



International
Cooperative
Alliance

Official meeting documentation - Part I

General Assembly

28 June 2023

Brussels, Belgium

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General Information

The ICA General Assembly 2023 will take place in Brussels, Belgium on 28 June 2023. It will be a statutory General Assembly which must be convened annually by 30 June in accordance with Belgian law. There will not be an international conference held in conjunction. This General Assembly will not be in hybrid form. Members will need to participate onsite or through proxy.

The ICA General Assembly will take place at “La Tricoterie”, Rue Théodore Verhaegen 158, 1060 Brussels, Belgium. Members are asked to pick up their badges and voting materials on 27 June from 16:00 to 18:00 and **arrive 30 minutes before the General Assembly starts** on 28 June to the meeting room to sign the attendance sheet.

For more information, visit <https://www.ica.coop/en/events/ica-general-assembly-2023>

Registration

The ICA General Assembly 2023 is only open to attendees from ICA member organisations. The voter designation and registration form is available for download at the bottom of this page: <https://www.ica.coop/en/events/ica-general-assembly-2023>.

Each ICA member delegation will be able to register one attendee (including representatives, associates and observers) and one interpreter with no registration fee. Additional registrants will be charged a registration fee of EUR 500 each (including VAT).

Representatives are required to complete the voter designation section of the registration form in order to pick up their voting materials. Specific details on how to fill this form were sent to full member organisations. If you did not receive it, contact Gretchen Hacquard at hacquard@ica.coop. Please duly complete the form and submit it as early as possible, and preferably **by 21 June**, so that we have time to prepare all of the administrative details necessary for this General Assembly. **Forms submitted after 15:00 CEST on 27 June will not be valid.**

Interpretation

Simultaneous interpretation during the General Assembly will be provided in English, French and Spanish. Delegation interpreters for other languages will need to register with their delegation by filling in the registration form available here: <https://www.ica.coop/en/events/ica-general-assembly-2023>.

Extra “Personal” interpreters (for languages other than English, Spanish and French) will be charged EUR 121 each (including VAT). The number of personal interpreters is limited to two per delegation, considering that one interpreter is allowed for delegations of less than 6 attendees and two for delegations of 6 or more attendees.

Proxies

As provided for in the Articles of Association and the Bylaws, each Full Member has the right to grant a proxy to another Full Member. Full Members with the right to vote can grant a proxy to either:

1. a Representative of a Full Member who is attending in-person, as long as that Representative has no more than 12 votes in total, including proxies, or
2. a Full Member organisation who is attending.

Please ensure that:

- a. A scanned version of the completed and handwritten signed proxy is sent **by 20 June 2023 midnight (CET)** at the latest via email to Ms. Gretchen Hacquard at hacquard@ica.coop; and
- b. The original version of the completed and handwritten signed proxy is received by 26 June at midnight (CET) at the latest via courier, to the attention of:

Antonina Guarrella
Alliance Coopérative Internationale AISBL
Avenue Milcamps 105
1030 Schaerbeek
Belgium

The proxy form is available online here: <https://www.ica.coop/en/events/ica-general-assembly-2023>. The form includes detailed instructions on how to use it.

Note that a proxy form is not necessary to give your votes to an individual attending from your country. You may simply designate that individual as representing you by registering them as a representative for your organisation by filling in the registration form.

Reference Documents

The following publications contain information relevant to this ICA General Assembly:

- [ICA Articles of Association & Bylaws](#)
- [Activity Report 2022](#)
- [Standing Orders for Board Elections and Electronic Voting](#)

Please note that the **ICA will not be printing paper copies of the documentation**, including this document.

Deadlines & Overall Agenda

Below is a list of the important deadlines and activities for this General Assembly.

Date	Time (CET)	Deadline or Activity
7 June	13:00-14:30	Informational Meeting on the revised Articles of Association
20 June	Midnight	Deadline to send proxy forms via email
21 June	Midnight	Deadline to pay subscription fees in order to vote Deadline to send amendments to motions
26 June		Deadline to receive original version of proxy form via courier
27 June	16:00-18:00	Pick up badges and voting materials
28 June	8:00-9:00	Pick up badges and voting materials
	8:30	Enter General Assembly meeting room, sign attendance sheet
	9:00	ICA General Assembly
	13:00	Lunch and various activities will take place in the General Assembly meeting room during the break: 14:45 Briefing on the International Day of Cooperatives 15:15 New member appreciation
	15:30	ICA General Assembly continues
	17:30	Closing of the General Assembly

Informational Meeting (online) on the Articles of Association

Members will be able to learn about the amendments to the Articles of Association and ask questions during an informational webinar on **7 June 2023 at 13:00** Brussels time. Click [here](#) to register and get the link to join the meeting.

Onsite Logistics & Voting

Collecting Badges & Voting Materials

Badges and voting materials will be distributed at the following dates and times:

27 June from 16:00 to 18:00

28 June from 8:00 to 9:00

When collecting the voting materials, the voting delegate shall:

- Present a legal form of identification.
- Check that the number of voting materials that they have been given is correct. Once the delegate has signed his or her name and left the table where the voting materials are distributed, no more changes are possible.
- Sign for the voting materials.

Members will not be able to pick up their materials after voting has begun.

Seating

The meeting room will have designated seating for representatives and their interpreters. Please show your voting materials in order to enter the designated seating area.

All observers from member organisations who wish to attend the ICA General Assembly will sit behind.

Voting

All motions and resolutions will be approved by a show of voting cards, unless a member requests otherwise. Should there be a request for secret ballot, members will receive blank ballot papers when they pick up their voting materials.

The ICA Articles, ByLaws & Standing Orders will be followed fully.

Amendments to Motions

Amendments to a motion must be submitted in writing to the Director-General 7 (seven) 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.

Order of Debate

Members and their representatives desiring to speak on any subject during the General Assembly must indicate their wishes to the President, who calls upon them in the order in which their requests are received. All speeches must be addressed to the President and directed to the subject under discussion, or to a question of procedure. As a general rule, speakers are asked by the President to adhere to specific time limitations.

List of Member Votes

The table below shows the number of calculated votes each member will receive during the General Assembly, pending their eligibility to vote.

Country	Organisation	Votes
AFRICA		
Angola	Cooperativa De Credito Para Os Funcionários Da Presidência (COOCREFP)	1
Botswana	Botswana Co-operative Association (BOCA)	3

Country	Organisation	Votes
Cameroon	Alliance Coopératives Cameroun (COOP-CAMEROON)	2
	North West Cooperative Association Ltd (NWCA LTD)	2
Congo, The Democratic Republic of the	Coopérative Centrale d'épargne et de crédit du Kivu (COOCEC-KIVU)	2
	Cooperative d'épargne et de Credit de Nyawera (COOPEC NYAWERA)	2
Côte d'Ivoire	Fédération des sociétés coopératives d'Hévéa de Côte d'Ivoire (FENASCOOPH-CI)	2
	Fédération des Unions des Sociétés Coopératives des Producteurs de la Filière Coton de Côte d'Ivoire (FPC-CI Coop CA)	9
EGYPT (Arab Rep. of)	The General Authority for Construction and Housing Cooperatives (CHC)	0
	Central Housing Cooperative Union (CHCU)	9
Eswatini	Eswatini Multipurpose Cooperative Union (ESWAMCU)	0
Ethiopia	Awach Savings and Credit Cooperative (ASCCo)	2
	Cooperative Bank of Oromia	8
	Oromia Coffee Farmers Co-operative Union (OCFCU) Ltd.	4
Ghana	Ghana Co-operative Agricultural Producers and Marketing Association (AGRICOOPS GHANA)	6
	Ghana Co-operative Council (GCC)	4
Guinea	Fédération des Coopératives d'Approvisionnement et d'Alimentation Générale (FECAAG)	2
Kenya	CIC Insurance Group Ltd.	2
	Co-operative Bank of Kenya Ltd (CBK)	10
	Kenya Co-operative Coffee Exporters Ltd (KCCE)	3
	Kenya Union Of Savings & Credit Co-operatives Ltd. (KUSCCO)	8
	The Co-operative Alliance of Kenya (CAK)	2
	The Co-operative University of Kenya (CUK)	0
Lesotho	Co-operative Lesotho Ltd.	3
Mauritius	Mauritius Co-operative Alliance Ltd. (MCAL)	3
Mozambique	Associação Moçambicana para Promoção do Cooperativismo Moderno (AMPCM)	7
Namibia	Namibia Co-operatives Advisory Board (NCAB)	0
Nigeria	Co-operative Federation Of Nigeria (CFN)	10
	Federal Department of Co-operatives, Federal Ministry of Agriculture & Rural Development (FDC)	0
	Nigerian National Petroleum Corporation Cooperative Multipurpose Society LTD (NNPC-CMS Lagos)	2

Country	Organisation	Votes
	Odua Cooperative Conglomerate Ltd (OCCL)	9
Papua New Guinea	Office of Co-operative Societies of Papua New Guinea (OCS PNG)	0
Rwanda	National Cooperatives Confederation of Rwanda (NCCR)	9
	UNILAK -University of Lay Adventists of Kigali	0
Somalia	Somali Union Co-operative Movement (UDHIS)	2
South Africa	South African National Apex Co-op (SANACO)	3
Tanzania, United Republic of	Moshi Co-operative University (MoCU)	0
	Tanzania Federation of Co-operatives Ltd. (TFC)	5
Uganda	HealthPartners Uganda (HPU)	0
	Uganda Co-operative Alliance Ltd. (UCA)	10
Zimbabwe	Zimbabwe National Association Of Housing Co-operatives (ZINAHCO)	2
AMERICAS		
Argentina	Agricultores Federados Argentinos Sociedad Cooperativa Limitada (AFA S.C.L.)	1
	Asociación de Cooperativas Argentinas Limitada (ACA C.L.)	1
	Banco Credicoop Cooperativo Ltd. (BCCL)	2
	Confederación Cooperativa de la República Argentina Ltda. (COOPERAR)	7
	Cooperativa de Trabajos Portuarios Limitada de San Martin (Coop Portuaria)	1
	Federación Argentina de Cooperativas de Consumo (FACC)	2
	Instituto Movilizador De Fondos Cooperativos, Cooperativa Ltda. (IMFC)	1
	La Segunda Cooperativa Limitada Seguros Generales	4
	Sancor Cooperativa de Seguros Ltda	6
Barbados	Barbados Co-operative Business Association (BCBAL)	1
Bolivia	Cooperativa de Telecomunicaciones Santa Cruz R.L. (COTAS R.L.)	4
	Cooperativa Rural De Electrificación R.L. (CRE R.L.)	4
Brazil	Central Nacional das Cooperativas Odontológicas (Uniodonto do Brasil)	1
	Central Nacional Unimed - Cooperativa Central (CNU)	1
	Cooperativa de Crédito, Poupança e Investimento Sicredi Pioneira RS - Sicredi Pioneira RS	1
	Organização das Cooperativas Brasileiras (OCB)	10

Country	Organisation	Votes
	Unimed Do Brasil, Confederação Nacional Das Cooperativas Médicas (UNIMED)	1
	Unimed Seguros Saúde S.A.	11
Canada	Co-operatives and Mutuals Canada / Coopératives et mutuelles Canada (CMC)	12
Chile	Cooperativa abierta de vivienda Limitada (CONAVICOOP)	2
	Cooperativa de Ahorro y Crédito (COOPEUCH)	5
Colombia	Asociación Colombiana de Cooperativas (ASCOOP)	9
	Asociación Nacional de Fondos de Empleados (ANALFE)	1
	Caja Cooperativa CREDICOOP (CREDICOOP)	1
	Casa Nacional del Profesor (CANAPRO)	1
	Confederación de Cooperativas de Colombia (CONFECOOP)	6
	Cooperativa del Magisterio (CODEMA)	1
	Cooperativa Empresarial Multiactiva Popular (COEMPOPULAR)	1
	Cooperativa Médica Del Valle Y De Profesionales De Colombia (COOMEVA)	1
	Equidad Seguros Generales	3
	Financiera Progressa	1
Universidad Cooperativa de Colombia (UCC)	0	
Costa Rica	Banco Popular y de Desarrollo Comunal (BPDC)	4
	Centro de Estudios y Capacitación Cooperativa R.L. (CENECOOP)	4
	Consejo Nacional de Cooperativas (CONACCOOP)	4
	Cooperativa de Ahorro y Crédito Ande N° 1 R.L. (Coope Ande N°1 R.L.)	3
	Cooperativa de Ahorro y Crédito de Servidores Judiciales R.L. (COOPEJUDICIAL R.L.)	2
	Coopeservidores	4
	Instituto Nacional de Fomento Cooperativo (INFOCOOP)	0
Sociedad de Seguros de Vida del Magisterio Nacional (SSVMN)	4	
Curaçao	Ministry of Economic Development (MEO)	0
Dominican Republic	Cooperativa de Ahorro y Credito Herrera, Inc. (COOP-HERRERA)	2
	Cooperativa de Servicios Múltiples de Profesionales de Enfermería Inc. (COOPROENF)	2
	Cooperativa de Servicios Múltiples La Telefónica (COOPSEMUTEL)	2
	Cooperativa Nacional de Servicios Múltiples de Los Maestros Inc. (COOPNAMA)	4

