely elect, without any formality, a President from amongst the Representatives of the Full Members.
- 31.7** Notwithstanding articles 20.3 and 20.4 of these Articles of Association, the candidate for the office of the President receiving the highest number of votes cast by the Full Members present or represented shall be declared elected. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie between two (2) or more candidates receiving the highest number of votes, subsequent voting rounds shall take place until the tie is broken.
- 31.8** The mandate of the President terminates with the expiry of their term of office or as of right and with immediate effect:
- (a) upon the President's death or incapacity;
  - (b) if the President ceases to be a Representative of a Full Member;
  - (c) if the Full Member for whom the President is the Representative ceases, for whatever reason, to be a Full Member;
  - (d) if the Full Member for whom the President is the Representative is in a situation of judicial administration or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
  - (e) if the Full Member for whom the President is the Representative has substantially modified its activities; or
  - (f) if, within thirty (30) Calendar Days of receiving from the Director General an official final reminder, the President fails to submit the necessary information to allow for the mandatory filing, administrative and publication formalities with respect to their appointment.
- 31.9** The mandate of the President terminates upon dismissal (*ad nutum*) by the General Assembly. The General Assembly may dismiss the President at any time without any compensation or cost becoming due by the ICA, provided that, before the voting on the dismissal takes place, the President is allowed to attend and to defend their position during the meeting of the General Assembly at which their dismissal is considered. The General Assembly does not have to but can give reasons for its decisions. Notwithstanding articles 20.3 and 20.4 of these Articles of Association, decisions of the General Assembly regarding the dismissal of the President shall be valid only if they achieve a majority of at least two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 31.10** The President is free to resign from office at any time by submitting, via Special Means of Communication, their resignation to the Director General.
- 31.11** Unless the Board of Directors decides otherwise, if the President resigns or their term of office expires, the President shall continue performing the duties of their office until they have been replaced but for not more than ninety (90) Calendar Days.
- 31.12** If the mandate of the President ends for any reason before the expiry of their term of office, the Board of Directors shall elect a new President from amongst the Directors to serve for the remainder of the term of the President replaced. At its first meeting following the election of the President, the General Assembly shall be asked to confirm the mandate of the President so elected. If the General Assembly confirms the mandate of the President, said President shall complete the term of office of the President replaced, unless the General Assembly decides otherwise. If the mandate of the President is not confirmed by the General Assembly, the mandate of said President shall come to an end immediately with the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that date.

**31.13** In the event of the termination of the mandate of the President for any reason, the President shall have no claim for compensation from the ICA or against its assets, without prejudice to any applicable mandatory labour law provisions or services agreement provisions.

### **Article 32. Election and function of the Vice-Presidents**

**32.1** The Regional Presidents referred to in Article 37 of these Articles of Association shall, as of right, be Vice-Presidents of the ICA, provided that they have been validly elected by the Regions.

### **Article 33. Powers of the President and the Vice-Presidents**

**33.1** The President shall have the powers specifically granted to the office by these Articles of Association. In particular, the President shall have the following powers:

- (a) serving as the chief representative of the ICA;
- (b) providing policy and organisational leadership of the ICA, in collaboration with the Director General;
- (c) promoting the participation of women and young cooperators within the leadership of the ICA;
- (d) approving agendas for meetings of the Board of Directors, on the advice of the Director General;
- (e) on the advice of the Director General, approving or recommending for the approval of the Board of Directors agendas for meetings of the General Assembly;
- (f) chairing meetings of the General Assembly and the Board of Directors;
- (g) signing the minutes of meetings of the General Assembly and the Board of Directors; and
- (h) acting as a conciliator when differences of opinion occur, both within the ICA and vis-à-vis third parties.

**33.2** The President shall be a permanent observer at all the Bodies of the ICA and shall have the right to attend all meetings of the aforementioned Bodies, with the right to speak but without voting rights. All convening notices for all meetings of the aforementioned Bodies shall be given to the President at the same time as they are given to others. Notwithstanding the first sentence of this article, the aforementioned Bodies may decide that the President cannot attend one or more meetings or parts of meetings of these Bodies.

**33.3** The Vice-Presidents shall have the powers specifically granted to them by these Articles of Association and the internal rules of the Regions.

**33.4** In accordance with Belgian law, the President and the Vice-Presidents shall represent the ICA and shall solely act in the interest of the ICA and not in the interest of the Full Member they are employed by or otherwise linked to or in the interest of any other organisation.

## **SECTION 8: REGIONS**

### **Article 34. General**

**34.1** The ICA is organised in geographical regions (hereafter: “**Regions**”). These can be either internal, in which case they take the form of Bodies of the ICA, or external, in which case they take the form of autonomous legal entities. In the latter case, they must be officially granted Region status by the ICA. The Regions shall serve as a forum for:

- (a) the promotion of collaboration amongst the Members at the regional level; and
- (b) the discussion of regional issues.

**34.2** The ICA shall have the following Regions, the geographical boundaries of which are set out in Appendix “B” to these Articles of Association:

- (a) ICA Africa;
- (b) Cooperatives of the Americas;
- (c) ICA Asia-Pacific; and
- (d) Cooperatives Europe, which is a non-profit association registered under the laws of Belgium with the name “Cooperatives Europe”, having its office at Avenue Milcamps 105, 1030 Schaerbeek (Belgium) and registered with the Crossroad Bank of Enterprises under the enterprise number 0879.795.938.

**34.3** The Bodies of each of the Regions shall be the following:

- (a) Regional Assembly;
- (b) Regional Board;
- (c) Regional President; and
- (d) Regional Director.

**34.4** The Regions shall have the powers specifically granted to them by these Articles of Association and by their respective internal rules, articles of association, by-laws or statutes, as the case may be.

**34.5** The General Assembly may further establish and dissolve or recognise Regions. The Board of Directors may delegate responsibilities to one or more Regions and shall, upon the proposal of the Region, approve the internal rules, articles of association, by-laws or statutes established by each Region governing, amongst other matters, the mission, responsibilities, composition, powers, conduct of meetings and convening modalities, presence quorum, and voting majority and voting procedures of the Region.

