

OFFICIAL MEETING DOCUMENTATION



# ICA EXTRAORDINARY GENERAL ASSEMBLY 2012: BLUEPRINT FOR A CO-OPERATIVE DECADE

**31 October 2012**

Exchange Auditorium, Manchester Central  
Manchester, United Kingdom

INTERNATIONAL  
CO-OPERATIVE  
ALLIANCE



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# AGENDA

ICA EXTRAORDINARY GENERAL ASSEMBLY  
31 OCTOBER 2012

ICA EXTRAORDINARY GENERAL ASSEMBLY 2012

TIME	TOPIC	SPEAKER
<b>13.00</b>	Opening	Dame Pauline Green, President
	Approval of the Agenda	
	Approval of the General Assembly Minutes	
	Orientation to Voting Procedures	
<b>13.15</b>	Election to fill Board vacancy	Paul Hazen, Chair of the Elections Committee
<b>13.45</b>	Report on the Resolutions approved at Extraordinary General Assembly in Rome 2008	Charles Gould, Director-General
<b>14.00</b>	Blueprint for a Co-operative Decade	Dame Pauline Green, Chair of the Planning Work Group
<b>15.15</b>	ICA legal form in Belgium and Dissolution of ICA as Swiss association	Charles Gould, Director-General
<b>16.05</b>	Membership subscriptions formula and categories review	Dame Pauline Green, Chair of the Planning Work Group
<b>16.50</b>	Report from the Principles Work Group - Amendment to Statutes	Mervyn Wilson, Principles Work Group
<b>17.20</b>	Proposal for restructuring of Thematic Committees - Amendment to Byelaws	Felice Scalvini, ICA Governance Committee
<b>17.50</b>	Approval of revisions to ICA Americas Regional Rules	Ramon Imperial Zuniga, ICA Americas President
	Invitation to next General Assembly	
<b>18.00</b>	Closing	Dame Pauline Green, President

# DRAFT MINUTES: ICA GENERAL ASSEMBLY

18 NOVEMBER 2011 – CANCUN, MEXICO

ICA EXTRAORDINARY GENERAL ASSEMBLY 2012

*Members wishing to make amendments to the Minutes should send their proposed changes in writing to the ICA Director-General, Mr Charles Gould, before 24 October 2012. Email: [gould@ica.coop](mailto:gould@ica.coop) or Fax + 32 2 743 10 39.*

In accordance with Article 15 of the ICA Statutes, the Ordinary General Assembly of ICA has been held in Cancun on November 18, 2011.

## **1. OPENING AND WELCOME**

Dame Pauline Green welcomed all members and called the session at 2:30 pm. She stressed that the amount of participants has been a record this year with more than 2.000 attendees from more than 300 organisations in 78 countries among which almost 30% are women.

Dame Pauline introduced the individuals on the podium:

- . Charles Gould, the "new" Director-General
- . Paul Hazen, Chair of the Elections Committee
- . Kathy Bardswick, Chair of the Audit & Risk Control Committee
- . Stanley Muchiri, President for Africa
- . Ramon Imperial, President for the Americas, and
- . Felice Scalvini, Co-president for Co-operatives Europe

Dame Pauline explained that Mr Li Chunsheng, President for Asia and the Pacific, had an accident the night before and therefore could not attend the General Assembly.

Dame Pauline reminded that there was a new voting procedure this year and asked Mr Hazen to describe the process to the audience.

## 2. ORIENTATION TO VOTING PROCEDURES

Mr Hazen explained the voting procedure and asked two questions to test the system. No question was raised after the demonstration.

## 3. APPROVAL OF THE AGENDA

Dame Pauline explained that for schedule matters, changes to the agenda have been asked:

- Resolution 4 has been moved to first place,
- The Director-General report has been moved prior to his ratification.

As there were no objections to these changes, Dame Pauline asked members to vote the approval of the agenda.

The Agenda was approved by acclamation.

## 4. APPROVAL OF THE GENERAL ASSEMBLY MINUTES

The minutes of the previous General Assembly were approved by acclamation.