Country	Organisation	Votes
	Cooperativa Vega Real	3
Ecuador	Cooperativa de Ahorro y Crédito Policia Nacional (CPN)	3
	Cooperativa de Ahorro y Crédito Riobamba Ltda. (COAC RIOBAMBA)	3
El Salvador	Federación de Asociaciones Cooperativas de Ahorro y Crédito de El Salvador de R.L. (FEDECACES)	4
Guatemala	Confederación Guatemalteca de Federaciones Cooperativas, Responsabilidad Limitada (CONFECOOP)	5
Haiti	Union Cooperative de Credit Agricole et Rural d'Haiti (UNICAGRIH)	1
Honduras	Cooperativa de Ahorro y Crédito CACEENP Limitada	2
	Cooperativa de Ahorro y Crédito Educadores de Honduras Limitada (COACEHL Ltda.)	2
	Cooperativa de Ahorro y Credito ELGA, Ltda.	2
	Cooperativa de Ahorro y Crédito 'Sagrada Familia' Ltda.	4
	Federación de Cooperativas de Ahorro y Crédito de Honduras, Ltda. (FACACH)	5
Jamaica	Jamaica Co-operative Credit Union League (JCCUL)	5
	TIP Friendly Society	2
Mexico	Caja Popular Mexicana SC de AP de RL de CV (CPM)	8
	Confederación Nacional Cooperativa de Actividades Diversas de la República Mexicana (CNC) S.C. de R.L.	4
	Federación de Cajas Populares ALIANZA SC de RL de CV	4
	FENORESTE S.C.L. de C.V.	4
Panama	Cooperativa de Servicios Múltiples Profesionales, R.L.	2
	Instituto Panameño Autónomo Cooperativo (IPACOOOP)	0
Paraguay	Confederación de Cooperativas Rurales del Paraguay Ltda. (CONCOPAR)	4
	Confederación Paraguaya De Cooperativas CONPACOOOP Ltda.	2
	Cooperativa Universitaria Ltda.	3
	Federación de Cooperativas de Ahorro y Crédito Ltda. (FECOAC)	5
	Federación de Cooperativas de Producción (FECOPROD)	1
	Federación de Cooperativas del Paraguay (FECOPAR LTDA.)	4
	Federación de Cooperativas Multiactivas del Paraguay (FECOMULP LTDA.)	5
Panal Compañía de Seguros Generales S.A. - Propiedad Cooperativa	1	
Peru	Cooperativa de Ahorro y Credito del Centro (COOPAC CENTROCOOP)	2

Country	Organisation	Votes
	Cooperativa de Servicios Múltiples el Tumi (Cooperativa el Tumi)	3
Puerto Rico	Banco Cooperativo de Puerto Rico (Bancoop)	2
	Cooperativa de Ahorro y Crédito "Dr. Manuel Zeno Gandía"	2
	Cooperativa de Ahorro y Crédito de Arecibo (COOPACA)	3
	Cooperativa de Ahorro y Crédito Vega Alta (VEGACOOOP)	2
	Cooperativa de Seguros Múltiples de Puerto Rico	4
	Liga de Cooperativas de Puerto Rico (LIGACOOOP)	2
United States	CoBank, ACB	2
	Credit Union National Association, Inc. (CUNA)	2
	National Co+op Grocers (NCG)	2
	National Cooperative Bank (NCB)	2
	National Cooperative Business Association CLUSA International (NCBA CLUSA)	12
	National Rural Electric Co-operative Association (NRECA)	3
	National Society Of Accountants For Co-operatives (NSAC)	0
	U.S. Overseas Cooperative Development Council (OCDC)	2
Uruguay	Cámara Uruguaya de Cooperativas de Ahorro y Crédito and Capitalización (CUCACC)	5
	Confederación Uruguaya de Entidades Cooperativas (CUDECOOP)	4
	Cooperativas Nacionales Financieras Aliadas en Red (CONFIAR)	3
	Instituto Nacional del Cooperativismo (INACOOOP)	0
ASIA-PACIFIC		
Australia	Business Council of Co-operatives and Mutuals (BCCM)	11
	Capricorn Society Ltd.	2
	Co-operative Bulk Handling Limited (CBH Group)	2
Bangladesh	Bangladesh Samabaya Bank Limited (BSBL)	2
	National Co-operative Union of Bangladesh (Bangladesh Jatiya Samabaya Union-BJSU)	12
Bhutan	Department of Agricultural Marketing and Cooperatives (DAMC)	0
China	All China Federation of Handicraft & Industrial Co-operatives (ACFHIC)	5
	All China Federation of Supply and Marketing Co-operatives (ACFSMC)	11
	Fujian Federation of Supply and Marketing Cooperatives (FUJIAN COOP)	4

Country	Organisation	Votes
	International Committee for the Promotion of Chinese Industrial Co-operatives (ICCIC)	0
	Jiangsu Supply & Marketing General Cooperative	5
Fiji	Department of Co-operative Business (DCB)	0
	Buldana Urban Co-operative Credit Society Ltd. (BUCCS)	1
	Centre for Cooperatives and Livelihoods □ Autonomous (CCL) at Lal Bahadur Shastri National Academy of Administration (LBSNAA)	0
	Co-operative House Building & Finance Corporation Ltd.	1
	ESAF Swasraya Multi State Agro Cooperative Society Limited (ESMACO)	0
	Indian Farm Forestry Development Co-operative Ltd. (IFFDC)	1
	Indian Farmers Fertiliser Co-operative Ltd. (IFFCO)	8
	Krishak Bharati Co-operative Ltd. (KRIBHCO)	1
	National Agricultural Co-operative Marketing Federation of India (NAFED)	1
India	National Co-operative Agriculture & Rural Development Banks' Federation Ltd. (NAFCARD)	1
	National Co-operative Development Corporation (NCDC)	0
	National Co-operative Union of India (NCUI)	4
	National Federation of Farmers Procurement, Processing & Retailing Cooperatives of India Ltd. (NACOF)	1
	National Federation of Fishers Cooperatives Ltd. (FISHCOPFED)	1
	National Federation of State Co-operative Banks Ltd. (NAFSCOB)	1
	National Yuva Cooperative Society Ltd. (NYCS)	1
	The Tamil Nadu Small Tea Growers ICTFs Federation Ltd. (INDCOSERVE)	1
	Tirumalla Tirupati Multistate Cooperative Credit Society Limited	1
	Uralungal Labour Contract Cooperative Society Ltd. (ULCCS Ltd)	1
Indonesia	National Federation of People-based Co-operative Enterprises (INKUR Federation)	2
	Iran Chamber of Cooperatives (ICC)	11
Iran, Islamic Republic of	Iran Oilseeds & Vegetable Oil Processing Factories Co-operative (Farda Co-op)	1
	Pishgaman Cooperative Union (PCU)	2
	Rah-e-roshd Cooperative Educational Complex (RCEC)	1
	Taavon Insurance Company (TIC)	1

Country	Organisation	Votes
	Tose'e Ta'avon Bank (TT Bank)	0
Japan	Central Union of Agricultural Co-operatives (JA-ZENCHU)	2
	IE-NO-HIKARI Association (Association for Education and Publications on Agricultural Co-operatives)	1
	Japan CO-OP Insurance (Kyosai) Consumers' Co-operative Federation	1
	Japan Co-operative Alliance (JCA)	1
	Japan Co-operative Insurance Association Inc. (JCIA)	0
	Japan Workers' Co-operative Union (Jigyodan) (JWCU)	1
	Japanese Consumers' Co-operative Union (JCCU)	3
	Japanese Health and Welfare Co-operative Federation (HeW CO-OP Japan)	1
	National Association of Labour Banks (NALB)	1
	National Federation of Agricultural Co-operative Associations (ZEN-NOH)	3
	National Federation of Fisheries Co-operative Associations (JF ZENGYOREN)	1
	National Federation of Forest Owners' Co-operative Associations (ZENMORI-REN)	1
	National Federation of University Co-operative Associations (NFUCA)	1
	National Federation of Workers and Consumers Kyosai Cooperatives (Kokumin Kyosai co-op)	1
	National Mutual Insurance Federation of Agricultural Co-operatives (ZENKYOREN)	3
	The Japan Agricultural News (NIHON-NOGYO-SHIMBUN)	1
	The Norinchukin Bank	3
Jordan	Cooperative Association for Development & Finance (CADF)	0
	Educational Cooperative Union of Limited Liability	1
	Jordan Co-operative Corporation (JOR)	2
Kazakhstan	Union of Consumer Cooperation of the Republic of Kazakhstan	2
Kiribati	Ministry of Commerce, Industry and Cooperatives (MCIC)	0
Korea, Republic of	iCOOP	2
	Korea Cooperative Solidarity (KCS)	2
	Korean Federation of Community Credit Cooperatives (KFCC)	10
	Korean National Federation of Fisheries Co-operatives (KNFC)	1
	National Agricultural Co-operative Federation (NACF)	5

Country	Organisation	Votes
	National Credit Union Federation of Korea (NACUFOK)	3
	National Forestry Co-operatives Federation (NFCF)	2
Kyrgyzstan	Co-operatives Union of Kyrgyzstan (CUK)	1
Malaysia	Cooperative Institute of Malaysia (CIM)	0
	Malaysian National Cooperative Movement (ANGKASA)	10
	National Land Finance Co-operative Society Ltd. (NLFCS)	3
Mongolia	Mongolian National Co-operative Alliance (MNCA)	3
	National Association of Mongolian Agricultural Co-operatives (NAMAC)	2
Nepal	National Co-operative Bank Ltd. (NCBL)	7
	National Co-operative Development Board (NCDB)	0
	National Co-operative Federation of Nepal (NCF)	8
	Nepal Agricultural Co-operative Central Federation Limited (NACCFL)	1
	Nepal Federation of Savings and Credit Co-operatives Union (NEFSCUN)	8
	Nepal Multipurpose Central Co-operative Union Ltd (NEMCCU)	1
Pakistan	Karachi Co-operative Housing Societies Union Ltd. (KCHSU)	4
Palestine, State of	Cooperative Work Agency (CWA)	0
	Economic and Social Development Center of Palestine (ESDC)	1
	Palestinian Agriculture Cooperative Union (PACU)	2
	Union of Housing Cooperatives in Palestine (PUHC)	1
Philippines	1 Cooperative Insurance System of the Philippines Life and General Insurance (1CISP)	2
	Aurora Integrated Multipurpose Cooperative (AIMCoop)	3
	Climbs Life and General Insurance Cooperatives (CLIMBS)	2
	Co-operative Development Authority (CDA)	0
	Federation of Peoples' Sustainable Development Cooperative (FPSDC)	4
	MASS-SPECC Cooperative Development Center	1
	Metro South Cooperative Bank (MSCB)	1
	National Confederation Of Co-operatives (NATCCO)	6
	Network Consolidated Cooperative Bank (NCCB)	2
	Union of Legitimate Service Contracting Cooperatives (ULSCC)	1
	Victo National Co-operative Federation And Development Center (VICTO National)	3
Singapore	Singapore National Co-operative Federation Ltd. (SNCF)	6

Country	Organisation	Votes
Sri Lanka	Department of Co-operative Development (DCD)	0
	Matara District Cooperative Hospital Society Ltd.	2
	National Cooperative Council of Sri Lanka (NCCSL)	10
	National Institute Of Co-operative Development (NICD)	0
	SANASA Federation Ltd in Sri Lanka	7
Thailand	The Co-operative League of Thailand (CLT)	11
United Arab Emirates	Emirates Community Empowerment (ECE)	0
Vanuatu	Office of the Registrar of Cooperatives and Business Development Services (ORCBDS)	0
Viet Nam	Vietnam Co-operative Alliance (VCA)	10
EUROPE		
Armenia	□ Farm Credit Armenia □ Universal Credit Organization Commercial Cooperative (FCA UCO CC)	2
Austria	Oesterreichischer Verband Gemeinnütziger Bauvereinigungen - Revisionsverband (GBV)	5
Belarus	Belarussian Republican Union of Consumer Societies (BELKOOPSOYUZ)	10
Belgium	Febecoop	5
	Central Cooperative Bank Plc (CCB)	2
	Central Co-operative Union (CCU)	4
	National Union of Workers Producers Co-operatives of Bulgaria (NUWPCB)	2
Cyprus	Civil Servants Co-op Ltd. (ME-KOOP LTD.)	1
	Cyprus Turkish Co-operative Central Bank Ltd. (KoopBank)	3
Czech Republic	Co-operative Association of the Czech Republic (CACR)	5
Denmark	Kooperationen	2
Finland	Pellervo Coop Center	6
	SOK Corporation	8
France	Confédération Nationale du Crédit Mutuel	9
	Coop FR	11
	Fédération Nationale des Coopératives de Consommateurs (FNCC)	5
Germany	DGRV - Deutscher Genossenschafts- und Raiffeisenverband e. V.	11
	Gdw Bundesverband Deutscher Wohnungs- Und Immobilienunternehmen E.v.	8

Country	Organisation	Votes
	Zentralverband deutscher Konsumgenossenschaften e.V. (ZdK)	0
Greece	Federation of Co-operative Pharmacists of Greece (OSFE)	2
	Social Solidarity and Regional Development Network (KAPA Network)	0
Ireland	Co-operative Housing Ireland (CHI)	2
Israel	The Kibbutz Movement	3
Italy	Alleanza delle Cooperative Italiane	11
	European Research Institute on Cooperative and Social Enterprises (EURICSE)	0
Lithuania	Lithuanian Union of Co-operative Societies (LITCOOPUNION)	1
Malta	Koperattivi Malta	2
	Malta Co-operative Federation (MCF)	1
Moldova	Central Union of Consumer Co-operatives of the Republic of Moldova (MOLDCOOP)	4
Morocco	Office du Développement de la Coopération (ODCo)	0
Myanmar	Central Cooperative Society Ltd. (CCS)	9
Netherlands	Agriterra	0
	Nationale Coöperatieve Raad (NCR) □ Dutch Council for Cooperatives	6
	Rabobank	7
Norway	Coop Norge SA	7
	Norwegian Agricultural Co-operatives	2
	The Co-operative Housing Federation of Norway (NBBL)	6
	The Royal Norwegian Society for Rural Development (Norges Vel)	0
Poland	Auditing Union of Housing Co-operatives	10
	National Association Of Co-operative Savings And Credit Unions (NACSCU)	5
	National Auditing Union of Cooperatives (NAUWC)	2
	National Cooperative Council - NCC	6
	National Supervision Union Of Społem Consumer Co-operatives	2
Portugal	Confecoop - Confederação Cooperativa Portuguesa, CCRL	5
	Cooperativa António Sérgio para a Economia Social - Cooperativa de Interesse Público de Responsabilidade Limitada (CASES)	1
Romania	National Union of Consumer Co-operatives (CENTROCOOP)	2
	Romanian National Union of Handicraft and Production Cooperatives Association - UCECOM	2

Country	Organisation	Votes
Russian Federation	Central Union of Consumer Societies of the Russian Federation (Centrosoyuz of the Russian Federation)	6
	Moscow Regional Union of Consumer Societies	2
Serbia	General cooperative alliance for agriculture and rural development - Belgrade	1
Spain	Confederació de Cooperatives de Catalunya (CoopCat)	6
	Confederación Empresarial Española de la Economía Social (CEPES)	4
	Confederación Española de Cooperativas de Trabajo Asociado (COCETA)	4
	Fundación Espriu	4
	KONFEKOOP - Confederación de Cooperativas de Euskadi	2
Sweden	Coompanion - Kooperativ Utveckling Sverige	0
	Folksam	2
	Hsb Riksförbund (Swedish National Tenant-owner Cooperative Housing Association)	5
	Kooperativa Förbundet (KF) (the Swedish Co-operative Union)	9
	Riksbyggen (co-operative Housing Union)	5
Switzerland	Allgemeine Baugenossenschaft Zürich (ABZ)	2
	Baugenossenschaft mehr als wohnen	1
Türkiye	Central Union Of The Agricultural Credit Cooperatives Of Turkey (ACC)	5
	The Central Union of Turkish Forestry Co-operatives (ORKOOP)	4
Ukraine	Ukrainian Central Union of Consumer Societies (UKRKOOPSPILKA)	4
United Kingdom	Co-operatives UK	10
	The Midcounties Co-operative Limited	5
	VME COOP	1
SUPRANATIONAL		
Africa	Africa Confederation of Co-operative Savings & Credit Associations (ACCOSCA)	1
Americas	Caribbean Confederation of Credit Unions (CCCU)	1
Asia-Pacific	Association of Asian Confederations of Credit Unions (ACCU)	1
Europe	European Association Of Co-operative Banks (EACB)	1

2. Appointment of the Bureau

According to the ICA Bylaws, standing orders for the General Assembly procedures, Article 29, paragraph 4:

The President appoints a secretary, who is not necessarily a member. The General Assembly appoints two voting surveyors. The President or his/her substitute, the secretary and the voting surveyors together constitute the bureau. If the number of members present is limited, the composition of a bureau is not necessary.