**34.6** The Regions shall not represent the ICA vis-à-vis third parties unless expressly authorised to do so by the Board of Directors or the Director General.

**34.7** The Regions may not take or express any external position on behalf of the ICA or use the name, logo or brand of the ICA vis-à-vis third parties unless expressly authorised to do so by the Board of Directors or the Director General.

**34.8** The Regions shall report periodically to the Board of Directors on their activities.

## **Article 35. Regional Assemblies**

**35.1** Each Region shall have a Regional Assembly, which shall be composed of all:

- (a) Regular Full Members having their registered office in the Region in question;
- (b) Associate Members having their registered office in the Region in question;
- (c) Supranational Full Members having members in the Region in question; and
- (d) International Full Members having members in the Region in question.

**35.2** The Regional Assemblies shall have the powers specifically granted to them by these Articles of Association and by the relevant internal rules, articles of association, by-laws or statutes of the Region. In particular, the Regional Assemblies shall have the following powers:

- (a) submitting reports, proposals and resolutions for the consideration of the General Assembly;
- (b) electing and dismissing (*ad nutum*) the Regional Presidents, who shall be, as of right, Vice-Presidents of the ICA;
- (c) electing and dismissing (*ad nutum*) the Regional Board; and
- (d) drafting their internal rules, articles of association, by-laws or statutes, as the case may be, and proposing them for the approval of the Board of Directors.

## Article 36. Regional Boards

- 36.1** Each Region shall have a Regional Board, which shall be composed of the Regional President and other members elected by the Regional Assemblies.
- 36.2** The Regional Boards shall have the powers specifically granted to them by these Articles of Association and by the relevant internal rules, articles of association, by-laws or statutes of the Region. In particular, the Regional Assemblies shall have the following powers:
- (a) working within the global Strategic Plan adopted from time to time by the General Assembly;
  - (b) implementing the decisions of the General Assembly in the Regions;
  - (c) approving the work plan prepared by the Regional Director for integration into the global ICA budget and work plan approved by the Board of Directors;
  - (d) preparing agendas and organising meetings of the Regional Assemblies;
  - (e) promoting and facilitating the active participation of Members;
  - (f) appointing the Regional Director, in cooperation with the Director General;
  - (g) promoting sustainable cooperative development in the Region;
  - (h) building relationships with other Bodies of the ICA;
  - (i) enhancing the image of the ICA and the cooperative movement with national and regional institutions within the Region;
  - (j) establishing committees and working groups, where appropriate;
  - (k) providing recommendations to the Director General on membership issues in their Regions; and
  - (l) strictly monitoring regional budgeting and spending within the general guidelines of the ICA.

## Article 37. Regional Presidents

- 37.1** Each Regional Assembly shall elect a Regional President, pursuant to the procedures included in the relevant internal rules, articles of association, by-laws or statutes of the Region.
- 37.2** The Regional Presidents shall have the powers specifically granted to them by these Articles of Association and by the relevant internal rules, articles of association, by-laws or statutes of the Region. In particular, the Regional Presidents shall have the following powers:
- (a) in their capacity as Vice-Presidents, replacing the President in the President's absence;
  - (b) assisting and supporting the President in the policy and organisational leadership of the ICA, together with the Director General and the Regional Directors;
  - (c) in cooperation with the Director General, setting the performance objectives for the Regional Director and periodically evaluating the Regional Director's performance;
  - (d) promoting the advancement of women and young cooperators within the leadership of the Region; and
  - (e) undertaking such other responsibilities as the Board of Directors may determine.
- 37.3** The Regional Presidents shall be natural persons who meet the criteria included in the relevant internal rules, articles of association, by-laws or statutes of the Regions.
- 37.4** The Regional Presidents shall serve without remuneration. Their term of office is four (4) years. The renewability of the mandate of the Regional Presidents is regulated by the relevant internal rules, articles of association, by-laws or statutes of the Regions.
- 37.5** The mandate of a Regional President terminates with the expiry of their term of office or as of right and with immediate effect:
- (a) upon their death or incapacity; or
  - (b) if, for whatever reason, they cease to meet the criteria set out in these Articles of Association and the relevant internal rules, articles of association, by-laws or statutes of the Region.

- 37.6** A Regional Assembly may further dismiss (*ad nutum*) the Regional President in accordance with the relevant internal rules, articles of association, by-laws or statutes of the Regions. The Regional Presidents are also free to resign from office in accordance with the relevant internal rules, articles of association, by-laws or statutes of the Region.
- 37.7** If, for whatever reason, the mandate of a Regional President ceases before the expiry of their term of office, the concerned Regional Assembly shall elect a new Regional President, pursuant to the procedures included in the relevant internal rules, articles of association, by-laws or statutes of that Region.
- 37.8** In the event of the termination, for whatever reason, of the mandate of a Regional President, the Regional President shall have no claim for compensation from the ICA or against its assets, without prejudice to any applicable mandatory labour law provisions or services agreement provisions.

### **Article 38. Regional Directors**

- 38.1** Each Regional Board, in cooperation with the Director General, shall appoint a Regional Director, pursuant to the procedures included in the relevant internal rules, articles of association, by-laws or statutes of the Region.
- 38.2** The Regional Directors shall have the powers specifically granted to them by these Articles of Association and by the relevant internal rules, articles of association, by-laws or statutes of the Regions. As a general rule, they shall be responsible for the leadership and efficient management of the Regions. In particular, the Regional Directors shall have the following powers:
- (a) the daily management of the Region, within the approved Region budget;
  - (b) the hiring and the dismissal of the employees of the regional office;
  - (c) the setting of performance objectives for employees of the regional office and the periodic evaluation of employee performance;
  - (d) promoting and defending the cooperative values and principles at the regional level;
  - (e) in the framework of the ICA's global Strategic Plan, submitting annual work plans and budgets to be integrated within the overall work plan and budget of the ICA;
  - (f) implementing the regional Strategic Plan and work plans;
  - (g) representing, on request, Members' policy concerns to governmental bodies and the public;
  - (h) organising meetings of the Regional Assemblies and supporting the elected Bodies of the Regions;
  - (i) promoting sustainable cooperative development in the Region;
  - (j) supervising the financial affairs of the Region;
  - (k) the management of any and all banking matters at the regional level (including opening, closing and managing bank accounts) without any financial limit but within the approved budget;
  - (l) attending to the public relations of the Region, particularly in connection with communications with third parties;
  - (m) reporting regularly on the activities of the Region to the Board of Directors; and
  - (n) carrying out any other activities as may be requested by the Director General, the Board of Directors or the Bodies of the Regions.