## 5. PRESENTATION OF CANDIDATES

Dame Pauline stated that there were two openings on the ICA Global Board and reminded that the first opening resulted from the tragic death of Mr Surinder Kumar Jakhar, the representative from IFFCO in India. The other vacancy resulted when Mr Scalvini was elected to be a Co-president of Co-operatives Europe, and therefore moved to fill that open position on the ICA Board. Since he was already on the ICA Board in an at-large position, that has opened another vacancy. The ICA Board used its authority to second a member to fill that vacancy, until this General Assembly, by selecting Mr Janusz Paszkowski (Poland), who was standing for one of the two positions. Also standing for election were:

- . Mr Albolhasan Khalili (Iran)
- . Mr Bandupala Ranawake (Sri Lanka)
- . Mr Gowda has decided to withdraw for personal reasons.

Dame Pauline informed that the Elections Committee has set a time limit of two minutes for each of the candidates to say a few words about themselves with additional time allowed for subsequent interpretation when necessary.

The candidates were called in alphabetical order

Mr. Khalili, Mr Paszkowski and Mr Ranawake spoke for two minutes.

## 6. RATIFICATION OF ICA VICE-PRESIDENT FOR EUROPE

Dame Pauline presented Mr Felice Scalvini, and reminded that the ICA Statutes provide that the General Assembly ratifies the election of the ICA Global Vice Presidents, who are the regional presidents. She asked members to ratify his election as ICA Vice-President for Europe.

Mr Felice Scalvini's election as ICA Vice-President for Europe was ratified by acclamation.

## 7. ELECTION OF BOARD MEMBERS

Dame Pauline asked the members to vote for two candidates to the Board.

Results:	Votes	Percentage
Mr Albolhassan Khalili (Iran)	336	34.15%
Mr Janusz Paszkowski (Poland)	368	37.40%
Mr Bandupala Ranawake (Sri Lanka)	280	28.46%
Totals	984	100.00%

Mr Albolhassan Khalili and Mr Janusz Paszkowski were elected Board Members.

## 8. RECOGNITION OF MR SURINDER KUMAR JAKHAR

Dame Pauline paid tribute to Mr Surinder Kumar Jakhar and asked a minute of silence in his memory and the memory of all other members of the movement who passed away these last two years.

## 9. RATIFICATION OF SECTORAL ORGANISATIONS ELECTIONS

Dame Pauline reminded the reasons of such ratification:

During the General Assembly in Rome in 2008, members adopted a resolution directing the Board to review ICA's global sectoral organisations. The Board has done that and has determined that the sectoral organisations

are an important component of ICA's structure and of our relevance to members. She also stated that extensive discussions with the sectors occurred as a consequence of wanting to ensure that they are representative and that members actually engage in them. Dame Pauline then reminded that the subscription formula adopted in Rome eliminated the prior practice of charging separate subscriptions to participate in our sectoral organisations, and so there is not that barrier to member participation.

As a result of those discussions, the sectors will have been seen much more visible in this year's conference. They planned and conducted a majority of the concurrent sessions.

The Board also advised the sectors that it would work together with them to build greater member engagement. It has been agreed that the number of members active in each sectoral area would be determined, and that would be their potential field of members. When they hold elections for their directors, if less than 50% of the eligible field participates in the election, then the General Assembly would be asked to ratify those elections, in order to ensure legitimacy; and the General Assembly will be asked to ratify the election of every sectoral organisation president, regardless of the percentage of member participation, as it is done for the regional presidents.

Jean-Louis Bancel has been re-elected President of the ICBA. Mr Bancel was fully confirmed by acclamation. Anne Santamäki has been re-elected President of the CCW. Ms Santamäki was fully confirmed by acclamation. Manuel Mariscal Sigüenza has been elected President of the CICOPA. Mr Sigüenza was fully confirmed by acclamation.

Gabor Cosma and Ikuhiro Hattori were elected as Vice-President and Executive member of ICFO respectively. This election was ratified by acclamation.

## **10. DIRECTOR-GENERAL'S REPORT**

Dame Pauline reminded that the previous Director-General, Iain Macdonald, retired from that position as of 31 August 2010. She thanked Mr Macdonald for the excellent work he did for eight years.

Dame Pauline explained that the ICA Board undertook an extensive search process, using the services of a professional search firm, and ultimately appointed Charles Gould to the position of Director-General, who took office 1 September 2010. She then stressed that the ICA Statutes call for the General Assembly to ratify the appointment.

Dame Pauline asked Charles Gould to provide a short report.