DECISION	
COMPOSITION OF THE BUREAU	
PRESIDENT	Ariel Guarco
SECRETARY	Antonina Guarrella
VOTING SURVEYOR	To be confirmed
VOTING SURVEYOR	To be confirmed

3. Approval of the Agenda

	Agenda Item	Presenter
9:00	1. Opening of the General Assembly	Ariel Guarco, ICA President & Director- General
	2. Appointment of the bureau	
	3. Approval of the Agenda	
	4. Approval of the draft minutes of the General Assembly of 20 June 2022	
	5. President's Report	
	6. Activity Report 2022	

	Agenda Item	Presenter
9:45	7. Modification of the Articles of Association: <ul style="list-style-type: none"> a. Change of the name to “International Cooperative Alliance”, and consequent modification of Article 1 of the Articles of Association; b. Approval and adoption of a new coordinated text of the Articles of Association, including the amendment of the purpose and object; c. Entry into force of the new and coordinated text of the Articles of Association; d. Delegation of powers to complete the required administrative and publication formalities related to the adoption of the new Articles of Association; 	EY Law
10:45	Coffee Break	
11:10	8. Approval and adoption of the revised Internal Rules	Graciela Fernandez, Chair of the Governance Committee
11:45	9. ICA Board: Vice-President (Americas)	Blase Lambert, Chair of the Elections Committee
	10. ICA Board: sectoral organisation representatives (4 out of 8)	
	11. Confirmation of the ICA Board	Ariel Guarco
12:00	12. Approval of the 2022 Audited Accounts	Susanne Westhausen, Chair, Audit & Risk Committee and RSM
	13. Discharge of the Auditor	Ariel Guarco
	14. Actions & Discharge of the Board	
	15. Re-appointment of the Auditor (RSM)	Susanne Westhausen
12:50	Ceremony recognising member support	Ariel Guarco
13:00	Various activities will take place in the General Assembly meeting room during the break.	
15:30	16. Work Plan 2023	Ariel Guarco
	17. Approval of the 2023 Budget	Susanne Westhausen
	18. Ratification of the regional rules (<i>tentative</i>)	Graciela Fernandez
16:30	Break	
	19. Motions and Resolutions	Ariel Guarco
	20. Invitation to the next ICA General Assembly 2024	
17:00	Closing	



APPROVAL OF THE AGENDA	
ABSTAIN	
AGAINST	
FOR	

4. Approval of the minutes

Members wishing to make amendments to the Minutes should send their proposed changes in writing to ICA Director-General, Ariel Guarco, **by 14 June** via email to guarella@ica.coop.

Draft Minutes of the ICA General Assembly **▪ 20 June 2022 in Seville, Spain ▪**

OPENING OF THE MEETING

The General Assembly opened at 02:300 p.m. chaired by Ariel GUARCO, President of the International Co-operative Alliance. Before moving on to the items on the agenda, he strongly commended COCETA for its contribution and support to the success of the ICA events in Seville.

He emphasized that – with the elections of the President and of all the Board - the agenda of the 2022 General Assembly was particularly busy. As a consequence, the delegates wishing to take the floor to express their views or to make questions were requested to limit their statements in a maximum of 2 minutes.

VERIFICATION OF THE QUORUM

On the basis of the attendance list of the present or represented organisations –246 member organisations from 81 countries - the meeting was validly composed to deliberate on the items on the agenda.

APPOINTMENT OF THE BUREAU

According to Belgian administrative and legal arrangements, it was necessary to appoint a Bureau for the conduct of each General Assembly.

The President stated he appointed Antonina GUARRELLA – from the Global office and Secretary of the Board meetings - to act as the Secretary of the 2022 General Assembly. He proposed to appoint Alicia MANEIRO (Cudecoop– Uruguay) and Eliud JUARBE (Cooperativa de Seguros Múltiples – Puerto Rico) as voting surveyors.

The President, Secretary and voting surveyors together constituted the bureau of the General Assembly.

The composition of the bureau was put to the vote.

The composition of the Bureau for the 2022 General Assembly was approved unanimously by show of hands.

APPROVAL OF THE AGENDA

Ariel GUARCO recalled that the agenda was circulated to all the ICA members 30 days in advance of this meeting, together with supporting materials.

Ariel GUARCO submitted for approval of the General Assembly the agenda.

The agenda was approved by show of hands with one abstention.

PRESIDENT'S REPORT

Ariel GUARCO focused his report on the period from January 2021 to the present. As President of the ICA he had been involved in a large number of activities - both virtual and physical - carried out by ICA members, regions, sectors and committees. These activities have been listed in chronological order.

2021

He had participated in the certification of the city of Sunchales (Argentina), an award given by the ICA Americas. This town was pursuing the development of cooperative education and works for the promotion of cooperative values in teenagers. The town was the starting point of SanCor Seguros, ICA Member. Sunchales was named the "National Capital of the Cooperative Movement".

He shared his thoughts from his book "Co-operative Principles in Action to meet the challenges of the global agenda" at a meeting of the ICA Americas Board of Directors.

He delivered a message during the National Week of Financial Education, organised by the Federation of Cooperatives of Paraguay. The same organisation invited him the same year to celebrate its first 14 years of institutional life.

- He had the privilege of being invited to the World Youth Forum organised by the ICA Youth Committee in the framework of the ICA-EU partnership. This event was held virtually and followed the 2020 Forum in Kuching, Malaysia.
- In preparation for the 33rd ICA World Co-operative Congress, he was responsible for opening a series of ICETT conferences where valuable experiences were shared on topics such as the future of work, environmental protection and the creation of ethical value chains.
- Also in preparation for the Congress, he was invited to the inauguration of a series of seminars organised by the Argentinean Federation of Consumer Cooperatives on deepening the cooperative identity.
- He was invited to give speeches at a meeting of the Vega Real Cooperative in the Dominican Republic
- He had actively participated in a discussion of the Cooperative League of Puerto Rico on the training of cooperative members and in a conference of the Cooperativa de Servicios Múltiples Profesionales in Panama.
- In addition to holding the ICA General Assembly virtually (29 June 2021), he had organised two very important forums with co-operative leaders in Colombia which had also been attended by representatives of Colombian public authorities.
- He had actively participated in debates organised by ICA members from Uruguay on the implementation of the co-operative principles.

With the gradual easing of Covid-19 restrictions in the second half of 2021, Ariel GUARCO had participated in more physical meetings.

- In August 2021, he had responded positively to the invitation of Egyptian colleagues to take part in several events including: the launch of a sub-regional office for North Africa and a co-operative housing office for the continent; a visit to the new capital (near Cairo) currently under construction and whose work is being carried out by co-operative organisations; and finally, the celebration of the 60th anniversary of the General Authority for Co-operative Construction and Housing (CHC).
- He followed this with visits to the cooperative movement in Mexico. He had met with all ICA members in that country, he had met with the President of the Mexican National Institute of Social Economy and finally, in the context of the growth of the co-operative movement in different branches of production in Mexico, he had presented the advantages of the co-operative model at the National Dairy Forum.
- A few weeks later, he travelled to India where a national conference was held which had a significant impact on the cooperative movement. He also had the opportunity to meet with the country's leading cooperative leaders and had a bilateral meeting with the new Minister for Cooperation, Amit Shah. He also visited the offices of the Indian Farmers Fertiliser Cooperative, the National Cooperative Union of India, the National Cooperative Development Corporation and the Asia Pacific Regional Office.
- He had taken part in the International Consumer Cooperative Forum organised by Centrosoyuz in the city of Tula, Russia. The two-day event brought together representatives of co-operative organisations not only from Russia but also from other countries in Asia and Europe.
- He then travelled to Spain because the ICA had been awarded the Denon Artean prize by the Superior Council of Cooperatives of the Basque Country. This was the second edition of the award; the first having been awarded posthumously in 2018 to the priest José María Arizmendiarieta, founder of the Mondragón Corporation and the Basque co-operative movement. In the days leading up to the event, Ariel Guarco was received by heads of government and other authorities from the Basque Country, the Provincial Council of Guipuzcoa, San Sebastian, Mondragon and Navarre. He took part in the 2nd Cooperatives Meeting, organised by the Association of Social Economy Companies (ANEL) and the organisation of agri-food cooperatives of Navarre. He met with the president, Iñigo Ucin, and other representatives from Mondragon. He participated in the assembly of COCETA, the Spanish Confederation of Worker Cooperatives. Finally, in the Spanish Basque Country, he had attended various meetings of the Superior Council of Cooperatives and with Konfecoop - the confederation of cooperatives.
- In September 2021, on the occasion of the General Assembly of Cooperatives Europe, he delivered a message to acknowledge the work and commitment of Jean-Louis Bancel and to congratulate Susanne Westhausen who succeeded him as President of Cooperatives Europe.
- He had taken part in the virtual day marking the end of the five-year ICA-EU partnership. He had given his views on how this type of partnership had helped to strengthen the co-operative movement and had also heard the positive results achieved from the partnership.
- In October 2021 he had taken part virtually in the ICA Africa General Assembly.
- He had participated in the 22nd regional conference of co-operatives of the Americas, held in November 2021, a few weeks before the World Co-operative Congress.
- Together with many organisations and government representatives from Argentina, Brazil, Paraguay and Uruguay, he spoke at a working day focused on the sustainable development agenda in Mercosur.
- In Argentina he was invited to attend the general assemblies of Banco Credicoop and Grupo Asegurador La Segunda, two ICA organisations.
- He took part in the 20th National Congress of Cooperatives in Colombia.
- He attended the ICA Asia Pacific General Assembly where Chandrapal Singh Yadav was elected as the new ICA President, succeeding Li Chunsheng.

- Prior to the Congress, he had the opportunity to take part in the seminar organised by the ICBA on financial issues.
- In December 2021, he was of course present in Seoul for the 33rd World Congress of Cooperatives. Despite the circumstances, this congress - a hybrid event - was historic because it initiated a reflection on the deepening of the cooperative identity. On this occasion, cooperators were able to meet, talk to each other, exchange and share views.

2022

- In February 2022, he met in Sofia, Bulgaria, with representatives of member organisations from Bulgaria, Serbia and Greece.
- It was not until March 2022 that he was able to travel to the United States and fulfil his promise, which had been postponed due to the pandemic. He had been received by the National Cooperative Business Association and had also discussed with representatives of other ICA member organisations. But in 2021 and even with the distance imposed by the pandemic, he had delivered a message at the Coop Impact conference, organised by NCBA.

Institutional relations 2021-2022

- In order to position the cooperative movement as a key player in global debates and to give it an effective impact, including on the sustainable development agenda, Ariel GUARCO had also taken part in several institutional meetings on the international scene such as: The 60th session of the UN Commission for Social Development; an important workshop organised by ECLAC with organisations from the Americas; the ICA webinar with the G20 working group (mid-2021); a conference on co-operatives and the transformation of the agri-food system, (February 2022) with the FAO representation in Turkey as well as ILO meetings. The ICA's chairmanship role in COPAC was also important.

DEBATE

Members from Uruguay, Argentina, Paraguay, Panama, Jamaica, and Singapore expressed their respect for Ariel GUARCO's commitment and vision and praised his work in the service of the advancement of world cooperatives. They all praised his ability to welcome, listen and dialogue, as well as his unfailing availability. These elements were, in their eyes, essential from the President of a world organisation that promoted cooperative values and principle

APPROVAL OF THE DRAFT MINUTES OF THE GENERAL ASSEMBLY OF 29 JUNE 2021

The President submitted for approval the draft minutes of the General Assembly of 29 June 2021 by show of hands.

The minutes of the General Assembly of 20 June 2021 were approved by show of hands with one abstention.

DIRECTOR-GENERAL'S REPORT

The Director-General commented on slides illustrating the ICA activities.

10-YEAR STRATEGY

In early 2018, the ICA started working on a 10-year strategy: 2020-2030 ICA Strategic Plan.

In that context, the ICA conducted two in-depth surveys where 62% of members responded. They provided very important feedback to understand their needs and expectations with respect to the ICA. On this basis, the ICA Board of Directors – assisted by the Global Office - started elaborating a

strategy. The whole process lasted one-year and a half and the strategic plan was approved at the General Assembly in Kigali, in October 2019. Since then, the ICA has been working and reporting according to this strategic plan.

The four themes of this strategic plan are: the cooperative identity; the growth of the cooperative movement; cooperation among cooperatives and sustainable development.

COOPERATIVE IDENTITY

Congress

The cooperative identity was the theme of the 33rd World Cooperative Congress which, in reality, constituted a project that lasted several years. ICA Congresses are occasional events, and the 2021 Congress, which took place in Seoul, Korea, was focused on deepening the cooperative identity. The ICA worked as early as 2018 to find a host country for the Congress, and, as of February 2019 with the different member organisations of Korea, as well as with different levels of government to make sure that it would work.

