

# Standing Orders for the Semi-Virtual General Assembly 2021

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These Standing Orders (rules for General Assemblies) are for when the ICA holds a semi-virtual 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 board elections are separate.

## Belgian Legislation

The Belgian Company and Association Code (CAC) adopted in 2019 has been revised (publication in the Moniteur Belge of 24 December 2020) with new measures, some of which are temporary to help companies and associations to deal with the disruption caused by Covid-19 restrictions, others of which are permanent. Permanent measures include:

- The possibility for associations to hold their General Assembly using digital communication means arranged by the association even if this is not specified in their statutes. The decision to hold a General Assembly using such means should be taken by the Board along with the procedures of such a General Assembly.
- Such General Assemblies will need to be organised in a way that enable members to participate in the General Assembly at a distance and to ask questions. How this is organised will need to be specified in the calling notice.
- In order to prove the validity of the General Assembly, in case of complaints, we need to be able to **prove the identity of the members attending the General Assembly** and their capacity to represent their organizations. When the members join the General Assembly, we should be able to identify them with their full name and allow them to vote. The observers will not be authorized to vote. It is important to distinguish between these categories of participants to the GA.
- Members must be able to participate. The members shall take notice of the discussions in a direct, simultaneous, and continuous way. We need to guarantee that the members can participate in the deliberations and to ask questions and that the members are able to vote on each item on the agenda.
- The **convocation notice** must include a clear and specific description of the processes regarding the remote participation. The description of the process also must be made available on the ICA website.

- Only the members, directors and the statutory auditor can virtually participate to the general assembly; the members of the **bureau** can only physically participate to the General Assembly.<sup>1</sup> Consequently, strictly speaking the virtual general assembly is in fact a semi-virtual general assembly.
- It is possible to organise General Assemblies through unanimous **written procedure** with voting, except for the modification of the Articles of Association. Nevertheless, the usefulness of this procedure is limited, in particular for associations having many members, in that it will require the prior written consent of all members of the General Assembly to proceed in this way.
- As a temporary measure until 30 June 2021: it will be possible, on the basis of a decision of the Board, to hold General Assemblies at a distance even where it is not possible for the association to organise the active participation of all members by digital means.
- The new Act also introduces the possibility to set up a statutory advance **upfront voting mechanism** for the members, whereby the members can cast their vote before the general assembly takes place. This mechanism can however only be applied if it is foreseen in the articles of association, which is not the case for the ICA. Associations will need to be able to check the identity and authority of participants and of those who vote beforehand in writing. Therefore, the ICA can only accept proxies in advance. A notary public is only required if we amend our articles of association. We would hold a hybrid General Assembly in the notary's office with the physical presence of the bureau.

## ICA Semi-Virtual General Assembly Standing Orders 2021

- I. Certification of Representative(s)
  - a. The representatives who have the right to vote will need to be certified by an ICA member. ICA members will receive a registration 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. One unique email per representative will be required for access.
  - b. Members will have the following options for voting:
    1. Participate in the Assembly virtually and vote electronically during the Assembly. Each representative will be given their own access to participate during the General Assembly and vote electronically, or

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<sup>1</sup> At minimum, the President must be physically present. Therefore, the physical presence requirement will be fulfilled where the ICA President is located, which will be at the headquarters of Confederación Cooperativa de la República Argentina Ltda. (COOPERAR) in Argentina. All other ICA members and members of the bureau will participate virtually.

2. Give their votes to a representative (proxy holder) who will be virtually present at the Assembly who will vote electronically.
  - c. 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 and generate the unique access codes to participate and vote.
  - d. Article 29 of the ICA Bylaws stipulate that “members who have not paid all subscriptions due at least forty-five days prior to the General Assembly are not eligible to vote”. For General 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 General 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.
- II. Electronic Voting System
- a. The Global Office staff will draft the questions in English, French and Spanish.
  - b. Express instructions on how to access the electronic voting system and an access code will be emailed to each representative prior to the start of the Assembly.
  - c. The electronic voting system will have coded into it the number of ballots equal to the number of votes each representative is permitted to cast.
  - d. The details on which members voted during the Assembly will be downloaded and printed as proof of attendance.
- III. Participation in the online General Assembly
- a. ICA members will be able to participate virtually in the Assembly.
  - b. A personal access link along with instructions on how to access the General Assembly will be emailed to each representative. It is not permissible to share the access link.
  - c. Express instructions and adequate advance training will be provided virtually to members and in written form.
  - d. 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.*”
  - e. Each attendee will need to properly identify themselves using their full name and unique email, and only once staff can properly identify them from the list of approved attendees, will they be given access to the Assembly.
- IV. Voting Surveyors & Reporting
- a. Voting Surveyors will be nominated by the ICA Board. These Voting Surveyors will be given access to monitor the voting in the back-end.
  - b. Once the Assembly has begun, the number of registrants and the number of votes the registrants have will be communicated to the voting surveyors and ICA

President. The final number of actual attendees and their number of votes will be communicated following the Assembly.

- c. The Director General will report on the results of the Assembly in the minutes, providing the following statistics:
  - number of votes out of the total eligible votes and the resulting quorum reached,
  - number of members represented out of the total number of members eligible to vote, and
  - number of voters.
- V. Observers
  - a. Staff and interpreters will be eligible to attend the General Assembly without the right to participate.
  - b. All other observers, including those from ICA Associate Members will be given a web link to be able to view a live streaming of the Assembly in English but will not be given access to participate.

## Reference: ICA Regulations

Below is reference to applicable regulations in the ICA Articles of Association and Bylaws. The Articles of Association and Bylaws are available here: <https://www.ica.coop/en/about-us/our-structure/alliance-rules-and-laws>. When there is a difference between the Belgian Regulations and ICA Articles of Association and Bylaws, the Belgian regulations must be followed.

**Articles of Association, article 24:** 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.

**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.

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.

**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.