Charles Gould gave his report:

*« When I took up this post last September, I reviewed a lot of documents and talked with the Board and listened to members and came to appreciate the significant changes that ICA's members have set in place these past few years:*

- The 20+ resolutions adopted in Rome in 2008,*
- The new subscription formula*
- The strengthening of the regional structure*

*And it was clear that members and the Board were expecting ICA's management to now respond to this new direction. Of course, much of that change had begun before I arrived on the scene and it has been a pleasure to follow Iain MacDonald in this post.*

*Links to the ICA annual reports for 2009 and 2010 were included in the materials distributed to you in advance of this Assembly as has been our practice. I cannot take credit for that work.*

*What remains now for management is to ensure that we capitalize on the incredible potential that this economic and political environment has thrust before us and on the tremendous opening that the IYC offers and that we be certain that this co-operative year unfolds into a co-operative decade.*

*Management and the Board have taken a number of key decisions to ensure that ICA is ready for the opportunity we have.*

*In addition to preparing for the opportunities, a number of changes that members have adopted have altered the business model of ICA, subscriptions are now consolidated, regional percentage allocations have increased. This created a difficult transition period for ICA Globally and required a realignment of our expenses with our revenues. In December 2010, the Board agreed a restructuring plan for ICA. The creation of such a plan was included in the 2008 Rome resolutions, and the Board was clear in its need for such a plan in short order when I was recruited.*

*At its core is an integrated senior leadership team: Regional Directors plus Director-General. Recognising that ICA has invested in this structure and that it is to our benefit to take full advantage of it together this team makes management decisions for ICA globally:*

- Manuel Mariño
- Chan-ho Choi
- Klaus Niederlander
- Mutua Waema

A second component of the restructuring is a dispersed global support team, with staff located where they can be most effective, and where they are closer to members.

Among the new positions is Betsy, Dribben, Director of Policy, who began in July and is located in Washington DC. Betsy works closely with UN HQ and with the World Bank in particular. We have a focused political agenda:

- 1) Diversify the global economy
- 2) Promote the co-operative model equal to the shareholder model
- 3) Recognise the unique nature of co-operatives in the legal and financial framework

Also new this year is Nicola Kelly, Director of Communications, who began in the UK in September, following a secondment with us. She is focused this year on our public awareness campaign for the IYC, which you have heard so much about at this conference.

With this shift to a distributed global team—strategically placed, virtually connected, streamlined, and cost-effective—with the shift of our policy center to UN HQ and the World Bank and the shift of our communications center to the UK with its more ready access to global media, we then re-examined the location of Geneva, Switzerland for the ICA global office.

ICA has been sited there for the past 30 years and was in London for 85 years prior to that. Geneva no longer has the same strategic attraction it did in 1982, when ICA was seeking a politically neutral location and when the ILO relationship dominated our political agenda.

Today, as ICA seeks to be more relevant to our members' business needs, as we seek to be more dynamic we would benefit from an entrepreneurial environment and a less costly environment. After review and deliberation, the ICA Board determined to establish an administrative office for ICA in Brussels at the end of this year.

I have mentioned why there is no longer a compelling reason to remain in Geneva. There were a number of workable alternative cities. The reason for Brussels is that it has a strong business climate, is already frequently visited by members from around the world, and provides us with the opportunity to co-locate with ICA Europe / Co-operatives Europe, which offers strategic and financial advantages.

A separate question is whether ICA should re-establish itself as a Belgian organization. Later today, the members will be asked to open a consultative process to determine whether ICA should establish itself as a co-operative under Belgian law. This is in response to one of the 2008 resolutions, directing ICA to examine whether we should establish ourselves as a co-operative. We have reviewed Belgian law, have determined that a co-operative structure is possible for ICA in Belgium, and we have drafted Articles & Bylaws for such a co-operative.

Rather than rush that question through, however, the Board is proposing to engage in a consultative process with members over the following year to consider that, and then to decide at a special Assembly in Manchester at the close of the IYC. You will hear that resolution later this afternoon.

These changes, this preparation for the future, were not possible without considerable pain, and we have lost some long-time staff who served the organization over many years. But if we are to be relevant to members, if we are to be not only guardians of the past, but leaders of the future, we have to realign our structure to meet today's needs and the needs of the future. The future is bright for the co-operative movement and it is correspondingly bright for ICA.

I can report today that we have a record number of members: 267, from 97 countries. We have seen a 15% net increase in new members since our last General Assembly. We expect this increase in representativeness of ICA to continue. Even with this, however, we will need further diversification of revenue in order to fulfil the aggressive vision we have.

We are currently exploring with the Board potential entrepreneurial opportunities that are aligned with our mission and strategies and that would help to decrease our dependency on member subscriptions.