A series of preparatory events were conducted over 2 years (2020-2021), beginning with a meeting celebrated in Seoul in February 2020, just before the Covid-19 pandemic, where the Task Force of the congress accompanied by ICA staff members and Korean partners launched the Congress period. Then, still in 2020, the celebrations of the 125th Anniversary of the ICA and the 25th Anniversary of the Statement on the Cooperative Identity were launched with a series of documents and webinars, the Congress History project as well, and the call for papers for the two preparatory conferences which took place before the Congress. Due to the pandemic, ICA spent a lot of time, to find an adequate date, to design a hybrid event and also on risk management.

In 2021 the “Towards the Congress” initiatives were launched through the ICA regions and sectors, where ICA members could debate on the cooperative identity. The “25 voices” initiatives was launched, with testimonies from young co-operators. 24 thematic sessions, and the many sessions of the two preparatory conferences, were programmed. The congress was structured around moderators and 130 panellists. A preparatory document on the cooperative identity was also edited. In all, nine-days of events were held with and around the Congress, from 26 November to 4 December 2021, with youth network workshop, three days of the preparatory conferences, namely the ICA cooperative research conference & the 3rd international forum on cooperative law, as well as a series of regional and sectoral meetings.

The Congress was attended by eminent personalities including, the President of the Republic of Korea (Mr. MOON Ja-In), the Deputy Prime Minister of Korea (Mr. HONG Nam-Ki), the Director of the ILO (Mr. Guy RYDER), the founder of SEWA - Self Employed Women's Association in India (Mrs. Ela BHATT), the UN Special Rapporteur for Poverty & Human Rights (Mr. Olivier de SCHUTTER).

The plenary sessions were about “Examining our cooperative identity”, “Strengthening our cooperative identity”, “Committing to our cooperative identity” and “living our cooperative identity”. There was also an ICA Roundtable of government authorities for developing cooperatives where public officials from 23 countries, UN agencies and the European Union took part, as part of an effort to gradually establish a network with governments at the global level.

In Seoul, there was also the history exhibition, and an innovative fair (both physical and virtual). Korean host and co-hosts provided an enormous amount of human and financial resources to realise this unprecedented congress, under the guidance of the Congress Task Force nominated by the ICA Board of Directors and chaired by Martin LOWERY.

2022 covered the following tasks or activities as a follow up to the Congress: assistance to the Cooperative Identity Advisory Group; webinar on congress outcomes and follow-up; global survey on cooperative identity (in progress), to which all ICA Members are invited to respond, technical working group following-up on cooperative culture.

DoCoop & Coop Marque

With regard to the cooperative mark, Bruno ROELANTS mentioned that “DotCoop” was doing a great job. The evolution of the.coop domain over those last few years represented a lot of work from DotCoop in close cooperation with the ICA Global Office.

Legislation

Under the ICA-EU partnership, 79 country reports on legislation were produced. The ICA established a new global position focusing on legislation in 2019, and the ICA Cooperative Law Committee was revived in 2019 under the chairmanship of Hagen HENRY. This new focus on cooperative law proved its usefulness in assisting members, other organisations and governments: it provided advice to 7 countries in 2019; 15 countries in 2020 and 11 countries in 2021. It also provided support to regions and sectoral organisations, and to the African Union. ICA was also represented in meetings and partnerships about cooperative law (Unidroit Working Group; Clarity; OECD PLP, etc).

GROWTH OF THE COOPERATIVE MOVEMENT

Policy & partnership

There had been also a series of key outputs in Policy and partnerships over the last few years. This was also the result of a strong advocacy work.

UN committee on cooperatives COPAC

In the field of partnership and policy, the ICA took the rotating chairmanship of COPAC (UN Committee for the Promotion of Cooperatives) for 2021 and 2022. The ICA proposed and obtained a completely new brand and a new strategy for COPAC. ICA was also gradually helping affiliating new UN agencies into COPAC.

- 2018: CoopsDay theme to be proposed by ICA
- 2020: first CoopsDay online seminar
- 2021-2022: ICA current chair; new strategy, new members

Main outputs in UN agencies

- 2018: ILO Guidelines on Statistics on Cooperatives
- 2019: Cooperatives mentioned in ILO Centenary Declaration on the Future of Work
- 2019: ICA-ILO joint Conference on Cooperatives and the Future of Work and book
- 2021: UN Expert Group co-organised with UN DESA to prepare UN Secretary-General’s Report “Cooperatives in Social Development”. For the first time, the ICA had had a direct impact on this report which mentioned the cooperative identity, and also the need for legislation to promote such identity.
- 2022 (June): Cooperatives explicitly mentioned in ILO Conclusions on Decent Work and the Social and Solidarity Economy. The ICA took part actively in the negotiations, like it did exactly 20 years ago with ILO Recommendations I93 on the Promotion of Cooperatives, where the now ICA Director-General was present, like a few other persons in this General Assembly. Also, a few days ago, in Geneva (Switzerland) the ICA Director-General met the new ILO Director-General. He told this latter the importance of promoting cooperatives and not only the wider social & solidarity economy.

- 2022 (incoming, 7 July): co-organising UN DESA meeting on cooperatives in Voluntary National Reports Labs, in the framework of the UN High Level Political Development Forum on Sustainable Development

ICA G20 working group

- Preparations in 2020
- Launched in 2021 under G20 Italian Presidency with Howard Brodsky (USA) as Chair and with collaboration of ICA member Italian Cooperative Alliance: various mentions of cooperatives
- Pursued in 2022 under G20 Indonesian Presidency with collaboration of ICA Indonesian member INKUR: side meeting of G20 Development Working Group.

Partnerships

- 2018 & 2021: MoU with FAO renewed
- 2019: MoU with ILO renewed
- 2021: launch of International Coalition on Social and Solidarity Economy (ICSSE) with AIM, ICMIF, GSEF and SSE International Forum, with a common Charter

Knowledge & Research

Committee on Cooperative Research

- 2019 Conference in Montreal
- 2021 issue of ICA Review of International Cooperation published in 2022

World Cooperative Monitor

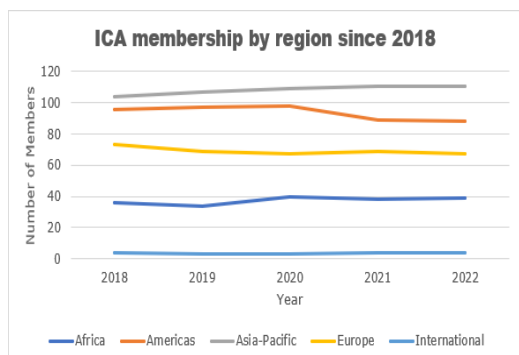
- Published every year for 10 years with EURICSE
- 2018: focusing on the SDGs for the first time
- 2019: UN Secretary General’s report mentions it for the 1st time mainly because of SDG focus
- 2021: first webinar

Statistics

ICA was pursuing a statistical work as well on partnering with ILO and UNRISD

Membership

Between 2018 and 2022, the number of members and the number of countries remained basically stable, in spite of the pandemic. There had been a small decrease in Europe and in the Americas while there was an increase in Asia Pacific and in Africa. Bruno ROELANTS mentioned that the ICA was having a gradual increase in associate members which were mainly governmental authorities.



Year	Number of countries
2018	109
2019	108
2020	112
2021	110
2022	108

	Africa	Americas	Asia-Pacific	Europe	TOTAL	Countries
2018	2	2	5	1	10	10
2019	2	2	6	1	11	11
2020	3	2	8	1	14	14
2021	3	2	8	1	14	14
2022	3	2	8	1	14	14

Communication

In the field of communication, the Director-General highlighted that the ICA launched a bulletin for ICA members and another one for a wider audience. The number of visitors to the ICA website increased considerably over the last five years, indicating high interest in the cooperative movement.

News bulletins

- Members' brief – for members only: launched in 2019
- Cooperative Insider: relaunched in 2020

Website: increase of 550% in ICA website users

Webinars: 40 organised since 2020

Coordination

A coordination system with regions and sectors on issue as membership, communication, policy and legislation was established gradually.

Coordination system with the Regions and Sectors ("RE-SO") elaborated gradually since 2018

- Among Directors
- Among staff involved in
 - Membership
 - Communication
 - Policy and legislation

Bruno ROELANTS underlined that ICBA (banking sector) had been revived in 2019.

Capital

Preparation of Global Cooperative Impact Fund, by cooperatives for cooperatives

Youth

2020: Global Youth Forum in Malaysia (GYF), thanks to donation from Canada: over 200 youth

2021: new GYF edition online

Youth Cooperative Replication Project, thanks to donation from Canada

Gender

2018-2019: participation in the UN Commission on the Status of Women

2021: March GEC webinar and publication with cooperative best practices

COOPERATION AMONG COOPERATIVES

Cooperative to Cooperative Trade

2021: Pilot project with the International Trade Centre

2022: Preparation of a multiannual project with the International Trade Centre

International Cooperative Entrepreneurship Think Tank - ICETT launched in October 2018

Consisting in 15 large cooperatives or cooperative groups from 11 countries. The main work themes of ICETT were:

- Future of work
- Human rights in value chains
- SDGs with a focus on climate action and health
- Cooperative identity as competitive advantage

ICETT was also collaborating on the World Cooperative Monitor. ICETT organised webinars on: human rights in value chains (2020) and on the future of work, environment, child labour (2021).

COOPERATIVES' CONTRIBUTION TO SUSTAINABLE DEVELOPMENT

Kigali conference on cooperatives for development

- Cooperatives' contribution to 10 Sustainable Development Goals analysed through individual sessions
- Resolution of Cooperatives for Development
- Declaration on Positive Peace through Cooperatives

ICA-EU Partnership Programme 2016-2021

- Advocacy & Policy: HLPF, CSW, FFD, EU PFD, etc.
- 28 Policy Events organised
- 184 Policy Meetings & Conferences
- 79 + 66 national reports
- Audio-visual material
- Research publications
- 80 training sessions
- Live streaming & recorded sessions

International Cooperative Development Platform

- Created in November 2017 in Kuala Lumpur
- Groups over 30 cooperative development agencies

Activities

- Meetings in Buenos Aires (2018) and Kigali (2019)
- Tuesday Talks
- HLPF side event 2021
- Mapping of ICDP participants' projects with OCDC

Towards applying for a new framework partnership agreement (FPA) with the EU

New FPA to be based on the ICA 2020-2030 Strategic Plan where cooperatives' role in sustainable development was expressed as "how cooperatives contribute to sustainable development and peace, as enshrined in the SDGs, beginning at local and regional levels": it should thus advocate and promote cooperatives' agency and impact on the development of communities at large; emphasize the cross-sectoral and cross-regional exchanges as well as the youth entrepreneurship and gender equality dimensions.

APPROVAL OF THE 2021 AUDITED ACCOUNTS AND DISCHARGE OF THE AUDITOR

Greg WALL, Chair of the Audit & Risk Committee, presented the Audited 2021 Accounts. His presentation was articulated around the 2020-2021 financial Statements, the consolidated balance sheet, the consolidated profit & loss statement.

2020-2021 FINANCIAL STATEMENTS

IN EUR	2020	2021
AFRICA	3,716	26,052
AMERICAS	38,681	119,287
ASIA & PACIFIC	140,836	68,011
GLOBAL OFFICE	- 40,380	- 277,770
ICA CONSOLIDATED	142,853	67,135
COOPERATIVES EUROPE	- 3,415	104,450
50% DOTCOOP LLC	30,712	54,849

Greg WALL explained that the financial statements included the regions Africa, Americas and Asia & Pacific and the Global office. They did not include neither Cooperatives Europe nor DotCoop because they were separately established.

RSM InterAudit provided an audit report 2021 with unqualified opinion. As a reminder, the RSM Statutory Auditor's report – conducted in accordance with the International Standards on Auditing - had:

- to express an opinion on the true and fair view of the annual or consolidated accounts, provided by the ICA
- and
- to be a certification of the fairness and completeness of the economic and financial information that the ICA Board and ICA Global Office had provided to ICA General Assembly while analysing and explaining them.

The report on the audit of the annual accounts also included a report on other legal and regulatory obligations.

Due to the strong responsibility for a statutory audit, the auditing tasks were subject to principles of independence and rules of professional conduct.

The year 2021 ended with a consolidated result of € 67,135, this result was achieved thanks to the contribution of the Regions.

- Africa ended with a positive result of € 26,052 thanks to decrease in expenses, mainly in HR costs and saving on travel expenses due to the Covid-19 pandemic restrictions on travel. Other sources of revenues came from a new project, sponsorship of meetings, consultancies to balance the end of the EU partnership. The operating result has improved, from a loss of € 21,500 in 2020 to a positive result of € 9,800 in 2021.
- Americas ended with a positive result of € 119,287. This was achieved thanks to a higher decrease in the expenses than in the incomes, lower project incomes and project support, due to the pandemic and the lack of face-to-face activities. The XXII Regional Conference was organized in 2021 bringing higher meeting incomes from registrations and sponsorships than budgeted.
- Asia & Pacific ended with a net result of € 68,011 thanks to higher incomes in subscription fees, higher project incomes, mainly due to more activities held in 2021. This led to higher costs in travel, meeting and seminars expenses. The HR costs were the same as in 2020, the staff under EU project was retained.
- For the Global Office, the loss amounted to € 277,770 due to lower incomes than budgeted. The core activities covered the co-financing of the EU project while the congress ended with a loss of € 356,300. The attendance was much lower than expected. Compared to the budget, the revenues decreased by 12%, whereas the expenses only decreased by 2%.

Greg WALL continued with the balance sheet and made few comments on a couple of items where there were major variances from the previous years.