## **SECTION 9: SECTORAL ORGANISATIONS**

### **Article 39. General**

- 39.1** The structure of the ICA includes sectoral organisations (hereafter: "**Sectoral Organisations**"). These can be either internal, in which case they take the form of Bodies of the ICA, or external, in which case they take the form of autonomous legal entities. In the latter case, they must be officially

granted Sectoral Organisation status by the ICA. The Sectoral Organisations are based on specific areas of economic and social activity and shall serve as a forum for:

- (a) the promotion of collaboration amongst the Members within each sector; and
- (b) the discussion of sectoral issues.

**39.2** The ICA shall have the following Sectoral Organisations:

- (a) International Cooperative Agricultural Organisation (ICAO);
- (b) International Cooperative Banking Association (ICBA);
- (c) Consumer Cooperatives Worldwide (CCW);
- (d) International Cooperative Fisheries Organisation (ICFO);
- (e) International Health Cooperative Organisation (IHCO);
- (f) Cooperative Housing International (CHI), which is registered under the laws of the United Kingdom with the name Co-operative Housing International, having its office at Holyoake House, Hanover Street, Manchester, M60 0AS, United Kingdom;
- (g) "International Cooperative and Mutual Insurance Federation" (ICMIF), which is registered under the laws of the United Kingdom with the name International Cooperative and Mutual Insurance Federation, having its office at Denzell House, Denzell Gardens, Dunham Road, Bowdon, Cheshire, WA14 4QE United Kingdom; and
- (h) International Organisation of Industrial, Artisanal and Service Producers' Cooperatives (CICOPA), which is a non-profit association registered under the laws of Belgium with the name "CICOPA, Organisation internationale des coopératives de production industrielle, artisanale et de services", having its office at Avenue Milcamps 105, 1030 Brussels and registered with the Crossroad Bank of Enterprises under the enterprise number 0700.640.797.

**39.3** The Bodies of each of the Sectoral Organisations shall be the following:

- (a) Sectoral Assembly;
- (b) Sectoral Board;
- (c) Sectoral President; and
- (d) Sectoral Director.

**39.4** The Sectoral Organisations shall have the powers specifically granted to them by these Articles of Association and by their respective internal rules, articles of association, by-laws or statutes, as the case may be. In particular, the Sectoral Organisations shall have the following powers:

- (a) promoting and defending the cooperative values and principles at the sectoral level;
- (b) participating in the development of the ICA's global Strategic Plan and multi-annual work programmes and carrying out activities in this framework;
- (c) approving their annual budgets and work plans for integration into the global ICA budget and work plan approved by the Board of Directors;
- (d) through Sectoral Representatives, proposing themes for discussion at the global level and keeping the Board of Directors apprised of sectoral developments;
- (e) reporting regularly on their activities to the Board of Directors;
- (f) promoting sustainable cooperative development in their respective sectors;
- (g) drafting their internal rules, articles of association, by-laws or statutes, as the case may be, and proposing them for approval to the Board of Directors; and
- (h) carrying out any other activities as may be requested by the Director General or the Board of Directors.

**39.5** The General Assembly may further establish, dissolve and recognise Sectoral Organisations. The Board of Directors may delegate responsibilities to one or more Sectoral Organisations and shall, upon the proposal of the Sectoral Organisation, approve the internal rules, articles of association, by-laws or statutes established by each Sectoral Organisation governing, amongst other matters, the

mission, responsibilities, composition, powers, conduct of meetings and convening modalities, presence quorum, and voting majority and voting procedures of the Sectoral Organisation.

- 39.6** The Sectoral Organisations shall not represent the ICA vis-à-vis third parties unless expressly authorised to do so by the Board of Directors or the Director General.
- 39.7** The Sectoral Organisations may not take or express any external position on behalf of the ICA or use the name, logo or brand of the ICA vis-à-vis third parties unless expressly authorised to do so by Board of Directors or the Director General.
- 39.8** The Sectoral Organisations shall report periodically to the Board of Directors on their activities.

#### **Article 40. Sectoral Representative**

- 40.1** Each Sectoral Organisation shall elect one (1) sectoral representative (hereafter: “**Sectoral Representative**”), pursuant to the procedures included in the relevant internal rules, articles of association, by-laws or statutes of the Sectoral Organisation.
- 40.2** The Sectoral Representatives shall be eight (8) separate natural persons who meet the criteria included in the relevant internal rules, articles of association, by-laws or statutes of their respective Sectoral Organisation.
- 40.3** The Sectoral Representatives shall serve without remuneration. Their term of office is four (4) years. The renewability of the mandate of the Sectoral Representatives is further regulated in the relevant internal rules, articles of association, by-laws or statutes of each Sectoral Organisation.
- 40.4** The mandate of a Sectoral Representative terminates with the expiry of their term of office or as of right and with immediate effect:
- (a) upon their death or incapacity; or
  - (b) if, for whatever reason, they cease to meet the criteria set out in these Articles of Association and the relevant internal rules, articles of association, by-laws or statutes of the Sectoral Organisation.
- 40.5** Sectoral Organisations may further dismiss (*ad nutum*) their Sectoral Representatives in accordance with the relevant internal rules, articles of association, by-laws or statutes of each Sectoral Organisation. The Sectoral Representatives are also free to resign from office in accordance with the relevant internal rules, articles of association, by-laws or statutes of each Sectoral Organisation.
- 40.6** If, for any reason, the mandate of a Sectoral Representative ceases before the expiry of their term of office, their Sectoral Organisation shall elect a new Sectoral Representative, pursuant to the procedures included in the relevant internal rules, articles of association, by-laws or statutes of the Sectoral Organisation.
- 40.7** In the event of the termination, for any reason, of the mandate of a Sectoral Representative, the Sectoral Representative shall have no claim for compensation from the ICA or against its assets, without prejudice to any applicable mandatory labour law provisions or services agreement provisions.

