

# Procedures for the ICA General Assembly 2024

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**The ICA Board has approved that the ICA General Assembly of 20 June 2024 be held via web conference.** In accordance with ICA's Articles of Association (article 20.6), the ICA Board of Directors is hereby establishing procedures for organisation of this General Assembly.

Article 20.6: ... 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.

## Appointment of Representatives, Constituency and Voter

Articles of Association, Article 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.

If the organisation is not the only Full Member in their country, the following additional regulations apply (Articles of Association, Article 15.2a):

... if two (2) or more Regular Full Members have their registered office in the same country, the Regular Full Members of said country shall together:

- i. constitute a constituency of Regular Full Members of the same country (hereafter: "Constituency");
- ii. have a maximum of twenty-five (25) votes combined; and
- iii. decide how and by which Voter(s) the votes of the Constituency shall be cast. If the Constituency does not decide how and by which Voter(s) the votes of the Constituency shall be cast, no votes shall be cast by the Constituency.

For example, if there are more than 25 votes in a country such as the following table, the six members must form a Constituency.

Member	Number of individual members	Votes according to the table
Member 1	1,300,000	6
Member 2	8,200,000	10
Member 3	1,591,144	7
Member 4	4,665,632	9
Member 5	590,000	5
Member 6	150,000	4
<b>TOTAL</b>		<b>41</b>

This Constituency will be entitled to cast 25 votes on each question during the General Assembly.

If Member 2 has not paid its membership fees in full, then it is excluded from the Constituency and its votes cannot be cast. Even with Member 2 excluded, the Full Members together have more than 25 votes, so the country limit of 25 votes applies.

If members 2 and 3 have not paid their fees, the number of votes the Constituency can cast falls to 24.

International and Supranational Full Members, as defined in the ICA's articles, vote separately and do not make up part of a country's votes nor Constituency.

In order to administer the above regulations, the ICA will send two forms to all Full Members as follows:

- 1) **Form to Appoint Representative(s):** Each Full Member shall provide a duly filled and signed form to the ICA appointing their Representative(s). This form is applicable for all General Assemblies from the date of signature of the form. Should the Full Member wish to change their appointed Representative(s), an amended form must be provided, noting that it is an amendment.

Full Members should provide the form and any amendments at least 14 days before the General Assembly to allow sufficient time to review and record.

- 2) **Form to Participate:** Each Full Member will provide a form duly filled and signed to the ICA which will allow them to register their attendees including Representative(s) Voter or give their votes to another Full Member by proxy<sup>1</sup>. This form should be sent to the ICA at least 5 days before each General Assembly and will not be accepted if sent 24 hours before. Should the Full Member wish to change their voter because they are unable to attend, an amended form must be provided as soon as possible, noting that it is an amendment. The details necessary for the Attendance List will be required on this form and the voter must also sign this form in order to implement the attendance list regulation in the Internal Rules.

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<sup>1</sup> 18.1 Each Full Member shall have the right ... 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.

One unique email will be required to access the ICA General Assembly for each Voter.

According to the Articles of Association, Article 15.3:

If 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).

According to the Internal Rules, Article 4:

Full Members who fail to pay their membership fees in full no later than 45 days before the meeting may not vote at the General Assembly. The Board of Directors may make exceptions in special circumstances.

### **Attendance List**

According to the Internal Rules, article 4:

An attendance list is kept for each General Assembly. Members or their proxy holders have to sign this list before they attend the General Assembly, mentioning their surname, first name and address, or, in the case of legal persons, their name, legal form, registered office and registration number in accordance with existing legislation and/or regulations.

As Members join the General Assembly online via zoom, they will be held in a waiting room until staff can verify that they are registered. Each attendee will need to properly identify themselves using their full name and unique email, and only once staff can properly identify them from the list of approved attendees, will they be given access to the General Assembly.

Staff will amend the names of the participants so that those with the right to vote will have a V before their name, and at the same time, they will be recorded as attended. Print screens will be taken throughout the meeting to verify who was present.

A personal access link along with instructions on how to access the General Assembly will be emailed to each registrant. It is not permissible to share the access link.

### **Voting**

According to the Articles of Association, Article 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".

During the General Assembly of 20 June, the votes shall be cast by show of hands, with the President first asking Full Members to raise their hands if they are against, then abstain, then approve, ensuring that there is proper time between each option for staff to lower hands.

Should it not be possible to determine if the vote passed, then the Chairperson will conduct a call out.

### **Reporting**

Once the Assembly has begun, the number of Full Members who registered and the number of votes the Voters hold will be communicated to the Chairperson. The General Assembly will be validly convened if there are 25 Full Members present or represented as that is the presence quorum. The final number of those present including Full Members, Voters and their number of votes will be provided in the minutes of the General Assembly.

## Observers

Staff and interpreters will be eligible to attend the General Assembly without the right to participate or vote.

Representatives from Full Members who are not Voters will be able to attend but without the right to vote.

According to Article 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.”