I want to close this short report, on this busy day, by expressing my appreciation to the ICA global team who have worked unbelievably hard this year to prepare for the IYC and for its launch at this conference; and second by thanking the Board and the members for this opportunity to be part of ICA at what is one of the most promising times in its long and distinguished history. »

Dame Pauline asked for any questions or comments and as there were none, asked for a vote to approve the report. The report was approved by acclamation.

## 11. RATIFICATION OF DIRECTOR-GENERAL

Dame Pauline asked members for a vote on ratification. Mr Charles Gould's appointment was ratified by acclamation.

## 12. FINANCIAL REPORT AND APPROVAL OF ICA ACCOUNTS 2009-2010

Dame Pauline asked Kathy Bardswick, Chair of the Audit & Risk Control Committee, to present the financial report for ICA.

Kathy Bardswick stated in her report that ICA's revenue are not increasing and that the 2010 statement shows a deficit. Some of this deficit results from the transition period due to the new subscription formula. In addition, management has undertaken a staff restructuring, as the Director-General reported, and so the position is now stronger than the 2010 statements reflect. Nevertheless, the need for new income is obvious. She reminded that the financial accounts have been audited for the past two years by an independent firm.

Dame Pauline asked for any questions or comments and as there were none, asked for a vote to approve the report. The report was approved by acclamation

## 13. APPROVAL OF ICA REGIONAL RULES

Dame Pauline reminded that under the ICA's statutes, it is the responsibility of the General Assembly to approve the ICA Regional rules. Rules from 3 regions were to be approved which were approved by the regional assemblies to conform to ICA's statutes.

Rules of ICA Africa: the Rules were approved by acclamation.

Rules of ICA Asia-Pacific: the Rules were approved by acclamation.

Rules of Cooperatives Europe: the Rules were approved by acclamation.

Dame Pauline reminded that the rules of ICA Americas have been approved during the last General Assembly.

## 14. RESOLUTIONS

Dame Pauline stated that three resolutions arrived after the deadline, but all of them have very serious implications for the relationship between members. She explained that these resolutions could not be discussed at this GA, but that the Board definitely does not want to ignore them and is considering them very seriously but that there was not time to add them to this year's agenda as they all are very complex. The Board should grant them the analysis and discussion they deserve, which cannot be done in a hurry. Therefore, these resolutions will be submitted to the Governance Committee for advice prior to be submitted to the board. If the Board approves them, they will be added to the next General Assembly's agenda.

### Resolution 1: Admission of Mutuals to Membership

Moved by: Jean-Louis Bancel – President, International Co-operative Banking Association

Seconded by: Paul Hazen – President and CEO, National Cooperative Business Association

Text:

**WHEREAS**, the General Assembly at its Extraordinary Session in Rome in 2008 adopted a resolution calling for the establishment of "an ad-hoc working group consisting of appropriate representatives" to "submit to the ICA Board, for final adoption by ICA General Assembly, recommendations on whether ICA should accept mutual organisations of various sectors as members"; and

**WHEREAS**, the ICA Board did establish a Mutuals Working Group, which has reviewed the matter and provided a recommendation to the Board; and

**WHEREAS**, the Mutuals Working Group acknowledged the existing membership of mutual organisations among ICA members; and

**WHEREAS**, the Mutuals Working Group believes the encouragement of appropriate mutual organisations within ICA membership would strengthen the representation and solidarity of organisations that adhere to co-operative principles;

Therefore, the Mutuals Working Group proposes the following resolution for presentation to the ICA Board and to the 2011 General Assembly:

**RESOLVED** that the International Co-operative Alliance consider eligible for admittance to full membership those mutual organisations that operate in conformance with the

Co-operative Values and Principles; provided that each application will be examined carefully on a case-by-case basis, following consultation with the appropriate regional office and with any relevant apex or national cooperative member.

Debate: Most of the speakers supported this resolution, and some stressed that their organisation already has mutuals among their members and emphasized the benefits of such membership. However, there were some concerns about companies that “pretend” to be mutual and that represent an unfair competition. Dame Pauline reminded that the resolution as it is written; prevent those company from accessing membership.

Vote results: Yes: 364 – 75.21% No: 88 – 18.18% Abstain: 32 – 6.61% Total: 100%

This resolution passed.