#### **Article 41. Sectoral Directors**

- 41.1** Each Sectoral Board may appoint a Sectoral Director, pursuant to the procedures included in the relevant internal rules, articles of association, by-laws or statutes of the Sectoral Organisation.
- 41.2** Sectoral Directors shall have the powers specifically granted to them by the relevant internal rules, articles of association, by-laws or statutes of their Sectoral Organisation.

## SECTION 10: THEMATIC COMMITTEES

### Article 42. General

- 42.1** The ICA has multiple thematic committees (hereafter: “**Thematic Committees**”), which shall always be internal and take the form of Bodies of the ICA. The Thematic Committees shall serve as a forum for:
- (a) the promotion of collaboration amongst the Members of the ICA on their respective themes; and
  - (b) the discussion of thematic issues.
- 42.2** The ICA shall have the following Thematic Committees:
- (a) Committee on Cooperative Research;
  - (b) Gender Equality Committee;
  - (c) Youth Committee;
  - (d) Cooperative Law Committee; and
  - (e) International Cooperative Development Platform.
- 42.3** The Thematic Committees shall have the powers specifically granted to them by these Articles of Association and by their respective internal rules. In particular, the Thematic Committees shall have the following powers:
- (a) working within the ICA’s global Strategic Plan;
  - (b) proposing their annual budgets and work plans for integration into the global ICA budget and work plan approved by the Board of Directors;
  - (c) reporting regularly on their activities to the Board of Directors;
  - (d) collaborating with the ICA’s Regions and Sectoral Organisations;
  - (e) promoting sustainable cooperative development in their respective thematic areas; and
  - (f) carrying out any other activities as may be requested by the Director General or the Board of Directors.
- 42.4** The General Assembly may further establish, dissolve and recognise Thematic Committees. The Board of Directors may delegate responsibilities to one or more Thematic Committees and may determine, amongst other governance matters, the mission, composition, powers, conduct of meetings and convening modalities, presence quorum, and voting majority and voting procedures of the Thematic Committees.
- 42.5** The Thematic Committees shall not represent the ICA vis-à-vis third parties unless expressly authorised to do so by the Board of Directors or the Director General.
- 42.6** The Thematic Committees may not take or express any external position on behalf of the ICA or use the name, logo or brand of the ICA vis-à-vis third parties unless expressly authorised to do so by the Board of Directors or the Director General.
- 42.7** The Thematic Committees shall always act under the oversight of the Board of Directors and shall report periodically to the Board of Directors on their activities.

### Article 43. The President of the Gender Equality Committee

- 43.1** The Gender Equality Committee shall elect a natural person as president of the Gender Equality Committee (hereafter: “**President of the Gender Equality Committee**”) following the relevant procedures set out in the internal rules of the Gender Equality Committee.

- 43.2** The President of the Gender Equality Committee shall have the powers specifically granted to them by these Articles of Association and by the internal rules of the Gender Equality Committee.
- 43.3** The President of the Gender Equality Committee shall serve without remuneration. Their term of office and the renewability of their term are further regulated in the internal rules of the Gender Equality Committee.
- 43.4** The mandate of the President of the Gender Equality Committee terminates with the expiry of their term of office or as of right and with immediate effect:
- (a) upon their death or incapacity; or
  - (b) if, for whatever reason, they cease to meet the criteria set out in these Articles of Association and the internal rules of the Gender Equality Committee.
- 43.5** The Gender Equality Committee may further dismiss (*ad nutum*) the President of the Gender Equality Committee as President of the Gender Equality Committee in accordance with the internal rules of the Gender Equality Committee. The President of the Gender Equality Committee is also free to resign from office in accordance with the internal rules of the Gender Equality Committee.
- 43.6** If, for any reason, the mandate of the President of the Gender Equality Committee ceases before the expiry of their term of office, the Gender Equality Committee shall elect a new President of the Gender Equality Committee, pursuant to the procedures included in the internal rules of the Gender Equality Committee.
- 43.7** In the event of the termination, for any reason, of the term of office of the President of the Gender Equality Committee, the President of the Gender Equality Committee shall have no claim for compensation from the ICA or against its assets, without prejudice to any applicable mandatory labour law provisions or services agreement provisions.

#### **Article 44. The President of the Youth Committee**

- 44.1** The Youth Committee shall elect a natural person as president of the Youth Committee (hereafter: "**President of the Youth Committee**") following the relevant procedures set out in the internal rules of the Youth Committee.
- 44.2** The President of the Youth Committee shall have the powers specifically granted to them by these Articles of Association and by the internal rules of the Youth Committee.
- 44.3** The President of the Youth Committee shall serve without remuneration. Their term of office and the renewability of their term are further regulated in the relevant internal rules of the Youth Committee.
- 44.4** The mandate of the President of the Youth Committee terminates with the expiry of their term of office or as of right and with immediate effect:
- (a) upon their death or incapacity; or
  - (b) if, for whatever reason, they cease to meet the criteria set out in these Articles of Association and the internal rules of the Youth Committee.
- 44.5** The Youth Committee may further dismiss (*ad nutum*) the President of the Youth Committee as President of the Youth Committee in accordance with the internal rules of the Youth Committee. The President of the Youth Committee is also free to resign from office in accordance with the internal rules of the Youth Committee.
- 44.6** If, for whatever reason, the mandate of the President of the Youth Committee ceases before the expiry of their term of office, the Youth Committee shall elect a new President of the Youth Committee, pursuant to the procedures included in the internal rules of the Youth Committee.

- 44.7** In the event of the termination of the mandate of the President of the Youth Committee for whatever reason, the President of the Youth Committee shall have no claim for compensation from the ICA or against its assets, without prejudice to any applicable mandatory labour law provisions or services agreement provisions.