BALANCE SHEET IN EUR

ICA CONSOLIDATED ACCOUNTS⁽¹⁾

ASSETS IN EUR	2020	2021
<i>Tangible fixed assets</i>	30,163	23,089
<i>Financial fixed assets</i>	125,821	149,545
<i>Amounts receivable within one year</i>	1,871,567	2,718,754
<i>Current investments</i>	100,533	111,387
<i>Cash at bank and in hand</i>	2,586,977	3,211,372
<i>Deferred charges and accrued income</i>	624,604	65,036
	5,339,665	6,279,183
LIABILITIES IN EUR	2020	2021
<i>Equity</i>	1,123,492	1,110,319
<i>Provisions</i>	104,333	116,270
<i>Amounts payable after more than one year</i>	-	-
<i>Amounts payable within one year</i>	2,568,000	2,328,978
<i>Accrued charges and deferred income</i>	1,543,840	2,723,616
	5,339,665	6,279,183

Under Assets

The amounts receivable of € 2,718,754 were made up of trade receivables which amounted at 31/12/2021 to € 1,484,563. The membership fees invoices for 2022 had been sent in advance to the European members for a total of € 951,593 and so they were also accumulating the other amounts receivable of € 1,234,191, mainly consisting in advances made by the regions.

Under Liabilities

The associative funds and accumulated profits amounted to € 1,110,317.

The variance from previous years, were the amounts payable within one year for a total of € 2,445,250. It consisted of trade debts of € 748,524; of holiday pay for the employees of the Global office of € 101,777; of social security of € 64,101; taxes of € 37,195 to be paid in 2022 as well as other debts related to the sectoral organizations (€ 407,118), COPAC (€ 115,975), Solidarity funds (€ 25,162), the regions (€ 938,009 including project funds managed on behalf of ICA AP: € 717,694).

The accrued charges and deferred income amounted to € 2,723,616.

The accrued charges were charges of ICA Regions relating to 2021 but not invoiced yet (€ 289,353). Part of the deferred income (€ 997,404) was related to subscriptions and contributions invoiced in 2021 but which were related to 2022 (against € 147,347 in 2020), the remaining (€ 1,371,901) was related to deferred Development Support reported by the regions.

PROFIT & LOSS STATEMENT IN EUR

ICA CONSOLIDATED ACCOUNTS⁽¹⁾

	2020	2021
<i>Meetings and Sales of services</i>	184,827	409,867
<i>Subscription fees - Head Office</i>	2,605,978	2,679,330
<i>Project support</i>	1,431,131	1,293,842
<i>Contributions and donations</i>	258,262	850,960
<i>Other operating Income</i>	25,954	63,877
TOTAL INCOME	4,506,152	5,297,876
<i>Redistribution regions and sectors</i>	-773,568	-785,054
<i>Services and others goods</i>	-1,076,862	-1,967,489
<i>Remuneration, social security costs and pensions</i>	-2,152,396	-2,348,771
<i>Depreciation on tangible fixed asset</i>	-36,442	-10,139
<i>Amounts written down on trade debts</i>	-185,178	-163,445
<i>Other operating charges</i>	-148,363	-163,142
TOTAL EXPENSES	-4,372,809	-5,438,040
<i>Operating result</i>	133,343	-140,164
<i>Financial result</i>	23,520	207,299
<i>Extraordinary result</i>	-14,010	-
NET RESULT	142,853	67,135

(1) Consisting of Global Office (Brussels) and the Africa, Americas, Asia & Pacific Regions

Despite the pandemic, the subscription income increased by 3% compared to 2020. 2021 was the first year of a new 4-year cycle.

The EU programme that started in March 2016 ended in August 2021. 100% of the total budget of € 10 million was used by the Regions, the Global Office and Cooperatives Europe, in line with the audited numbers included in the final report.

The subscription income represented 51% of the total income, the EU Partnership and other projects 24%, the other contributions 12% and the Congress and meeting revenues 8%.

The Financial income was due to currency exchange gains and a dividend from DotCoop.

The HR costs represented 43% of the total expenses, the services and other costs 36%, the redistribution to the Regions and to the Sectors 14%, the project expenses 3%.

Comments on the ICA's financial situation

In order to assess the ICA's financial situation, several tests of its solvency and liquidity had been carried out.

The solvency ratio - calculated by dividing "equity + amounts payable after more than one year" by the "payables" (amounts payable within one year + accrued) - showed the importance of ICA equity in relation to total resources.

- $1,110,319/5,168,864 = 0.21$

The closer the ratio was to 0, the more fragile was the financial structure. This ICA solvency ratio was 0.21 (compared to 0.26 in 2020). The slight reduction in the ratio was due to the increase in deferred income.

The liquidity ratio measured the ability of the ICA to pay its short-term debts. It was calculated by dividing the current assets by the "payables" (amounts payable within one year + accrued).

- $6,106,550/5,168,864 = 1.18$

The ICA liquidity ratio was 1.18 (compared to 1.23 in 2020). The reduction was also due to the increase in deferred income.

For the auditor, these two indicators showed that the ICA still had a stable financial status, compared to 2020 but was certainly not strong.

With regard to the risk analysis and internal control system, the work undertaken during the annual statutory audit and the evidence gathered, it was reasonable to report that the controls in place did safeguard the assets and resources of the ICA. Enough emphasis was put on proper authorization, segregation of duties as well as access levels within the accounting to deter and detect errors, possible fraud and theft.

The Accuracy and completeness of accounting data was ensured by way of a robust system that could produce reliable and timely financial and management information.

The President asked to the General Assembly to approve the 2021 Audited Accounts.

The General Assembly approved the 2021 Audited Accounts by show of hands with one abstention.

The President asked to the General Assembly to vote on the motion to grant a discharge to the Auditor of the ICA for the exercise of his mandate during the financial year closed on 31 December 2021.

The General Assembly granted a discharge to the ICA Auditor for the exercise of his mandate during the financial year closed on 31 December 2021 by show of hands with one abstention.

REPORT ON THE 2017 GENERAL ASSEMBLY MANDATE TO THE BOARD OF DIRECTORS

On the request of the President, Jean-Louis BANCEL made a report on the 2017 General Assembly Mandate to the Board of Directors. He explained that the reason why ICA members did not receive a proper report was because the pandemic had not helped. However, a small working group had been set up and had come up with some ideas. The work of this group was not far from completion, and he hoped that it would be able to provide a report to the members soon.

According to the mandate, reforms were needed to find other financial means than the membership fees themselves. The main idea was to create an operational synergy among the constituent structures (sectors, regions, networks) of the ICA asking them to directly involve some of their cooperatives, from the smallest to the largest, in the ICA's activities. This was not to deny the role and importance of national federations. The sole purpose of this initiative was to lead to a rationalization of memberships, in a way an alternative funding channel to enhance the development dynamics of the cooperative movement.

REPORT OF THE COOPERATIVE IDENTITY ADVISORY GROUP (CIAG)

Alexandra WILSON explained that the Statement on Cooperative Identity was adopted after a long and thorough consultation process in 1995. The importance of the statement could not be underestimated. For the first time we had a universal definition of the cooperative and a clear explanation of the cooperative and ethical values that underpinned the cooperative model. This statement had been updated with a 7th principle to reflect the contemporary characteristics of the movement.

As it did every 25 or 30 years, the ICA had embarked on a new consultation process. The current process was overseen by the Cooperative Identity Advisory Group (CIAG). The CIAG consisted of 23

people, appointed by the ICA Board of Directors. The group included ICA Board members and other cooperative practitioners, academics and elected leaders from around the world.

The group initiated the consultation process. After careful consideration of the contributions and views gathered, it would develop recommendations for submission to the ICA Board of Directors. On this basis, the ICA Board of Directors would decide whether the statement in its current form needed to be adapted and whether further action was needed to deepen and strengthen our cooperative identity.

A number of activities were therefore underway. They had of course started with the Seoul Congress in Korea. There had been the launch of a discussion paper for the Congress which was available on the ICA website along with a report on the results of the Congress. Also on the ICA website, interested members could listen to the recordings of the ICA webinar on 13 May where the results of the Congress were widely shared.

The first survey conducted by CIAG was designed to test the general awareness within the cooperative movement about the statement on cooperative identity. The aim was to get some ideas on the statement from cooperators around the world. The survey was also available on the website in 10 languages. ICA members could find the QR code on the back of their name badge to access it.

Alexandra WILSON added that educational webinars and virtual consultation sessions were also planned. Self-guided consultations in different ICA regions and countries would be encouraged. To this end, support material would soon be published.

An online discussion forum had just been launched on a dedicated web page. The idea was to consult as widely as possible with the aim of reaching out to all parts of the world, all types of cooperatives, all economic sectors in which cooperatives are active, and as far as possible, to primary cooperatives and even individual operators, as well as to other interested stakeholders, such as those responsible for the registration of cooperatives at government level. By decision of the ICA Board of Directors, the consultation could extend into next year if changes were proposed.

The process was expected to conclude in 2024 or 2025 depending on the proposed changes - such as an update or inclusion of guidance notes etc. - to the Statement of the Cooperative Identity. These decisions were also the responsibility of the ICA Board of Directors.

To conclude, Alexandra WILSON stated that updates on the consultation process and activities would be provided to ICA members and other co-operators.

DISCHARGE OF THE ICA BOARD OF DIRECTORS

The President asked the General Assembly to vote on the motion to grant a discharge to the members of the ICA Board of Directors for the exercise of their mandate during the financial year closed on 31 December 2021 by show of hands.

The General Assembly unanimously granted a discharge to ICA Board of Directors for the exercise of their mandate during the financial year closed on 31 December 2021 by show of hands.

RATIFICATION OF SECTORAL ORGANISATIONS ELECTIONS

The President invited the General Assembly to ratify the elections within the sectoral organisations by show of hands.

First ratification: Election of Dr. Carlos ZARCO - from the Espriu Foundation (Spain) as President of IHCO (Health).

This ratification was put to the vote.

The election of Dr. Carlos ZARCO as President of IHCO was ratified unanimously by the General Assembly by show of hands.

Second ratification: Election of Mr. Sung-Hee LEE, National Agriculture Cooperative Federation (Korea) as President of ICAO (Agriculture).

This ratification was put to the vote.

The election of Mr. Sung-Hee LEE as President of ICAO was ratified unanimously by the General Assembly by show of hands.

Third ratification: Election of Mr. Petar STEFANOV, Consumer Co-operative Union (Bulgaria), as President of CCW (consumers).

This ratification was put to the vote.

The election of Mr. Petar STEFANOV as President of CCW was ratified unanimously by the General Assembly by show of hands.

ICA BOARD ELECTION – VOTING PROCESS

The ICA President handed over the presidency of the General Assembly to the Chair of the Elections Committee, Manuel MARISCAL. As an introduction, Manuel MARISCAL reminded that several days prior to the General Assembly, members had received a letter containing all the detailed information and rules governing these votes. They were also given the opportunity to attend one of the four demonstrations organised on site (Seville) to get acquainted with the electronic voting system.

He pointed out that the ICA elections would be held in two phases.

- Phase one included the:
 - Election of the President,
 - Ratification of the Vice-Presidents.

- Phase two – that could be implemented once the results of Phase 1 would be known - included the:
 - Election of the 15 at-large Board members;
 - Ratification of representatives for the sectoral organisations, the Youth Committee and the Gender Equality Committee.

PRESENTATION OF THE CANDIDATES FOR PRESIDENT

Manuel MARISCAL informed the General Assembly that the three presidential candidates, namely Ariel GUARCO (Argentine), Melina MORRISON (Australia) and Jean-Louis BANCEL (France) would have 7 minutes to present themselves. The running order of these candidates had been established according to the alphabetical order of the countries. Manuel MARISCAL specified that Jean-Louis BANCEL was also as an at-large candidate. Therefore, he would be removed from the at-large list if was elected as President.

ELECTION OF THE ICA PRESIDENT

Following these presentations and after several attempts, it became clear that the electronic voting system developed by Cercles.coop to be used for the ICA 2022 elections was not working properly.

As the ICA rules provide for voting procedures in case of malfunction, it was decided to use the traditional ballot box (ballot papers).

RATIFICATION OF THE ICA VICE-PRESIDENTS

Three of the four regions elected their Presidents since the 2021 ICA General Assembly. Graciela FERNANDEZ remained ICA Vice-President because the elections for President of Cooperatives of the Americas would take place in October 2022. The three Presidents of ICA Regions that were subject to the ratification of the General Assembly were:

- High Chief Oriyomi AYEOLA, Vice-president for the Region of Africa - Elected as President of ICA-Africa at the Regional Assembly held in October 2021.
- Susanne WESTHAUSEN, Vice-president for the Region of Europe – Elected as President of Cooperatives Europe at the General Assembly held in October 2021.
- Dr. Chandrapal SINGH YADAV, Vice-President for the Region of Asia Pacific - Elected as President of ICA Asia Pacific at the Regional Assembly held in November 2021

These ratifications were put to the vote by show of hands.

The election of Oriyomi AYEOLA as President of ICA-Africa, Susanne WESTHAUSEN as President of Cooperatives Europe and Chandrapal SINGH YADAV, as President of ICA Asia Pacific were ratified unanimously by the General Assembly by show of hands.

PRESENTATION OF THE AT-LARGE CANDIDATES FOR BOARD

Manuel MARISCAL explained that Mrs Astri LILAND, nominated by the Norwegian Agricultural Co-operatives, stepped down. Therefore, there were 22 candidates for the 15 at-large positions on the ICA Board, including Jean-Louis BANCEL. But as stated earlier, Jean-Louis BANCEL's candidacy would be valid and maintained in this list only if he were not elected as ICA President.

Due to time constraints, all candidates did not present themselves. However, ICA members had had the opportunity to view videos of each candidate on the ICA website. Their bios and photos were also provided in the official meeting documentation. For want of anything better, Manuel MARISCAL asked each candidate to stand up when he called out them by name and in the order of which they appeared on the ballot.