## Resolution 2: Resolution to open consultative process and convene an Extraordinary General Assembly in Manchester in 2012

Moved by: Charles Gould – on behalf of the Board

Seconded by: Stanley Muchiri – Vice-President ICA Africa

Text:

**WHEREAS**, The General Assembly in 2008 in Rome directed “that the Board ask the ICA Director-General to present a well-documented assessment of the human and financial resources required at all levels to deliver the new strategy plan and mandate him to improve and optimise co-ordination between ICA structural entities in the delivery of added-value services for its members”; and

**WHEREAS** The Director-General did present such a report to the Board, which the Board accepted, and which has led: to the identification of the Director-General and the Regional Directors as the global leadership team; and the restructuring of a dispersed global support team in strategic geographic locations; and the decision by the Board to move the Global Operational Office from Geneva, Switzerland to Brussels, Belgium; and

**WHEREAS**, The General Assembly in 2008 in Rome directed “that a report be produced, within the timeframe of the current strategy plan, on the feasibility, according to Swiss law, of establishing the ICA as a co-operative”; and

**WHEREAS**, The Global Board has completed due diligence that confirms that ICA could effectively be established as a co-operative under Belgian law and the Board recommends such an action; and

**WHEREAS**, The current four-year strategic plan for ICA will expire on 31 December 2012, and the General Assembly will need to adopt a new strategic plan to take effect beginning 1 January 2013; and

**WHEREAS**, The new strategic plan should propel ICA from the opportunity of the International Year of Co-operatives towards a vision of co-operative growth through the remaining decade; and

**WHEREAS**, The General Assembly in 2008 in Rome adopted a new subscription formula effective 1 January 2009 with the understanding that the formula would be reviewed every four years, with changes to take effect at the beginning of a new four-year strategic plan, and therefore the General Assembly will need to approve any changes prior to 1 January 2013;

**THEREFORE**, The General Assembly resolves that the ICA Board establish a Post-IYC Planning Group to initiate a consultation process with members to determine whether ICA should be established under Belgian law as a co-operative or as an association; and that the Planning Group also draft a strategic plan to take effect 1 January 2013; and that the Planning Group also consider recommendations to amend the subscription formula and that a report on these three items be made to the General Assembly for approval at an Extraordinary Session in late October and early November 2012 in Manchester, UK in conjunction with the ICA Expo and a World Co-operative Congress.

Debate: One speaker expressed his concern about the fact that a big event (the International Summit of Cooperatives – Quebec) is scheduled in October which is very close date to the Expo. Dame Pauline stated that the organisers of both events are fully aware of that but determined that it was necessary to proceed as scheduled. A great attempt is being made to ensure that these events flow naturally from each other and bring the Year to an end in a powerful way.

Vote results: Yes: 471 – 94.58% No: 25 – 5,2% Abstain: 2 – 0,40% Total: 100%

This resolution passed.

### **Resolution 3: Amendment to Seventh Principle**

Moved by: Ramón Imperial Zúñiga – Vice-President ICA Americas

Seconded by: Valentin Medrano – President of the Cooperativa Nacional de Servicios Múltiples de Los Maestros

Text:

The ICA at its General Assembly in Cancun in November 2011,

**REAFFIRMS** its conviction about the need to prioritise the defence of the environment, as a means to preserve the life and sustainable development of the planet.

**REMEMBERS** the presentation of this issue at the XXVII ICA Congress (Moscow, 1980), at the XXX Congress (Tokyo, 1992), ICA's Resolution "Climate Change: our co-operative commitment" (2008), the emphasis placed on this problem at the XVI ICA-Americas Regional Conference (San José, Costa Rica, 2008), at the 1<sup>st</sup> Co-operative Summit of the Americas (Guadalajara, Mexico, 2009) as well as at the Earth Summit and the UN's Declarations, so as to protect, remedy and prevent damages to the environment.

**PROCLAIMS** that the reluctance of some developed countries to comply with the agreements of the Earth Summit, the Kyoto Protocol, the Millennium Development Goals and the recommendations made by various global forums, has accelerated the level of damage to the environment and has worsen the climate change and its consequences.

**ACKNOWLEDGES** the fact that co-operative organisations, some governments, international agencies and environmental organisations are concerned with and interested in working on mitigating the effects of environmental degradation and to contributing to the restoration of its balance.

**EMPHASISES** the importance of environmental sustainability as part of the universal co-operative principles.

**RECOGNISES** the challenge of reaching a balance between the human society and nature.

**ACKNOWLEDGES** that natural resources have use value for direct consumers and existence value for future generations and other species.