## SECTION 11: WORKING GROUPS AND COMMITTEES

### Article 45. Working Groups and Committees

- 45.1** The Board of Directors may establish, dissolve and delegate responsibilities to one or more Working Groups and Committees. The Working Groups and Committees shall play a supporting role to the Board of Directors on specific issues. The Board of Directors determines, amongst other matters as relevant, the mission, composition, powers, conduct of meetings and convening modalities, presence quorum, and voting majority and voting procedures of the Working Groups and Committees.
- 45.2** The Working Groups and Committees shall not represent the ICA vis-à-vis third parties unless expressly authorised to do so by the Board of Directors.
- 45.3** The Working Groups and Committees shall always act under the oversight of the Board of Directors and shall report to the Board of Directors on their activities periodically or upon request.
- 45.4** The Working Groups and Committees may invite one or more third parties to attend without voting rights one or more meetings or parts of meetings of the Working Groups and Committees.

## SECTION 12: DIRECTOR GENERAL

### Article 46. Appointment and duties of the Director General

- 46.1** The Board of Directors shall appoint a natural person or legal entity, not being a Director and not being a Representative, as Director General. The office of the Director General may be remunerated. When a legal entity is appointed as Director General, the latter shall appoint a permanent representative, being a natural person, who shall have charge of the execution of the mission of Director General in the name and on behalf of the legal entity. The ICA shall cover all reasonable expenses incurred by the Director General in the course of fulfilling their duties. The Director General's term of appointment may be of a definite or indefinite duration. The terms and conditions of the Director General's office shall be determined by the Board of Directors.
- 46.2** The mandate of the Director General terminates as of right and with immediate effect:
- (a) upon their death or incapacity; or
  - (b) if the Director General is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.
- 46.3** Unless otherwise agreed, the Board of Directors may dismiss (*ad nutum*) the Director General at any time and possibly with immediate effect without:
- (a) having to give reasons for its decision;
  - (b) any compensation or cost becoming due by the ICA; and
  - (c) prejudice to any applicable mandatory labour law provisions or services agreement provisions.
- 46.4** The Director General is free to resign from office at any time by submitting their resignation, via Special Means of Communication, to the Board of Directors, without prejudice to any applicable mandatory labour law provisions or services agreement provisions.

- 46.5** At the sole discretion of the Board of Directors and without prejudice to any applicable mandatory labour law provisions or services agreement provisions, in the event of the termination of the mandate of the Director General for any reason other than dismissal or the reasons given in article 46.2, the Director General shall continue performing the duties of the office until the Board of Directors has appointed a replacement Director General but for not more than ninety (90) Calendar Days.
- 46.6** In the event of the termination of the mandate of the Director General for any reason, the Director General shall have no claim for compensation from the ICA or against its assets, without prejudice to any applicable mandatory labour law provisions or services agreement provisions.
- 46.7** The Director General shall be a permanent observer at all the Bodies of the ICA and shall have the right to attend all meetings of the aforementioned Bodies, with the right to speak but without voting rights. All convening notices for all meetings of the aforementioned Bodies shall be given to the Director General at the same time as they are given to others.
- 46.8** Notwithstanding the above article, the President may decide that the Director General cannot attend one or more meetings or parts of meetings of the Board of Directors.

#### **Article 47. Powers of the Director General**

- 47.1** The Director General shall have the powers specifically granted to them by these Articles of Association. In particular, the Director General shall have the following powers:
- (a) the daily management of the ICA, within the approved budget;
  - (b) the hiring and dismissal of the employees of the global office of the ICA;
  - (c) in cooperation with the Regional Boards, the hiring and dismissal of the Regional Directors;
  - (d) the establishment of policies and processes guiding employee remuneration, conduct, development, performance management and succession planning;
  - (e) the setting of performance objectives for employees of the global office and the periodic evaluation of employee performance;
  - (f) in cooperation with the Regional Presidents, the setting of performance objectives for the Regional Directors and the periodic evaluation of the Regional Directors' performance;
  - (g) establishing reporting obligations to the global office of Sectoral Organisations that receive a share of membership fees paid to the ICA;
  - (h) the delegation of responsibilities to the global office of the ICA and the oversight of the global office;
  - (i) assisting and supporting the President in the policy and organisational leadership of the ICA, together with the Regional Presidents and the Regional Directors;
  - (j) the recruitment of new Members;
  - (k) reviewing applications for membership and submitting such applications to the Board of Directors;
  - (l) submitting resignations from membership to the Board of Directors;
  - (m) keeping a register of Members;
  - (n) supervising the financial affairs of the ICA;
  - (o) recommending to the Board of Directors for the approval of the General Assembly the annual accounts and budget;
  - (p) if applicable, the appointment and dismissal of an external accountant and the determination of their remuneration;
  - (q) the management of any and all banking matters at the global level (including opening, closing and managing bank accounts) without any financial limit but within the approved budget;
  - (r) the collection of Membership Data, and, insofar as necessary, the determination of such Membership Data pursuant to Article 11 of these Articles of Association;
  - (s) determining the invoicing procedure and due date for the payment of membership fees;
  - (t) in cooperation with the President, the coordination and organisation of meetings of the General Assembly;

- (u) in cooperation with the President, the coordination and organisation of meetings of the Board of Directors;
- (v) sending convening notices for meetings of the General Assembly and the Board of Directors;
- (w) executing the decisions of the Board of Directors;
- (x) recommending, for the approval of the Board of Directors, the annual work plan;
- (y) attending to the public relations of the ICA, particularly in connection with communications with third parties; and
- (z) administering ICA codes governing ethical conduct.

**47.2** The Director General shall always act under the oversight of the Board of Directors and within the approved budget. The Director General shall report periodically to the Board of Directors and to the General Assembly on their actions and activities.

**47.3** Any duty of the Director General may be delegated in part in writing to the global office, i.e., staff of the ICA, or to third parties.

## **SECTION 13: LIABILITY**

### **Article 48. Liability**

**48.1** The Directors, the President, the Vice-Presidents and the Director General are not personally bound by the commitments of the ICA. Their liability shall be limited to the execution of their assigned responsibilities and the faults committed in the performance or non-performance of their duties and responsibilities.