1. David FRASER – Capricorn Society Ltd - Australia
2. Mohiuddi AHMED – National Cooperative Union of Bangladesh (BJSU) - Bangladesh
3. Márcio LOPES DE FREITAS - Organização das Cooperativas Brasileiras (OCB) – Brazil
4. Krasimir IGNATOV – Central Co-operative Union (CCU) - Bulgaria
5. Alexandra WILSON - Co-operatives and Mutuals Canada (CMC) - Canada
6. Zhenhong CAI – All China Federation of Supply & Marketing Co-operatives (ACFSMC) – China
7. María Eugenia PÉREZ ZEA – Asociación Colombiana de Cooperativas (ASCOOP) - Colombia
8. Marjaana SAARIKOSKI - SOK Corporation – Finland
9. *[Jean-Louis BANCEL – COOP FR – France]*
10. German Astul MEJIA MEJIA – Cooperative de Ahorro y Crédito Educadores de Honduras (COACEHL) - Honduras

11. Aditya YADAV - Indian Farm Forestry Development Co-operative (IFFDC) – India
12. Eva KUSUMA SUNDARI – National Federation of People-based Co-operative Enterprises (INKUR) - Indonesia
13. Bahman ABDOLLAHI- Iran Oilseeds & Vegetable Oil Processing Factories Co-operative (Farda Co-op) - Iran
14. Attilio DADDA - Alleanza delle Cooperative Italiane - Italy
15. Toru NAKAYA - Central Union of Agricultural Co-operatives (JA Zenchu) – Japan
16. George Magutu MWANGI – Kenya Union of Savings & Credit Co-operatives Ltd (KUSCCO) - Kenya
17. Kamarudin ISMAIL - Malaysian National Cooperative Movement (ANGKASA) - Malaysia
18. Simona CAVAZZUTTI – Confederación de Cooperativas Rurales del Paraguay (CONCOPAR) - Paraguay
19. Johan NYHUS – HSB Riksförbund - Sweden
20. Inigo ALBIZURI LANDAZABAL – Confederación Espanola de Cooperativas de Trabajo Asociado (COCETA) - Spain
21. Ben REID - The Midcounties Co-operative - United Kingdom
22. Martin LOWERY - National Cooperative Business Association – CLUSA International (NCBA CLUSA) - United States

ELECTION OF SECTORAL ORGANISATIONS, THE ICA YOUTH COMMITTEE AND THE ICA GENDER EQUALITY COMMITTEE

Manuel MARISCAL specified that the four sectoral representative candidates were:

- Dr. Carlos ZARCO, nominated by the International Health Cooperative Organisation (IHCO);
- Blase LAMBERT, nominated by Co-operative Housing International (CHI);
- Sung-hee LEE, nominated by International Cooperative Agricultural Organisation (ICAO);
- Shaun TARBUCK, nominated by the International Cooperative & Mutual Insurance Federation (ICMIF).

This vote was done by show of hands.

The nomination of Carlos ZARCO by the International Health Cooperative Organisation (IHCO); Blase LAMBERT by Co-operative Housing International (CHI); Sung-hee LEE by International Cooperative Agricultural Organisation (ICAO) and Shaun TARBUCK by the International Cooperative & Mutual Insurance Federation (ICMIF) were ratified unanimously by the General Assembly by show of hands.

The representative nominated by the ICA Youth Committee was Ana AGUIRRE.

This vote was done by show of hands.

The nomination of Ana AGUIRRE by the ICA Youth Committee was ratified unanimously by the General Assembly by show of hands.

The representative nominated by the ICA Gender Equality Committee was Xiomara NUÑEZ DE CESPEDES.

This vote was done by show of hands.

The nomination of Xiomara NUÑEZ DE CESPEDES by the ICA Gender Equality Committee was ratified unanimously by the General Assembly by show of hands.

ELECTION OF AT-LARGE BOARD MEMBER

As there was very limited time before the General Assembly had to be closed, the Chair of the Elections Committee launched Phase 2 of the elections, by which ICA members could choose 15 at-large Board members, before the results of election of the President were announced.

The traditional voting system had led to a long delay. Given the slow rate at which votes were counted during the first voting phase, some members expressed dissatisfaction and even doubts on the conduct of the vote.

RESULTS OF PHASE 1 OF THE ELECTIONS

Finally, Manuel MARISCAL announced the results for the phase 1 of the elections. Out of a total of 780 votes, Jean-Louis BANCEL obtained 160 votes; Melina MORRISON 164 votes and Ariel GUARCO 445 votes.

Ariel GUARCO was therefore re-elected as President of the ICA.

Ariel GUARCO welcomed his re-election for a second term as ICA President with humility and availability. He stated that he was once again putting himself at the service of the cooperative movement with enthusiasm, dedication and determination.

Without elaborating, Jean-Louis BANCEL vehemently contested these results in claiming that there were irregularities in the voting procedures.

RESULTS OF PHASE 2 OF THE ELECTIONS

Due notably to the very long counting process, the results of Phase 2 of the elections were announced on the next day, 21 June, and were modified on 1 July due to an error in the counting of votes. These results have been definitively certified by the Elections Committee. The reasons for this modification are explained in the Report of the Election Committee Chair of 20 June 2022, which is attached to the minutes of the General Assembly.

The final results are the following:

Votes	Candidate Name	Nominating Organisation	Country
600	1. Márcio Lopes DE FREITAS	Organização das Cooperativas Brasileiras (OCB)	Brazil
548	2. Aditya YADAV	Indian Farm Forestry Development Co-operative Ltd. (IFFDC)	India
539	3. Attilio DADDA	Alleanza delle Cooperative Italiane	Italy
511	4. George Magutu MWANGI	Kenya Union Of Savings & Credit Co-operatives Ltd. (KUSCCO)	Kenya
501	5. Iñigo ALBIZURI LANDAZABAL	Confederación Española de Cooperativas de Trabajo Asociado (COCETA)	Spain
500	6. Martin LOWERY	National Cooperative Business Association CLUSA International (NCBA CLUSA)	United States
497	7. Zhenhong CAI	All China Federation of Supply and Marketing Co-operatives (ACFSMC)	China

488	8. Toru NAKAYA	Central Union of Agricultural Co-operatives (JAZENCHU)	Japan
453	9. Bahman ABDOLLAHI	Iran Oilseeds & Vegetable Oil Processing Factories Co-operative (Farda Co-op)	Iran
451	10. Krasimir IGNATOV	Central Co-operative Union (CCU)	Bulgaria
400	11. Marjaana SAARIKOSKI	SOK Corporation	Finland
398	12. María Eugenia PÉREZ ZEA	Asociación Colombiana de Cooperativas (ASCOOP)	Colombia
397	13. Kamarudin ISMAIL	Malaysian National Cooperative Movement (ANGKASA)	Malaysia
384	14. Ben REID	The Midcounties Co-operative	United Kingdom
374	15. Alexandra WILSON	Co-operatives and Mutuals Canada / Coopératives et mutuelles Canada (CMC)	Canada
367	16. Simona CAVAZZUTTI	Confederación de Cooperativas Rurales del Paraguay Ltda (CONCOPAR)	Paraguay
364	17. Johan NYHUS	Hsb Riksförbund (Swedish National Tenant-owner Cooperative Housing Association)	Sweden
326	18. Mohiuddin AHMED	National Co-operative Union of Bangladesh (Bangladesh Jatiya Samabaya Union-BJSU)	Bangladesh
311	19. Eva KUSUMA SUNDARI	National Federation of People-based Co-operative Enterprises (INKUR)	Indonesia
254	20. David FRASER	Capricorn Society Ltd.	Australia
227	21. Jean-Louis BANCEL	Coop FR	France
118	22. German Astul MEJIA MEJIA	Cooperativa de Ahorro y Crédito Educadores de Honduras Limitada (COACEHL Ltda.)	Honduras

NB

The following points were dealt while participants were waiting for the results of the electronic voting (which failed) and before manual voting started. To deal with these points, the Elections Committee Chair handed over the presidency of the General Assembly back to the ICA President, who then handed it over again to the Elections Committee Chair. These minutes follow the order of the General Assembly agenda.

YOUTH MESSAGE BY THE NEW YOUTH COMMITTEE CHAIR

Ana AGUIRRE felt honored to have been chosen as President of the ICA Youth Network and as the youth representative in the ICA Board of Directors.

She commended the work of her predecessor. She said that it would be difficult to follow in the footsteps of Sébastien CHAILLOU but she would make every effort to meet the challenge. She also insisted on hailing the dedication and commitment of her colleagues in the other continents, asking all the people she had just mentioned to join her on the podium.

She said that youth may be the future, but it was also the present. She looked forward to working with the ICA Board of Directors to take aligned and strong action to empower, make visible, support, and celebrate young cooperators and the impact and space they have in the cooperative movement. However, adequate financial resources had to be devoted to these goals.

She also declared that she would work hard with her fellow youth representatives to create an action plan for the years to come that is co-created, shared, inclusive, and aligned within the youth network but also with other committees, the regions, and the global cooperative movement.

APPROVAL OF THE 2022 BUDGET

Greg WALL said that the adoption of this budget is a little bit out of the cycle because the General Assembly was to be held in June.

COMBINED BUDGET 2022 IN EUR (euros)

	GLOBAL OFFICE	AFRICA	AMERICAS	ASIA-PACIFIC	TOTAL
GLOBAL INCOME	1,636,201	158,019	713,712	402,666	2,910,597
Global subscription income	950,593	67,088	313,459,76	349,866	1,681,006,92
SUBSCRIPTIONS	2,690,729	0	0	0	2,690,729
BAD DEBT PROVISION	-195,619	0	0	0	-195,619
SUBSCRIPTION REDISTRIBUTION	-1,544,517	67,088	313,460	349,866	-814,103
Thematic Committees	-20,000				-20,000
Sectoral allocation (15%)	-374,266	0	0	0	-374,266
Regional allocation	-1,100,520	67,088	313,460	349,866	-419,836
MEETING REVENUE	0	33,544	82,396	0	115,940
OTHER + PROJECT INCOME	685,608	57,386	310,365	30,800	1,084,160
FINANCIAL/INTEREST	0	0	7,940	0	7,940

	GLOBAL OFFICE	AFRICA	AMERICAS	ASIA-PACIFIC	TOTAL
EXPENSES	-1,635,645	-182,995	-688,498	-402,600	-2,909,737
SERVICES AND OTHER GOODS	-389,823	-44,057	-126,224	-134,640	-694,745
PREMISES	-66,520	-7,446	-27,326	-35,200	-136,492
GENERAL OFFICE	-12,320	-848	-2,465	-2,640	-18,273
TRAVEL	-13,320	-9,646	-10,097	-49,280	-82,343
IT	-27,565	-5,260	-19,879	-10,560	-63,265
EXTERNAL SERVICES	-176,998	-16,245	-62,267	-36,960	-292,470
MEETING EXPENSES	-93,100	-4,612	-4,190	0	-101,902
PERSONNEL	-1,134,956	-133,229	-390,946	-266,640	-1,924,771
DEPRECIATION	-6,800	0	0	0	-6,800
OTHER EXPENSES - PROJECT SUPPORT	-84,066	0	-149,710	-1,320	-234,096
FINANCIAL EXPENSES	-20,000	-6,709	-21,617	0	-48,326
NET INCOME	556	-24,976	25,214	66	860

Greg WALL made, briefly, some comments on each of the regions.

Africa: The global revenues decreased by 50% compared to the 2021 budget, due to the end of the EU project. The subscription redistribution was expected to increase by 3%. The revenues from the OCDC Project amounted to € 8,600 and the meeting revenues to € 33,500 for 2 conferences. The revenues from the ongoing project with We Effect were estimated at € 48,800. The expenses decreased by 40%, mainly in personnel expenses reduced by € 73,300 and travel costs by € 32,400. A loss of € 25,000 was expected. Africa was making efforts to increase the revenues by looking for new projects and consultancies as it was the case for 2021, when the operating result ended positive.

Americas: The global revenues decreased by 17% compared to the 2021 budget, due to the end of the EU project. The variance in subscription redistribution (+10%) was due to a conservative budget in 2021. A positive result of € 25,200 was expected thanks to a 20% reduction in expenses, mainly in

external services. Travel costs were foreseen if several meetings would be held in person. The 6th Cooperative Summit of the Americas was scheduled in Paraguay in October.

Asia-Pacific: The year 2022 was expected to be break-even. The subscription redistribution increased by 5% as the 2021 budget was conservative. The project income revenues decreased by 65%. No provisions were made for a new EU partnership. The expenses decrease by 12%, mainly in personnel expenses and project support. The other services increased by 15% as travels were anticipated.

For the Global office, 2022 was expected to be break-even.

Revenue

The 2022 subscription fees revenues (net income of € 950,600) were slightly below the 2021 actuals (€ 967,500). The bad debt had been increased due to a more conservative approach. Other contributions amounted to € 685,600, consisting of new projects and ongoing projects, e.g.: OCDC already started in 2021, fundraising (€ 100,000), ICETT (€ 295,000R) and World Cooperative Monitor (€ 50,000).

Personnel expenses

Personnel amounted to € 1,134,950 against € 1,444,335 in 2021. 4 staff members working for the EU project had been dismissed. There were no redundancy costs in Belgium, the notice period was paid. Due to the Belgian legislation, the salaries were expected to be indexed by 2% in 2022.

Other expenses

The other expenses amounted to € 389,800, a major reduction compared to 2020 as there was no conference in 2022.

These expenses and revenues needed to be closely monitored throughout the year by the new elected Board as there were still many uncertainties. The stability of the ICA was quite tight and with a lack of the funding for 2022. There was a need to keep a close eye on revenues and costs.

The consolidated result was expected to be break-even.

The President submitted the ICA 2022 budget to the approval of the General Assembly.

The General Assembly approved the 2022 Budget unanimously by show of hands.

STATUTORY AMENDMENT FOR THE SECTORAL REPRESENTATION IN THE ICA BOARD OF DIRECTORS

The President submitted an amendment to the ICA Articles of Association, at Article 15, paragraph 1:

*“The association is managed by a Board, consisting of physical persons who are accredited representatives of the nominating member. The Board is composed of one president, four vice-presidents, **eight** (instead of four) sectoral organisation representatives, a youth cooperator representative, the chair of the Gender Equality Committee and 15 other Board members.”*

The General Assembly approved the amendment to the Article 15 at paragraph 1 to allow a better sectoral representation in the ICA Board of Directors by show of hands with five abstentions.

STATEMENT OF ILLIA GOROKHOVSKYI, CHAIRMAN OF COOP UKRAINE

On the invitation of Ariel GUARCO, Illia GOROKHOVSKYI delivered a statement, the full text of which is reproduced below:

*“Dear Delegates, Colleagues and Friends,
Good afternoon!*

I should like to start by sincerely thanking Mr. Ariel Guarco and the ICA leadership for giving me the opportunity to speak at this solemn and long-awaited event.

For almost two years, due to the corona crisis, we have not had the opportunity to get together, to see each other, or to communicate in person, but finally today our long wait is over, and our expectations have finally come true.