**BELIEVES** that it is necessary to answer the questions regarding the rationality of the current production systems (What, How, What for and Why do we produce?).

**PROCLAIMS** that production cannot be an end in itself; and it cannot ignore the environmental rights of the society.

**REAFFIRMS** the commitment of the co-operative sector to human rights, other living beings and natural resources, and as a result, its empathy with the realities of the different countries.

**RECOGNISES** that a healthy planet is necessary and possible, and that a social economy can help build a new approach which overcomes the present contradiction between economy and nature.

**SHARES** as scientific and philosophical bases, that the quality of life and all the well-being humanity can enjoy, are based on the responsible management of natural resources and wealth, biodiversity conservation and the mitigation of climate changes which jeopardise the balance of the ecosystems and the planet.

**CONSEQUENTLY**, it considers that the main aim of co-operatives is human well-being and, as environmental degradation threatens its existence, it is the duty of the co-operative sector to work for the mitigation of the effects provoked by climate change and for environmental sustainability.

THE GENERAL ASSEMBLY adopts the following revised Seventh Co-operative Principle

Concern for community and environmental sustainability

Co-operatives work for the sustainable development of their communities including the protection of the environment through policies approved by their members, promoting the responsible management of natural resources to ensure ecological balance and human well-being.

Explanation of the Seventh Principle

Co-operatives are organisations that primarily exist for the benefit of their members. As member-based enterprises that usually operate in a concrete geographical territory, co-operatives are, in their vast majority, intimately tied to their communities. They have the special responsibility of ensuring the economic, social and cultural development of their communities. Co-operatives have the mandate to work constantly for the environmental preservation of their community, lobbying in the adoption of sound public policies. It is the members' responsibility, however, to define to what extent and in which way their co-operatives will contribute to their community and to the environment. Nonetheless, this is a responsibility members are not allowed to avoid.

Debate: Following initial comments in support of the resolution, David Button moved that the resolution be referred back to the Board to recommend a process for any amendments to the Principles and Values. He stressed his support for the intent of the resolution, but expressed concern that the Principles need an established process for review. David Rodgers seconded the motion to refer back, also expressing support for the primary motion. After a very complex and long debate, members have been asked to vote the approval of referring the motion back to the ICA Board to establish a process for amending the Principles. Nevertheless, it is important to note that none of the speakers disagreed with the concept of the resolution, but a lot of concerns were expressed with regards of amending a principle and the consequences of such an amendment.

Vote results: Yes: 334 – 69.15% No: 147 – 30.43% Abstain: 2 – 0.41% Total: 100%

This motion passed. Therefore the resolution will be referred back to the ICA Board.

#### **Resolution 4: Resolution to support the establishment of a Co-operative Institute for the Promotion of Peace and Social Cohesion**

Moved by: Dr Ian MacPherson – Member of the ICA Committee on Co-operative Research

Seconded by: Uri Seligmann on behalf of Rami Mandel – Director General of Coop Israel

Text: **RECALLING** the resolution adopted by the ICA General Assembly in Geneva, Switzerland on 20 November 2009 in which it:

**REAFFIRMED** the longstanding commitment of ICA to the furtherance of peace everywhere in the world and its readiness to contribute actively to its achievement;

**ENCOURAGED** co-operatives around the world to further develop their peace-building activities and to make better known their work in promoting peace and social inclusion;

**CALLED** on the peacemaking institutions – international agencies, governments and civil society bodies – to recognize ICA and the cooperative movement as effective partners at the table of the peacemakers.

**REAFFIRMING** this commitment and recognising the need to fulfil it through effective

programs and concrete activities.

**WELCOMING** the initiatives and joint endeavours of co-operators and co-operative movements in countries around the world in seeking to initiate and further such programs and activities and encouraging them to continue and to expand their efforts.

The General Assembly,

**ASSERTS** its support for the establishment and development of the Cooperative Institute for the Promotion of Peace and Social Cohesion;

**LOOKS** to the Institute to serve both as a framework for the development of programs of cooperative activity in these areas and as a focal point for thinking, analysis and research about them. The Institute will operate within the framework of the policies, principles and decisions of the ICA and will report periodically to the ICA Board and to the General Assembly;

**CALLS** on the institutions of the ICA and on the cooperative movements, organizations and institutions throughout the world to work closely with the Institute in developing its frame of activity and to give it all possible support in its undertakings;

**EMPHASIZES** the importance of cooperative peace-building and social cohesion strengthening activities in building a better world. It urges national and international institutions working towards these goals to do so in partnership with the ICA, the cooperative movement and the Cooperative Institute for Peace and Social Cohesion.