**48.2** The Members, in their capacity as Members, shall not be held liable for commitments made by the ICA.

**48.3** The ICA shall subscribe to a Directors and Officers (“D&O”) liability insurance policy for the Directors and Director General of the ICA.

## **SECTION 14: EXTERNAL REPRESENTATION OF THE ICA**

### **Article 49. External representation of the ICA**

**49.1** The ICA shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, the Director General acting alone, or two (2) Directors acting jointly.

**49.2** Within the framework of the daily management of the ICA, the ICA shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Director General, acting alone.

**49.3** None of the aforementioned persons need justify their powers vis-à-vis third parties.

**49.4** In addition, the ICA shall also be validly represented vis-à-vis third parties, within their respective mandates, by one or more proxyholders duly mandated by the Board of Directors, the President acting alone, the Director General acting alone, or two (2) Directors acting jointly, or, within the framework of the daily management of the ICA, by the Director General, acting alone.

## SECTION 15: INTERNAL RULES AND PROCEDURES

### Article 50. Internal rules and procedures

- 50.1** To supplement and complete the provisions of these Articles of Association, the General Assembly and the Board of Directors may each adopt, amend or revoke internal rules.
- 50.2** On the date of the adoption of the latest amendments to these Articles of Association, the following internal rules have been adopted:
- (a) Internal Rules of the General Assembly.
- 50.3** The General Assembly can validly decide on amendments to the internal rules referred to under article 50.2 (a) only if the decision to amend achieves a majority of at least two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 50.4** The Board of Directors can validly decide on amendments to the internal rules governing the Board of Directors only if the decision to amend achieves a majority of at least fifty per cent (50%) plus one (1) of the votes cast by the Directors present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 50.5** The Board of Directors is further empowered to adopt Board of Directors' internal procedures and any other kind of statement that falls within the scope of its powers.

## SECTION 16: FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS

### Article 51. Financial year

- 51.1** The financial year of the ICA shall run from January 1 to December 31.

### Article 52. Annual Accounts. Budget

- 52.1** Upon the non-binding recommendation of the Director General, the Board of Directors shall approve draft annual accounts for the latest complete financial year and a draft budget for the next financial year.
- 52.2** The currency of the ICA shall be the euro for the annual accounts and all other official accounting, tax and legal documents.
- 52.3** Each year, within six (6) months following the end of the financial year, the Board of Directors shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.
- 52.4** The draft annual accounts and the draft budget shall be circulated amongst all Members no later than fourteen (14) Calendar Days before the Ordinary General Assembly.

### Article 53. Auditing of the annual accounts

- 53.1** If the law so requires, the General Assembly must appoint a statutory auditor, chosen from amongst the members of the Belgian "*Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren*". The statutory auditor shall serve for a term of three (3) years.
- 53.2** If the ICA is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

- 53.3** The statutory auditor or the external accountant, as the case may be, shall draw up a report each year on the annual accounts of the ICA. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

## **SECTION 17: AMENDMENTS TO THESE ARTICLES OF ASSOCIATION AND THE INTERNAL RULES**

### **Article 54. Amendments to these Articles of Association**

- 54.1** Proposals to amend these Articles of Association may only be considered if submitted to the General Assembly either by the Board of Directors or by at least five per cent (5%) of the Full Members acting jointly, with a minimum threshold of ten (10) Full Members. The General Assembly can validly amend these Articles of Association only if:
- (a) at least fifty (50) of the Full Members are present or represented; and
  - (b) the decision to amend achieves a majority of at least two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 54.2** Notwithstanding article 54.1, the General Assembly can validly amend Appendix “A” of these Articles of Association only if:
- (a) at least fifty (50) of the Full Members are present or represented;
  - (b) the Board of Directors has presented a resolution to a General Assembly calling for consideration of changes to Appendix “A”;
  - (c) the decision to amend achieves a majority of at least fifty per cent (50%) plus one (1) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted;
  - (d) a full process of consultation and discussion takes place amongst the Members, the Regions and the Sectoral Organisations before the adoption of the said resolution, with the scheduling, form and duration of the consultation process to be determined by the Board of Directors; and
  - (e) the General Assembly convenes a Congress to consider the proposed amendments to Appendix “A” prior to their final consideration by the General Assembly.
- 54.3** If fewer than fifty (50) of the Full Members are present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Articles of Association to be held no earlier than thirty (30) Calendar Days after the first meeting of the General Assembly. The second meeting of the General Assembly shall have the power to take decisions on the amendments, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in article 54.1 or article 54.2, as the case may be. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.
- 54.4** Notwithstanding article 54.1, the Board of Directors can validly amend article 50.2 of these Articles of Association.
- 54.5** The main terms of any proposal to amend these Articles of Association shall be explicitly indicated in the agenda or in a separate document included in or attached to the convening notice to the Members and Directors.
- 54.6** The date on which the amendments to these Articles of Association shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these Articles of Association.

- 54.7** Any decision of the General Assembly relating to amendments of these Articles of Association is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Articles of Association must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **SECTION 18: DISSOLUTION. LIQUIDATION**

### **Article 55. Dissolution. Liquidation**

- 55.1** Proposals to dissolve the ICA may be submitted to the General Assembly only by the Board of Directors or by the higher of twenty (20) Full Members, acting jointly, or twenty per cent (20%) of the Full Members, acting jointly. The General Assembly can validly decide on the dissolution of the ICA only if:
- (a) at least fifty (50) of the Full Members are present or represented; and
  - (b) the decision to dissolve achieves a majority of at least three-quarters (3/4) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 55.2** If fewer than fifty (50) of the Full Members are present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Articles of Association to be held no earlier than thirty (30) Calendar Days after the first meeting of the General Assembly. The second meeting of the General Assembly shall have the power to take decisions, including a decision on the dissolution, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in article 55.1. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.
- 55.3** Any proposal to dissolve the ICA shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and Directors.
- 55.4** Except in case of a dissolution and liquidation of the ICA in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidators, the decision-making process of the liquidators if several liquidators are appointed, and the scope of their powers. Failing the appointment of one or more liquidators, all the Directors shall be deemed to be jointly in charge of the ICA's liquidation.
- 55.5** The General Assembly shall also decide upon the allocation of the liquidation balance of the ICA, provided however that the liquidation balance of the ICA may only be allocated to a disinterested purpose similar or identical to the one of the ICA as provided for in Article 3 of these Articles of Association.

