



## Standing Orders

### Procedures for Hybrid Assemblies

These Standing Orders are for when the ICA holds a hybrid General Assembly when representatives are present physically and participate through technical means. This situation occurs mainly for purposes of convening between 1 April and 30 June, to approve the annual accounts for the previous financial year, the budget for the current year and to vote on discharging members of the Board and the auditor, if applicable. The Standing Orders for regular General Assemblies are separate.

- I. Preparation of Electronic Voting System
  - a. The Global Office staff will draft the questions in English, French and Spanish.
  - b. Express instructions and adequate advance training and testing will be provided virtually to members through webinars or other means.
  - c. Voting Surveyors will be nominated by the ICA Board. These Voting Surveyors will be given access to monitor the voting in the back-end.
- II. Access to Electronic Voting System
  - a. Certification of Representative(s)
    - i. The representatives who have the right to vote will need to be certified by an ICA member. ICA members will receive a vote designation form along with the official meeting documentation 30 days before the Assembly. This form will allow them to certify their representative(s) or designate their proxy holders. This form asks members to provide how many votes each representative or proxy holder will be entitled to based on the voting entitlement of each member organisation, calculated according to the ICA Bylaws.
    - ii. Members who are not present will have the following options for voting:
      1. Give their votes to a representative (proxy holder) who will be physically present at the Assembly who will vote during the Assembly, [this does not apply for 2020<sup>1</sup>]
      2. Participate in the Assembly virtually and vote electronically during the Assembly, or
      3. Lodge their proxies electronically on the resolutions prior to the Assembly.
    - iii. The vote designation form will provide the information necessary for the attendance sheet.
    - iv. The vote designation form must reach the ICA at least 24 hours prior to voting in order to allow the secretariat time to process the form

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<sup>1</sup> The Belgian Government, due to the COVID-19 pandemic, amended the procedures, method and timeline for General Assemblies for 2020. The Belgian government approved delaying the requirement to hold the annual General Assembly by the end of June for administrative purposes for an additional 10 weeks and also approved holding the General Assemblies 100 percent online. The government of Belgium also removed the requirement for the physical presence of the Bureau.

and generate the unique access codes to participate.

- v. The ICA Bylaws stipulate that payments must be made 45 days before the Assembly in order to vote. For Assemblies that are taking place before the end of June in order to approve the audited accounts as per Belgian law, payment 5 days before the Assembly will be accepted in order to vote, except in the case of new members where their admittance would lead to a re-calculation of the voting rights of current members in the country.

b. Voting

- i. Representatives who are not present and are voting online themselves by proxy will be able to login to lodge their proxies on the resolutions before the Assembly starts, at a period of time as approved by the ICA Board.
- ii. Instructions on how to access the electronic voting system and an access code will be securely emailed to each representative prior to the start of the Assembly. Instructions on how to access the Assembly will also be sent to each representative if they are participating virtually.
- iii. The access code of each representative will have coded into it the number of ballots equal to the number of votes they are permitted to cast. Representatives holding more than one vote are permitted to split their votes.
- iv. According to the ICA Bylaws (Article 29), *An attendance list is kept for each General Assembly. Members or their proxy holders have to sign this list before they attend the Assembly, mentioning their surname, first name and address, or, in the case of legal persons, their name, legal form, registered office and registration number in accordance with existing legislation and/or regulations.* This regulation will be fulfilled electronically by asking the voter to "sign the form". The ICA will ask the voter to confirm their name, organisation name, address, etc. that they already sent to the ICA on the vote designation form, then click on "sign the form" to sign it electronically. These details would be stored and printed into one attendance list as required by Belgian law.

III. Voting Surveyors & Reporting

- a. Once the Assembly has begun, the final number of ballots which were distributed virtually will be communicated to the voting surveyors and ICA President.
- b. The Director General will report on the results of the Assembly, providing the following statistics:
  - i. number of votes out of the total eligible votes and the resulting quorum reached,
  - ii. number of members represented out of the total number of members eligible to vote, and
  - iii. number of voters.

Important regulations to remember:

- c. *Articles of Association, article 24, new paragraph 2:* Members are considered to be present and participating in the General Assembly if they are physically present, or represented, and if they participate in the General Assembly by technical means of communication, authorised by the Board. Remote participants participate in the meeting to the same degree as physically present participants. The Board decides whether or not to authorise such remote presence at each meeting and specifies the technical conditions for such remote presence in the convocation notice.
- d. ICA ByLaws, Article 29: The President appoints a secretary, who is not necessarily a member. The General Assembly appoints two voting surveyors. The President or his

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.

Each member who has voting rights can attend the meeting by proxy. Proxies can be given in writing or by fax and must be deposited at the bureau of the General Assembly. The Board has the power to determine the form of proxies and request their deposit five days before the General Assembly at a place determined by the Board. Legal entities and natural persons declared incompetent are validly represented by their statutory or legal representative.

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- e. ICA ByLaws, Article 28: Members have the right to entrust votes to one or more representatives from the same country, provided that no physical person holds more than twelve votes.