Debate: All speakers supported the resolution, and some stressed that this is the nature of co-operatives to support peace and social cohesion.

Vote results: Yes: 386 – 85.02% No: 58 – 12.78% Abstain: 10 – 2.20% Total: 100%

This resolution passed.

### Resolution 5: Declaration of Rochdale as World Co-operative Capital

Moved by: Ramón Imperial Zúñiga – President of ICA Americas

Seconded by: Marcio Port – President of Sicredi Pioneira

Text: **WHEREAS**, Rochdale, England was the home of the Rochdale Pioneers, one of the earliest modern co-operatives; and  
**WHEREAS**, the Co-operative Principles that now inspire co-operatives were established in Rochdale; and  
**WHEREAS**, some countries have adopted national capitals of co-operatives, such as Sunchoales in Argentina and Nova Petrópolis in Brazil; and  
**WHEREAS**, the ICA Americas Regional Assembly has adopted a resolution calling on the ICA General Assembly to recognise the special status of Rochdale by declaring it to the World Capital of Co-operatives;  
Therefore, the ICA General Assembly does hereby declare Rochdale, England to be the World Capital of Co-operatives.

Debate: No speakers for this resolution.

Vote results: Yes: 440 – 89.80% No: 33 – 6.73% Abstain: 17 – 3.47% Total: 100%

This resolution passed.

## Resolution 6: Resolution on the use of sustainable timber & forest products

Moved by: David Rodgers – Chair of ICA Housing  
Seconded by: Anders Lago – President of HSB Riksförbund

Text:

**ACKNOWLEDGES** that forests are essential to life on earth; that forests are reservoirs of fresh air, pure water, and innumerable forms of life; and that forests protect against soil erosion, desertification, flooding, loss of biodiversity and unsustainable concentrations of greenhouse gases (GHG) in the atmosphere;

**RECOGNISES** that the current unsustainable model of forestry development threatens biodiversity: 33 per cent of animal and plant species have colonized 70 per cent of the land on earth, while forests, harbouring 67 per cent of all animal and plant species, occupy only 30 per cent of dry land;

**REALISES** that deforestation is fuelled by economic imperatives that drive communities toward agriculture, conversion of forest land to other uses and tourism—significant contributors to the release of GHG emissions—as the fastest ways to earn their livelihood;

**UNDERSTANDS** that the forest industry is responsible for the production of 17 per cent of GHG emissions in the world: recent research attributes 217 to 640 tons of carbon dioxide per hectare, including the GHG emissions from soil, to wood cutting conducted by non-sustainable methods;

**ACKNOWLEDGES** that all humanity deserves a decent livelihood and that many communities depend on forests for their survival;

**SUPPORTS** internationally recognized efforts to develop model programs for sustainable forestry that respond to the needs of the flora, fauna and people living in and through forests;

**RECOGNISES** co-operative businesses' buying power and their need for forest products and the availability of such products certified as sustainable by the Forest Stewardship Council or the Programme for the Endorsement of Forest Certification;

**WISHES** to promote sustainable conduct in the spirit of the unanimous resolution at the General Assembly of 2009 in Geneva calling on ICA members and the worldwide co-operative movement to embrace a vision of energy efficiency and renewable energy;

**CALLS** on ICA members and the worldwide co-operative movement, as conscientious consumers, positively to commit only to use timber and other forest products from sustainable sources certified as such by reputable organisations like the Forest Stewardship Council or PEFC International (the Programme for the Endorsement of Forest Certification) and to adopt procurement policies and practices that honour the principle of sustainability in forestry management.

Debate: Two speakers from Canada supported the resolution, one because it is essential for the future, the other (from forestry) because they are already in the process for 10 years.

Vote results: Yes: 429 – 89.19%      No: 30 – 6.24%      Abstain: 22 – 4.57%      Total: 100%

This resolution passed.

## 15. INVITATION TO THE NEXT GENERAL ASSEMBLY

Dame Pauline thanked the members for their diligence and commitment to advancing the co-operative model. She reminded that this week's conference demonstrated the great need for this model especially at such times and also the great opportunity that the International Year of Co-operatives offers.