## **SECTION 19: VARIA**

### **Article 56. Language**

- 56.1** The ICA recognises the cultural and linguistic diversity of its Members. The official language of the ICA is French and the main working languages are English and Spanish. The ICA may but is not obliged to adopt other working languages, as determined by the Board of Directors, having regard to available resources and to the languages spoken by the Members of the ICA. The competent Body of the ICA shall determine which working language to use and for which documents or activities.

## Article 57. Notices

- 57.1** Subject to compliance with the legal provisions governing the use of official languages in Belgium, any notice or other communication given under or in connection with these Articles of Association shall be written in English, with translations provided in the other working languages of the ICA.

## Article 58. Computation of time

- 58.1** For purposes of computing the time limits set out in these Articles of Association, the terms below shall be defined as follows:
- (a) “Month” means a calendar month; and
  - (b) “Calendar Day” means that, when calculating a notice period, the period excludes both the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

## Article 59. Abstentions

- 59.1** For purposes of determining the voting majorities set out in these Articles of Association, “abstentions shall not be counted” means that:
- (a) the person having abstained shall not be taken into account in determining the number of persons present or represented on the basis of which the voting majority shall be calculated; and
  - (b) the abstention shall be considered neither as a vote “in favour” nor a vote “against” the proposed decision.

## Article 60. Secret ballot

- 60.1** For purposes of the regulation of voting under these Articles of Association, the term “secret ballot” means a voting method in which the voters’ votes are anonymous. However, such a voting method shall not necessarily ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Director General and the staff of the ICA.

## Article 61. Varia

- 61.1** Anything that is not provided for in these Articles of Association or any internal rules shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event of a conflict between these Articles of Association and any internal rules, internal procedures, or any other kind of rules of the ICA, these Articles of Association shall prevail. The appendices form an integral part of the Articles of Association and any reference to the Articles of Association includes the appendices and vice versa.
- 61.2** Membership in the ICA does not imply or represent any endorsement by the ICA of a Member or of an activity undertaken by a Member. Members shall not use the ICA’s name and logos in any manner without the prior authorisation of the Board of Directors or the Director General. Members shall have no claim on the ICA’s assets.
- 61.3** For the performance of their duties, Directors may elect domicile at the registered office of the ICA.
- 61.4** The business of the ICA shall be conducted in English, without prejudice to applicable legal obligations. These Articles of Association are written in French and other languages, but only the French version shall be the official text. In the event of a conflict between the French version of the Articles of Association and any other versions, the French version shall prevail.

## Appendix "A": Statement on the Cooperative Identity

### Definition

A cooperative 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

Cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

### Cooperative principles

The cooperative principles are guidelines by which cooperatives put their values into practice.

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

Cooperatives 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

Cooperatives 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 cooperatives members have equal voting rights (one member, one vote) and cooperatives 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 cooperative. At least part of that capital is usually the common property of the cooperative.

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 cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.

#### 4th Principle: Autonomy and Independence

Cooperatives 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 cooperative autonomy.

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

Cooperatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their cooperatives. They inform the general public—particularly young people and opinion leaders—about the nature and benefits of cooperation.

**6th Principle: Cooperation among Cooperatives**

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.

**7th Principle: Concern for Community**

Cooperatives work for the sustainable development of their communities through policies approved by their members.

## Appendix "B": Geographical Boundaries of the Regions

The geographical boundaries of the Regions identified in article 34.2 of these Articles of Association are the following:

### **Africa:**

All countries, including Egypt, in the African continent and adjacent islands, including but not limited to Cabo Verde, São Tomé and Príncipe, Madagascar, Comoros, Seychelles and Mauritius, and excluding possessions of countries located in Europe (as defined below).

### **Americas:**

All countries in the geographical area of North, Central and South America and the Caribbean, including their states and possessions in the Pacific Ocean.

### **Asia-Pacific:**

All countries in the geographical area bounded by Europe (as defined below) to the North and West, Africa (as defined above) to the West, and the Americas to the East.

### **Europe:**

All countries in the European continent, which is bounded by the Atlantic ocean to the West, the Arctic Ocean to the North, the Mediterranean Sea to the South, and to the East the Ural mountains, Caspian Sea, Caucasus Mountains, Black Sea, and the waterways connecting the Black Sea to the Mediterranean Sea. The following transcontinental countries are included in Europe: Russia, Türkiye, Azerbaijan, and Georgia. The following Asian countries are included in Europe: Israel, Cyprus and Armenia. The following countries in the Atlantic Ocean are included in Europe: Iceland and Greenland.

## Internal Rules of the General Assembly

As adopted by the General Assembly on 28 June 2023. Amended on 2 July 2025 and on xx June 2026.

*The official text is in French—this English convenience translation is provided for information purposes only.*

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**Article 1. Purpose**

- 1.1 The purpose of these Internal Rules is to supplement and complete the provisions of the Articles of Association respecting certain matters that fall within the authority of the General Assembly.

**Article 2. Authority**

- 2.1 In the event of any conflict between these Internal Rules and the Articles of Association, the Articles of Association shall prevail.

**SECTION 2: MEMBERSHIP FEES****Article 3. General**

- 3.1 The general principles and rules governing membership fees are in the Articles of Association. The fee calculation method and additional rules are as provided in these Internal Rules and any Internal Rules of the Board of Directors.
- 3.2 Membership fees will be distributed amongst the Global Office, Regions and Sectoral Organisations in accordance with modalities established by the Board of Directors.
- 3.3 All membership fees are invoiced in Euros, or in such other currency as may be determined by the Board of Directors.
- 3.4 The ICA will accommodate and assist those national cooperative representative organisations wishing to co-ordinate the collection of ICA membership fees within their country, respecting existing operational arrangements between those national cooperative representative organisations and their members.
- 3.5 The ICA will further permit the Members in a given country to voluntarily agree to a different allocation of ICA membership fees amongst themselves as long as the total aggregated membership fees equal that calculated according to the Membership Fee Formula for all Members in that country.
- 3.6 The Board of Directors will support and, through any Board committee to which it may delegate the responsibility, ensure the correct implementation of the Membership Fee Formula.