This year, members of COOP Ukraine, representatives of regional cooperatives from across the country, had intended to be present and participate in the General Assembly of the International Cooperative Alliance and accompanying events. Their intention was to have been, to talk to you; to share emotions and to swap experiences.

Because in simple terms, every Ukrainian had plans, dreams and confidence in the future, but then came the shock of what occurred on February the twenty fourth of this year.

Everything that has happened since that date is nothing short of a terrible tragedy for my country as a whole and for each and every Ukrainian, individually.

The war has now been going on for three and a half months, in the heart of Europe, in Ukraine! All because the neighbouring country has determined for some reason best known to itself that it has the right to seize territories, destroy everything around, create humanitarian crises’ and kill thousands of innocent and vulnerable civilians! – Children, Women and even the elderly!

Since February the twenty fourth, our children have been deprived of their right to sleep peacefully, instead they hide in basements during air raids, they learn what objects not to touch to avoid losing limbs and how to act during a missile strike, should they find themselves on the street.

It’s frightening to talk about it, scary to think about it, and heartbreaking to realize that there is nothing one can do to stop this madness.

From the very first days of the full-scale invasion of Ukraine by Russian troops, civilians, residential areas, schools, kindergartens, and hospitals have been under rocket fire and air strikes in various areas.

According to the UN, more than 10 million Ukrainians have become internally displaced and have been forced to leave their homes to save their lives.

It seems our neighbor wants to destroy us physically as a nation, we have nowhere to retreat, we must accept the fight and win, because unless we do future generations will not forgive

us. The total destruction that Russia is wreaking up on us in this war, is due to the fact that Ukrainians are free people and have chosen freedom and independence.

A sense of Pride, resoluteness and identity are in the genes of Ukrainians and, - so we protect our land, our home and the right to live in it! It is not about money, comfort or discounted gas or oil.

The whole world has witnessed the hypocritical, aggressive, and cruel essence of the aggressor country. After making an example of Ukraine, it wants to deprive the peoples of the world of any confidence in the freedom to choose their own path of development. Confidence in the basic freedom of peace and prosperity in every corner of our planet.

The Russian leadership seeks to reject all the achievements of the historical development of mankind, and in particular, the system of international law that we uphold today. Trying instead, to return the world to the old days, when the freedom of peoples and their individual lives and dreams did not matter.

The war in Ukraine is not just a local armed conflict. According to many world leaders, it will have the most serious consequences for the international order.

In the full-scale war on the territory of Ukraine, Russian troops have destroyed entire cities and villages, damaged or destroyed up to 30% of the infrastructure, including power grids, gas pipelines, water mains, roads, railways, bridges, and much more.

Factories, ports, and airports lie in ruins whilst, even churches and monasteries are not sacrosanct.

The total loss to Ukraine's economy due to the war is already estimated at in excess of 600 billion US Dollars.

Cooperation has also suffered significant losses due to hostilities. In eleven regions of the country, cooperatives have been severely damaged or destroyed. Where, until recently, there were convenient, cooperative stores, cozy and inviting cooperative cafés and welcoming restaurants, life in the cooperative markets is now in ruins and chaos reigns. Hundreds of cooperatives have lost their property. Thousands of members of cooperatives are now out of work, have lost their homes and property. What had been created over decades by several generations of cooperators was destroyed in a matter of minutes by Russian bombs and missiles.

At present, it is not even possible to accurately estimate the extent of the damage caused by the war to Ukraine's cooperative sector.

This is because, it is not over yet, and also because, some of the damaged and destroyed properties and locations are in both the war zone and in the temporarily occupied territory where they are presently no longer accessible. Today, according to the most modest estimates, the loss of cooperative enterprises exceeds 80 million US dollars.

Yet, despite this, even in the face of such overwhelming and difficult conditions, Ukrainian cooperatives continue to work selflessly to provide cooperative members and consumers with essential and necessary goods and services. We are already developing ambitious plans to

restore and rebuild cooperative sector in the post-war period. We firmly believe that after the war, because all wars end sooner or later, Ukrainian cooperation will not only be restored but also become more powerful, better developed, and will take its worthy place in real sector of our state's economy.

But that will be tomorrow, because today Ukraine needs to take a stand in the struggle between democracy and authoritarianism, freedom over slavery, and to uphold a future that we and many people around the world need, against a past that Russia is fighting so desperately reinstate.

The whole civilized world, all people of good will who understand this, are helping Ukraine in this struggle. Today, the cooperation of Ukraine also needs help.

From the cooperators of Ukraine, I would like to thank all our foreign colleagues and friends, all those, who from the very first day of the war sent letters of support and condolences and kept in touch with us. I would like to express my gratitude to the management and staff of the offices of the International Cooperative Alliance, The European Cooperatives, The CCW and The Euro COOP, for their valued support and rapid assistance. This support has been of both practical help whilst also boosting psychological confidence and remains very important to us.

Of no less importance was the timely and welcome international financial assistance to Ukrainian cooperation. I would like to take this opportunity, on behalf of my fellow Ukrainians to express our sincere gratitude for such targeted assistance to cooperative organizations and private philanthropists as received from the United States, Great Britain, Australia, Great Britain, France, Ireland, Poland, Germany, Bulgaria, Malaysia, South Korea, and the Philippines. Sorry if I have missed some names, but that's due to the lack of time I have available.

You should know that all the assistance that COOP Ukraine has received and will continue to receive in the future, from the international cooperative community will go towards rebuilding damaged and war-torn cooperatives and supporting war-affected cooperatives and the cooperative sector as a whole. Now on the screen you will see the QR code by which you are able to access the details of accounts that have been opened for both US dollars and Euros and list the targeted assistance for members of COOP Ukraine.

For people not familiar with the work of cooperatives, this may be considered as a gesture of generosity or charity, but for everyone present in this hall, for every cooperative organization and for each individual member of the cooperative in the world, it is an opportunity to prove that the fundamental principles of cooperation are mutual assistance and solidarity! These are not just beautiful slogans borrowed from the past for today they convey a deeper meaning and message. They are reminders to you and the world at large that the cooperative idea both lives and wins.

I thank everyone in anticipation of your generous support of Ukraine and I am grateful for your help and continued assistance.

I should also like to remind you that this is support and assistance is not only for Ukraine, but also for yourself too as it also secures your future. It is on the battlefield in Ukraine that the rules of what is to follow for the whole world will be decided.

Your actions and support will serve to help save civilization from returning to a time when everything was decided on the basis of brute force, where individuals, their ideals, and indeed entire nations, simply did not matter.

In conclusion, I thank you for patience, attention and understanding. I hope this war ends as soon as possible with the victory of good over evil, I believe in God, in Peace and I believe in Justice. I love my country and ask that you stand with me united in true Cooperation."

Illia GOROKHOVSKYI concluded his speech amidst sustained applause of ICA delegates who all stood up as one man to salute the courage of the Ukrainian people.

DEBATE

After Illia GOROKHOVSKYI's testimony, Mieczysław GRODZKI, President of the National Cooperative Council of Poland took the floor. He explained that the Polish cooperative movement had submitted a motion to the ICA Board of Directors for the exclusion of Russian and Belarusian members. At its meeting the previous day - 19 June 2022 - the ICA Board of Directors had decided not to put this motion on the agenda of the General Assembly. It would be up to the newly elected Board to deal with the issue. Mieczysław GRODZKI was deeply disappointed by this decision. The incessant deliberations were simply shocking while people were dying under Russia's aggression. It was a moral and ethical obligation to respect the letter and spirit of the cooperative principles. Mieczysław GRODZKI called on the new ICA Board of Directors to address this issue as soon as possible.

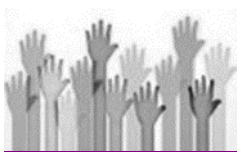
MOTIONS & RESOLUTIONS

Due to time constraints, this agenda item had to be left over.

INVITATION TO THE NEXT ICA GENERAL ASSEMBLY IN BRUSSELS (BELGIUM) IN JUNE 2023

Due to time constraints, this agenda item had to be left over.

The 2022 General Assembly was adjourned at 22.00.



APPROVAL OF THE MINUTES FROM 20 June 2022

ABSTAIN	
AGAINST	
FOR	

7. Modification of the Articles of Association

The ICA Board has been working with EY Law the past few months to revise the Articles of Association (AoA). This work was necessary to ensure that the AoA is compliant with the Belgian companies and associations Code of 23 March 2019. The ICA also took this opportunity to make improvements to ensure consistency, for good governance purposes, and to avoid potential litigation.

Given the large number of amendments, it is not possible to highlight each change made to the AoA and Bylaws. The AoA and Bylaws will be presented for approval in their entirety. Note that the ICA Bylaws will be renamed as Internal Rules of the General Assembly.

As per Belgian law, the new Articles of Association will be approved by an authentic deed before a Belgian notary public.

The French version of the Articles of Association is the official version. Thus, the French version will be approved during the General Assembly. The French version being approved is available [here](#).

Explanation of Main Amendments

The Government of Belgium reformed the Companies Code (hereafter referred to as “code”) of 7 May 1999 and the Law of 27 June 1921 regarding non-profit associations, foundations, European political parties and European political foundations. The new codes are as follows:

- Law of 23 March 2019 introducing the Companies and Associations Code and containing various provisions
- Law of December 20, 2020 introducing new rules regarding virtual meetings and/or written procedure of the General Assembly and the Board of Directors

All relevant organisations in Belgium must therefore revise their Articles of Association no later than 1 January 2024.

THE FOLLOWING AMENDMENTS WERE MADE ACCORDING TO THE NEW CODES:

- **Reallocation of the provisions** between the Internal Rules (i.e. Bylaws) and the Articles of Association.
 - The Code provides that the internal rules cannot contain the following rules:
 - Rules contrary to the legal mandatory rules or the Articles of Association; and
 - Rules relating to matters for which the Code requires a statutory provision.
- Change of the **name** to only keep the English name: “International Cooperative Alliance”, abbreviated “ICA”
- Deletion of the **address** of the registered office and insertion of the Region
- Transfer of the registered office (competent body)
- Re-arrangement of the **purpose and object** (activities)
- Possibility to perform **commercial activities** only if provided in the Articles of Association
- **General Assembly**
 - Introduce the legal requirement that any decision taken by written procedure by the General Assembly must be taken unanimously
- **Board of Directors**
 - Clarify the composition rules of the Board of Directors
 - Clarify the eligibility criteria of the directors (Representatives of the Full Members)
 - Clarify the election process of the directors
 - Rules regarding the resignation and end of the mandate of the directors
 - Clarify the powers of the directors (see details below)

- **President** (body of external representation) transferred from the Bylaws to the AoA and there were further clarification/introduction of provisions relating to:
 - His/her appointment
 - His/her resignation
 - The end of his/her mandate
 - His/her powers and the way to exercise them
 - Co-option clause
- **Director-General** (body of external representation) transferred from the Bylaws to the AoA and there were further clarification/introduction of provisions relating to:
 - His/her appointment
 - His/her resignation
 - The end of his/her mandate
 - His/her powers and the way to exercise them

THE FOLLOWING AMENDMENTS WERE MADE FOR CONSISTENCY PURPOSES:

- **Voting majorities and presence quorum:**
 - Clarified the terms majority/simple majority (→ absolute majority)
 - Clarified, simplified and specified the presence quorum and voting majorities applicable to:
 - **General Assembly:**
The General Assembly shall be validly constituted if at least twenty five (25) Full Members are present or represented.
Decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.
In the event of a tie, a decision is deemed not to have been taken.
 - **Board of Directors:**
The Board of Directors shall be validly constituted when at least half of the directors are present or represented. Decisions of the Board of Directors shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one vote (...).
In the event of a tie, a decision is deemed not to have been taken.
- Introduction of:
 - A definition of the **geographical boundaries** of the Regions: Africa, Americas, Asia-Pacific and Europe
 - The **Statement on the Cooperative Identity**;
 - General rules regarding:
 - Notifications (regular means of communication/special means of communication);
 - Computation of time (calendar days/calendar months);
 - Abstentions;
 - Language: the official language is French
 - Main working languages: English and Spanish
 - Other working languages: BoD may adopt other working languages (depending on resources and languages spoken by Members); and
 - Secret ballot.

THE FOLLOWING AMENDMENTS WERE MADE FOR GOOD GOVERNANCE PURPOSES:

- Clarification of the 2 **membership categories**: Full Members and Associate Members
 - Clarify the membership criteria
 - Clarify respective rights and obligations of each membership category
 - Principles for the (calculation of the) membership fees
 - Clarify and detail the general representation mechanism of the Members
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 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.
Once a Representative has been elected as President, they can no longer be the Voter for the Full Member they represent.
- **General Assembly**: clarification of the governance rules related to:
 - Convening
 - Agenda
 - Meetings
 - Decision making process (meeting via conference call/web call/video call + decisions taken via unanimous written procedure)
 - The granting of proxies
 - Powers
- **Board of Directors**: clarification of the governance rules related to:
 - Convening
 - Agenda
 - Meetings
 - Decision making process (meeting via conference call/web call/video call + decisions taken via written procedure)
 - The granting of proxies
 - Powers
 - Co-option clause
 - Dismissing
 - Conflicting interest
- **Vice-Presidents**: Transfer of provisions from the Bylaws to the AoA and introduction/clarification of
 - useful rules while leaving flexibility to the Regions

- **Regions/Sectoral Organisations:** inclusion of general rules regarding:
 - Their bodies:
 - Regional/Sectoral Assembly;
 - Regional/Sectoral Board;
 - Regional/Sectoral President; and
 - Regional/Sectoral Director.
 - Their organisation/governance, while protecting ICA (top down/bottom-up approach):
 - The General Assembly may further establish, dissolve or recognise Regions/Sectoral Organisations.
 - The Board of Directors may delegate responsibilities to one or more Regions/Sectoral Organisations and shall, upon proposal of each Region/Sectoral Organisation, approve the internal rules, articles of association, bylaws or statutes established by each Region/Sectoral Organisation, including amongst others the exact mission, tasks, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of each Regional/Sectoral Organisation.
 - The Regions/Sectoral Organisations shall not represent the Association vis-à-vis third parties unless expressly allowed to do so by the Board of Directors or the Director General.
 - The Regional/Sectoral Organisations are not allowed to take or express any external position on behalf of the Association or to use the name, logo or brand of the Association vis-à-vis third parties, unless expressly authorised to do so by the Board of Directors or the Director General.
 - The Regional/Sectoral Organisations shall report periodically to the Board of Directors on their activities.
- **Regional Director:** further development of the powers of the Regional Director:
 - 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) promoting and defending the cooperative values and principles at the regional level;
 - d) 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;
 - e) implementing the regional Strategic Plan and work plans;
 - f) representing, on request, Members' policy concerns to governmental bodies and the public;
 - g) organising meetings of the Regional Assemblies and supporting the elected bodies of the Regions;
 - h) promoting sustainable cooperative development in the Region;
 - i) supervising the financial affairs of the Region;
 - j) 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;
 - k) attending to the public relations of the Region, particularly in connection with communications with third parties;
 - l) reporting regularly on the activities of the Region to the Board of Directors; and

- m) carrying out any other activities as may be requested by the Director General, the Board of Directors or the bodies of the
- **Thematic Committees:** development & clarification of the rules and specifically including the:
 - The President of the Gender Equality Committee
 - The President of the Youth Committee
 - **Working Group(s), Committee(s) and Taskforce(s):** Development and clarification of the rules
 - Procedure of amendment of the Statutes abroad
 - Insertion of a clause on **external representation** of the Association offering more flexibility to ICA:

The Association 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 by two (2) directors acting jointly.

