



International  
Co-operative  
Alliance

Official Meeting Documentation

# Extraordinary General Assembly

16 December 2019  
Brussels, Belgium



## About & Agenda

Belgian law stipulates that amendments to the powers and the decision-making methods of the General Assembly of the International Cooperative Alliance (ICA) require a notarial deed. According to section 50, third paragraph of the Act of 27 June 1921 on Act on non-profit making associations, non-profit making international associations and foundations, amendments which touch upon the powers and the decision-making methods of an AISBL's General Assembly, require a notarial deed (“acte authentique” / “authentieke akte”).

On 17 October 2019, ICA's annual General Assembly was held in Kigali, Rwanda. The General Assembly discussed proposed changes to the Articles of Association that touch upon the decision-making methods of the ICA, specifically the dates of the General Assembly and the option to hold virtual General Assemblies (reference approved amendments on page 2 of this meeting documentation). The adoption of the changes has to be acted before a Belgian notary to satisfy the requirement of section 50 of the Act of 27 June 1921.

Since it was not possible to get a Belgian notarial deed during the General Assembly, the ICA will hold an Extraordinary General Assembly at the office of the notary on 16 December 2019 in Brussels. The General Assembly members will provide Mr. Roelants (Director-General) with proxies that Mr. Roelants, as single proxyholder, will use before the notary in Belgium, during the formal Extraordinary General Assembly on 16 December in Brussels.

This proposed solution for Mr Bruno Roelants to be the single proxyholder is compatible with the [ICA Articles of Association and the Bylaws](#). According to Article 25 of ICA's Articles of Association and Article 28 of the ICA Bylaws, no country can hold more than 25 votes and no individual Member can hold more than 12 votes. However, the proxies will be given to the Director-General, who is not a Member (article 26 of the Bylaws). Neither the Articles of Association nor the Bylaws limit the number of proxies, and consequently the votes held by the Director-General. Therefore, the single proxyholder is a valid solution.

Given that 2/3 of the eligible voting members were not represented directly at the General Assembly, it is necessary to ask all members to send proxy forms to the Director-General by post, because the original is necessary.

Please duly fill and sign the proxy form which was emailed to you and return it to the ICA at the following address:

Véronique Bénet  
Accounting Manager  
Alliance Coopérative Internationale - AISBL  
Avenue Milcamps 105  
1030 Brussels  
Belgium  
Telephone: +32 (0) 2 743 10 31

Please do not hesitate to email Gretchen Hacquard, Director of Membership, at [hacquard@ica.coop](mailto:hacquard@ica.coop) should you have any questions.

## Amendments to the ICA Articles of Association regarding ICA General Assemblies

A new law in Belgium requires all associations to approve their annual accounts within six months of the financial year. Therefore, the ICA will need to approve their annual accounts by 30 June starting in 2020, unless the ICA wishes to change the accounting period, which would be complex. The following modifications to ICA's Articles of Association were presented and unanimously approved at the ICA General Assembly held on 17 October 2019 in Kigali, Rwanda.

The first modification was to change the timeline of the required General Assemblies. The second modification was to ensure that it would be possible for the General Assemblies to be held virtually.

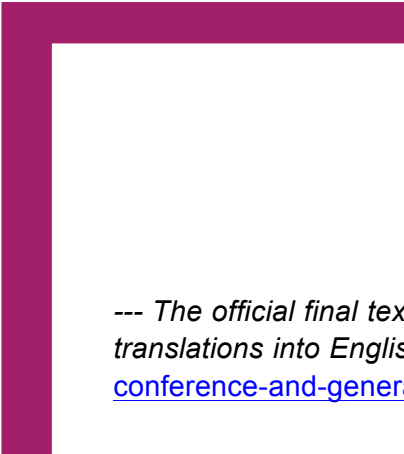
### Ordinary General Meeting (Articles of Association, article 22, paragraph 2)

CURRENT	NEW
The General Assembly is convened at least once each year, between <del>1 September and 30 November</del> , to approve the annual accounts of the past financial year and to vote the discharge of the members of the Board and, if applicable, the statutory auditor;	The General Assembly convenes at least once a year, between <u>1 April and 30 June</u> , 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.

### Virtual Assembly (Articles of Association, article 24, new paragraph 2)

CURRENT	NEW
The General Assembly deliberates validly, irrespective of the number of members present or represented, save where the articles of association request a specific quorum.	The General Assembly deliberates validly, irrespective of the number of members present or represented, save where the articles of association request a specific quorum.  <u>Members are considered to be present and participating in the General Meeting if they are physically present, or represented, and if they participate in the General Meeting 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.</u>

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--- The official final text of this meeting documentation is the French version. Complimentary translations into English and Spanish have been provided at <https://www.ica.coop/en/global-conference-and-general-assembly/2019-extraordinary-general-assembly>. ---



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