**Article 4. Membership fee calculation method: Regular Full Members**

- 4.1 The ICA calculates the membership fees of its Regular Full Members on a four-year cycle based on membership data provided for the calendar year that is two (2) years prior to year one of the membership fee cycle.
- 4.2 Membership fees for Regular Full Members remain at the same level during the four-year membership fee cycle but may be indexed annually for inflation by decision of the Board of Directors.
- 4.3 The formula for calculating membership fees (referred to as "Membership Fee Formula") for Regular Full Members is as follows:

*Base Fee multiplied by Representation Factor multiplied by Economic Factor.*

- 4.4 The Representation Factor is calculated as the ratio at the beginning of each four-year cycle of the number of natural persons represented by the Member to the average number of natural persons represented by all Full Members. For this purpose, the number represented includes those natural persons belonging directly to the Member and those represented indirectly through the Member's members. The minimum Representation Factor is 0.25 and the maximum is 20. If a Member fails to

submit the required membership data, the ICA will estimate the number of natural persons it represents using the best data it can find for that Member.

- 4.5** The Economic Factor is calculated as a ratio of the Member's country GDP, as determined with reference to the World Bank's Gross Domestic Product Purchasing Power Parity, relative to the world's average GDP PPP. The GDP PPP figures used are those from the tables published the year prior to the beginning of the four-year cycle. The minimum Economic factor is 0.50.
- 4.6** The Base Fee at the start of each four-year cycle is determined by the ICA's accountants. The change in membership fee in the first year of the new four-year fee cycle, as determined through the application of the formula, will not exceed 10 per cent, up or down, of the Member's full membership fee in the last year of the previous four-year cycle.
- 4.7** In countries where there is more than one Regular Full Member, the affiliations between ICA Members in that country will be established. The formula is then first applied to primary cooperatives that are Full Members of the ICA to avoid any double counting of individual members. Their respective membership is thereafter subtracted from that of the other Full Members of the ICA in that country to which they are affiliated. The fees for other organisations in ICA membership are thereafter calculated on the remainder of members they represent.

#### **Article 5. Membership fees: other Members**

- 5.1** The membership fee before annual indexation for Supranational Full Members with status in one region is 7,600 EUR and, for International Full Members with status in more than one region, 11,000 EUR. These fees may be indexed annually for inflation by decision of the Board of Directors.
- 5.2** In accordance with the Articles of Association, the membership fee calculation method for Associate Members is determined by the Board of Directors. In establishing the calculation method, the Board may distinguish between non-governmental and governmental Associate Members and may include an economic factor to vary the fee by country or by region. In determining the membership fee for each Associate Member, the ICA will apply the fee calculation formula in a consistent manner. The fees for Associate Members may be indexed annually for inflation by decision of the Board of Directors.

#### **Article 6. Other provisions**

- 6.1** The Members in a given country may enter into an institutional arrangement with the ICA, called the "Country Option", under which they determine how the aggregate membership fees will be distributed amongst them.
- 6.2** The maximum total membership fee payable by the Members together in a single country, before annual indexation, is 300,000 EUR. Where the sum of the fees assessed for the Members individually in the country exceeds this limit, the fee for each Member will be reduced proportionally or, if the Members have chosen the Country Option, on such other basis as the Members may agree amongst themselves.

### **SECTION 3: GENERAL ASSEMBLY RULES OF ORDER**

- 6.1** Representatives desiring to speak on any subject must indicate their wish to the chairperson, who calls upon them in the order in which their requests are received.
- 6.2** All speeches must be addressed to the chairperson and directed to the subject under discussion, or to a question of procedure.
- 6.3** Representatives may speak more than once on any matter under discussion but may make a second intervention only after all those inscribed have had the opportunity of speaking.

- 6.4** Questions of order or personal explanations may be raised at the end of any intervention, or interpretation thereof, but may not interrupt either the speaker or the interpreter, or the chairperson in the act of taking a vote.
- 6.5** Proposers of substantive motions have the right to reply to the discussion before the motions are put to the vote. Not more than one motion, or amendment to it, will be discussed at any one time, unless the chairperson decides otherwise.
- 6.6** As a general rule, speakers are asked by the chairperson to adhere to specific time limits.
- 6.7** Discussions on any question may be closed by a motion, “That the question be now put”. Such a motion may only be proposed by a Representative who has not already spoken on the subject under discussion. If the closure is seconded, the chairperson puts the question of closure to the vote. The proposer of the original motion has the right to reply before the vote is taken.
- 6.8** Dilatory motions —i.e., “That the discussion be adjourned” or “That the matter be dropped”— are formally moved and seconded and put to the vote without discussion.
- 6.9** No motion is put to the vote unless it is seconded.
- 6.10** Amendments to a motion circulated with the meeting agenda must be submitted in writing to the Director General seven (7) days before the discussion upon the motion begins and are considered in the order in which they occur. At the close of the discussion, each amendment is put to the vote before the original motion.

## **SECTION 4: VARIA**

### **Article 7. Applicable law and dispute resolution**

- 7.1** As long as the registered office of ICA is in Brussels, Belgium, any dispute arising from these Internal Rules will be subject to the exclusive jurisdiction of the Belgian courts.

### **Article 8. Amendments to these Internal Rules**

- 8.1** Amendments to these Internal Rules are proposed and adopted in accordance with the same requirements as are provided for amendments to the Articles of Association in the Articles.
- 8.2** The main terms of any proposal to amend these Internal Rules must be explicitly indicated in the agenda or in a separate document included in or attached to the convening notice to the Members and Directors.
- 8.3** These Internal Rules are written in French and other languages, but only the French version is the official text. In the event of a conflict between the French version of the Internal Rules and any other versions, the French version will prevail.



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