Within the framework of daily management, the Association 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.
 - **Re-allocation of powers** amongst the bodies of ICA:
 - The General Assembly;
 - The Board of Directors;
 - The President;
 - The Vice-Presidents;
 - The Regions/Sectoral Organisations;
 - The Thematic Committees;
 - The President of the Youth Committee;
 - The President of the Gender Equality Committee;
 - The Director-General.
 - **Powers of the Board of Directors:**
 - 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 proposal to the General Assembly of the calculation method for membership fees of Full Members;
 - o) the decision on the calculation method for membership fees of Associate Members;
 - p) the proposal to the General Assembly of the amount of additional contributions under Article 11.11 of these Articles of Association;
 - q) the maintenance of contacts with the statutory auditor of the ICA, including with respect to annual reporting;
 - r) the approval of the draft annual accounts and the draft budget for the approval of the General Assembly;
 - s) decisions on investments, creation of special funds, borrowings, mortgages, sale and purchase of real estate and strategic acquisitions;
 - t) the adoption, amendment and revocation of any internal rules of the Board of Directors;
 - u) 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;
 - v) the decision to amend Article 50.2 of these Articles of Association;
 - w) the adoption of proposals to be submitted to the General Assembly;
 - x) the delegation of responsibilities to the Regions, Sectoral Organisations and Thematic Committees;
 - y) 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;
 - z) decisions to establish, dissolve, determine the working and governance rules of, delegate responsibilities to and oversee the work of Working Groups, Committees and Taskforces.
- **Powers of the General Assembly**
 - 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 and dismissal (ad nutum) of the Directors;
 - c) 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;
 - d) the election and dismissal (ad nutum) of the President;
 - e) 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;
 - f) the approval of the continuation of the suspension of Members;
 - g) the expulsion of Members according to Article 10.10 of these Articles of Association;

- h) if applicable, the appointment and dismissal of a statutory auditor and the determination of the statutory auditor's remuneration;
 - i) the discharge to be given to the Directors and, if applicable, to the statutory auditor;
 - j) the approval of the calculation method for membership fees of Full Members, based upon a proposal of the Board of Directors;
 - k) the approval of the amount of any additional contributions, based upon a proposal of the Board of Directors;
 - l) the decision on the establishment and dissolution or recognition of Regions and Sectoral Organisations;
 - m) 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;
 - n) the decision on the time, venue and themes for Congresses, as defined in Article 17.3 of these Articles of Association;
 - o) the adoption of policies concerning important matters about the future of the ICA and the worldwide cooperative movement;
 - p) the approval of the ICA's global Strategic Plan;
 - q) the approval of the annual accounts and the budget of the ICA;
 - r) the amendment of these Articles of Association;
 - s) the adoption, amendment and revocation of the internal rules of the General Assembly, if any;
 - t) 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
 - u) 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.
- **Powers of the Director-General:**
 - 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 delegation of responsibilities to the global office of the ICA and the oversight of the global office;
 - e) assisting and supporting the President in the policy and organisational leadership of the ICA, together with the Regional Presidents and the Regional Directors;
 - f) the recruitment of new Members;
 - g) reviewing applications for membership and submitting such applications to the Board of Directors;
 - h) submitting resignations from membership to the Board of Directors;
 - i) keeping a register of Members;
 - j) supervising the financial affairs of the ICA;
 - k) recommending to the Board of Directors for the approval of the General Assembly the annual accounts and budget;
 - l) if applicable, the appointment and dismissal of an external accountant and the determination of their remuneration;

- m) 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;
- n) the collection of Membership Data, and, insofar as necessary, the determination of such Membership Data pursuant to Article 11 of these Articles of Association;
- o) determining the invoicing procedure and due date for the payment of membership fees;
- p) in cooperation with the President, the coordination and organisation of meetings of the General Assembly;
- q) in cooperation with the President, the coordination and organisation of meetings of the Board of Directors;
- r) sending convening notices for meetings of the General Assembly and the Board of Directors;
- s) executing the decisions of the Board of Directors;
- t) recommending, for the approval of the Board of Directors, the annual work plan; and
- u) attending to the public relations of the ICA, particularly in connection with communications with third parties.

THE FOLLOWING AMENDMENTS WERE MADE TO AVOID POTENTIAL LITIGATION:

- Procedure of **exclusion of Members** being more protective for the rights of the defence and transfer of these provisions from the Bylaws to the AoA.
- Introduction of a clear procedure of **suspension of Members**
- Development of situations in which a **Member is deemed to resign**:
 - Voluntary/as of right/legal dissolution/liquidation;
 - Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
 - Judicial administration/reorganisation;
 - Merger (only if the concerned Member is the acquired legal entity);
 - Transfer of a universality; and
 - Ceases to satisfy the definition of the membership category it belongs to as set out in Article 7 or Article 8 of these Statutes following a (partial) demerger or transfer of a branch of activity.

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

[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. 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 Paragraph 6.1 (e) i through vi of the present Article 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 Paragraph 6.1 of the present Article.

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, that is either owned and controlled entirely by cooperatives or the majority of whose owners are cooperatives;
 - ii. an institution, not itself a cooperative, that offers training or education programmes in the field of cooperatives or conducts research on cooperatives;
 - iii. an organisation, not itself a cooperative, that promotes, finances or offers technical assistance to cooperatives and the cooperative movement; or
 - iv. a government or state agency with a mandate of relevance to cooperatives.

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 Paragraph 7.2 of the present Article 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 membership rights, provided that they each pay membership fees and that they each meet the eligibility criteria listed in Paragraph 7.1 of the present Article.

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 Paragraph 10.2 of the present Article 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, 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. 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 Paragraph 10.8 of the present Article 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 Paragraph 10.10 of the present Article 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 Paragraphs 10.10 through 10.13 of the present Article 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 to membership.

Article 11. Membership fees

11.1 Each Full Member shall pay annual membership fees, calculated in accordance with the fee calculation method for Full Members proposed by the Board of Directors and approved by the General Assembly from time to time. 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 relative to the size of other Full Members. 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 shall 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; and
- (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 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 Paragraph, and not from the periodic membership fee indexation provided for in Paragraph 11.10 of this Article, shall be phased in over a number of years determined from time to time by the Board of Directors.

11.2 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.

11.3 No 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 Paragraph 11.10 of this Article.

11.4 No 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 Paragraph 11.10 of this Article.

11.5 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.

11.6 Without prejudice to 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.

11.7 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.

11.8 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.

11.9 The Director General shall decide on the invoicing procedure and the time permitted for payment of membership fees.

11.10 The membership fees may be subject to periodic indexation. The amount of the indexation shall be decided by the Board of Directors.

11.11 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 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 shall be the following:

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

(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 Paragraph 15.2 of the present Article, 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 who is not necessarily a Member, 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 2723.11 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 Paragraph 18.1 of the present Article, 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. 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 Paragraph 20.3 of the present Article.

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 this Paragraph, 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, 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 31 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 Paragraph 23.3 of the present Article 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 General Assembly shall elect the At-large Directors. The term of office of the At-large Directors is four (4) years, indefinitely renewable. 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 Paragraph 23.4 of the present Article, 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 20.3 and 20.4 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 Paragraph 23.9 (a) of the present Article:
 - 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; or
- (f) 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 Paragraph of the present Article, the mandate of any Director who does not comply with the criterion set out in Paragraph 23.5, (b) of the present Article 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. 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 11.11 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, Committees and Taskforces.

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

24.6 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. 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 Paragraph 28.3 of the present Article. 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 Paragraphs (c), (k), (l), (m) and (s) of Article 24.2 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, 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.

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 Paragraphs ii, iii, iv and v of Article 23.3 (a) 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 Paragraph 31.1 of the present Article.

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 Paragraphs 31.2 and 31.3 of the present Article, 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:

- (i) upon the President's death or incapacity;
- (ii) if the President ceases to be a Representative of a Full Member;
- (iii) if the Full Member for whom the President is the Representative ceases, for whatever reason, to be a Full Member;
- (iv) 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;
- (v) if the Full Member for whom the President is the Representative has substantially modified its activities; or
- (vi) 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) approving agendas for meetings of the Board of Directors, on the advice of the Director General;
- (d) 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;
- (e) chairing meetings of the General Assembly and the Board of Directors;
- (f) signing the minutes of meetings of the General Assembly and the Board of Directors; and
- (g) 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 Paragraph, 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, taskforces 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; and
- (c) 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 Director 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) promoting and defending the cooperative values and principles at the regional level;
- (d) 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;
- (e) implementing the regional Strategic Plan and work plans;
- (f) representing, on request, Members' policy concerns to governmental bodies and the public;
- (g) organising meetings of the Regional Assemblies and supporting the elected bodies of the Regions;
- (h) promoting sustainable cooperative development in the Region;
- (i) supervising the financial affairs of the Region;
- (j) 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;
- (k) attending to the public relations of the Region, particularly in connection with communications with third parties;
- (l) reporting regularly on the activities of the Region to the Board of Directors; and
- (m) 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);
- (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 Denzel 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, COMMITTEES AND TASKFORCES

Article 45. Working Groups, Committees and Taskforces

45.1 The Board of Directors may establish, dissolve and delegate responsibilities to one or more Working Groups, Committees and Taskforces. The Working Groups, Committees and Taskforces 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, Committees and Taskforces.

45.2 The Working Groups, Committees and Taskforces 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, Committees and Taskforces 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, Committees and Taskforces may invite one or more third parties to attend without voting rights one or more meetings or parts of meetings of the Working Groups, Committees and Taskforces.

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 Paragraph 46.2 of the present Article, 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 Paragraph, 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 delegation of responsibilities to the global office of the ICA and the oversight of the global office;
- (e) assisting and supporting the President in the policy and organisational leadership of the ICA, together with the Regional Presidents and the Regional Directors;
- (f) the recruitment of new Members;
- (g) reviewing applications for membership and submitting such applications to the Board of Directors;
- (h) submitting resignations from membership to the Board of Directors;
- (i) keeping a register of Members;
- (j) supervising the financial affairs of the ICA;
- (k) recommending to the Board of Directors for the approval of the General Assembly the annual accounts and budget;
- (l) if applicable, the appointment and dismissal of an external accountant and the determination of their remuneration;
- (m) 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;
- (n) the collection of Membership Data, and, insofar as necessary, the determination of such Membership Data pursuant to Article 11 of these Articles of Association;
- (o) determining the invoicing procedure and due date for the payment of membership fees;
- (p) in cooperation with the President, the coordination and organisation of meetings of the General Assembly;
- (q) in cooperation with the President, the coordination and organisation of meetings of the Board of Directors;
- (r) sending convening notices for meetings of the General Assembly and the Board of Directors;
- (s) executing the decisions of the Board of Directors;
- (t) recommending, for the approval of the Board of Directors, the annual work plan; and
- (u) attending to the public relations of the ICA, particularly in connection with communications with third parties.

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, adopted on June 28, 2023.

50.3 The General Assembly can validly decide on amendments to the internal rules referred to under Paragraph 50.2 (a) of the present Article 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 the higher of ten (10) Full Members, acting jointly, or five per cent (5%) of the Full Members, acting jointly. 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 Paragraph 54.1 of the present Article, 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 Paragraph 54.1 or Paragraph 54.2 of the present Article, 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 Paragraph 54.1 of the present Article, 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 Paragraph 55.1 of the present Article. 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.

Article 62. Transitory provisions

62.1 The new rules regarding the composition of the Board of Directors shall enter into force as from the meeting of the Extraordinary General Assembly of June 28, 2023, without retroactive effect.

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.



APPROVAL OF CHANGE OF THE NAME TO “INTERNATIONAL COOPERATIVE ALLIANCE”, AND CONSEQUENT MODIFICATION OF ARTICLE 1 OF THE ARTICLES OF ASSOCIATION

ABSTAIN	
AGAINST	
FOR	



APPROVAL AND ADOPTION OF A NEW COORDINATED TEXT OF THE ARTICLES OF ASSOCIATION, INCLUDING THE AMENDMENT OF THE PURPOSE AND OBJECT

ABSTAIN	
AGAINST	
FOR	



APPROVAL OF ENTRY INTO FORCE OF THE NEW AND COORDINATED TEXT OF THE ARTICLES OF ASSOCIATION

ABSTAIN	
AGAINST	
FOR	



APPROVAL OF DELEGATION OF POWERS TO COMPLETE THE REQUIRED ADMINISTRATIVE AND PUBLICATION FORMALITIES RELATED TO THE ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

ABSTAIN	
AGAINST	
FOR	

--- The official version of the text of the ICA General Assembly Official Meeting Documentation is the English version, with the following exceptions:

- 1. The new Articles of Association in which case the official version is the French version.*
- 2. The Audited Accounts in which case the official version is the French version.*

Complimentary translations are provided in English, French and Spanish as applicable. All language versions of the official meeting documentation are available at <https://www.ica.coop/en/events/ica-general-assembly-2023>. ---



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