Dame Pauline reminded that a resolution passed earlier stating that an Extraordinary General Assembly, and a World Co-operative Congress, next year in Manchester, UK, to close the International Year of Co-operatives will be convened and stressed that this Co-operative Year has to turn to a Co-operative Decade.

Dame Pauline introduced a video presenting Manchester.

Len Wardle invited the audience to Manchester in October-November 2012.

Dame Pauline then reminded that the location of the 2013 regular General Assembly has to be decided.

She reported that, after considering a number of cities, the ICA Board would like to recommend that after 118 years, it will finally be convened for the first time on the African continent, in Cape Town, South Africa.

Dame Pauline stressed that in addition to emphasize the African co-operative movement, there is an opportunity to convene the General Assembly in conjunction with ICMIF's conference, which is being planned there in fall 2013; building closer relationships with mutuals as well as co-operatives will amplify the voice of the movement.

She hopes that the Board will be able to take a decision on the question of the 2013 venue early in the new year.

Dame Pauline presented IYC stamps that are available in Argentina and invited people interested to refer to Manuel Mariño.

Dame Pauline invited the audience to join the Gala Dinner where the Rochdale Pioneers Award would be presented and closed the session at 5:20 pm.

# 3 IMPORTANT INFORMATION

## **MOTIONS & RESOLUTIONS**

ICA member organisations are entitled to submit resolutions and motions for the consideration of the General Assembly. All motions are to be submitted to the Director-General two months before the date of the General Assembly for consideration by the ICA Board, which determines their admissibility. The resolutions which were received are provided in your meeting documentation for the consideration and decision by ICA Members in Manchester. Emergency resolutions can be submitted as per the regulations in the ICA Bye-Laws.

## **ICA SUBSCRIPTIONS**

Members are reminded that the ICA General Assembly in 2001 adopted the resolution, "ICA's Financial Stability" 2001, which approved the following measure (among others):

...that lists be published before each year's Regional/General Assembly of organisations not meeting their subscription obligations...

This list will be made available at the booth where the voting machines are to be picked up.

According to the ICA Statutes, members that have not fully paid their membership subscriptions are not entitled to vote at the ICA General Assembly. Should you need to pay your subscriptions onsite or have any questions, this will be possible at the following:

<b>DAY</b>	<b>TIME</b>	<b>LOCATION</b>
Monday 29 October	15h00 – 17h00	ICA Information Booth near the event registration
Tuesday 30 October	10h00 – 17h30	ICA Information Booth near the event registration
Wednesday 31 October	9h00 – 13h00	ICA voting booth near the Exchange Auditorium

### **REQUEST TO SPEAK PROCEDURES**

In accordance with the ICA Bye-Laws, IV. Standing Orders for the General Assembly Procedures, only representatives may speak to the Assembly. Members' representatives desiring to speak on any subject must indicate their wishes to the President, who calls upon them in the order in which their requests are received.

"Request to Speak" forms will be available at the voting booth near the Exchange Auditorium on Wednesday 31 October from 9h00 – 13h00 and should be returned to the same desk duly completed. The ICA President will then receive these forms to be able to call on representatives to speak on the requested item(s). There will also be a table set up in the Exchange Auditorium for returning these forms once the Assembly has commenced.

Please reference the ICA Bye-Laws regarding the "Order of Debate".

### **OTHER IMPORTANT DOCUMENTATION**

The following other publications contain information relevant to the General Assembly. Participants are encouraged to bring these documents with them to the meeting. Copies will not be available in Manchester.

- ICA Statutes & Bye-Laws : <http://2012.coop/en/basics/ica-rules-bye-laws>
- ICA Annual Report 2012: will be available at [www.2012.coop](http://www.2012.coop) and emailed to members prior to the General Assembly.
- Draft Statutes & Byelaws for ICA as a co-operative will be available online at <http://2012.coop/en/ga>. Note that these are for informational purposes only as they will require approval by members of the new co-operative if established.
- Guide to the ICA General Assembly: previously emailed to members and also available online at <http://2012.coop/en/ga>

Please note that the ICA will not be distributing copies of the official meeting documentation onsite. Please bring copies with you to Manchester.

# VOTING PROCEDURES

ICA EXTRAORDINARY GENERAL ASSEMBLY 2012

The ICA Elections Committee has approved the following procedure for the distribution of votes at the Extraordinary General Assembly in Manchester. The ICA will use an electronic voting system. This is a small electronic voting card.

## **DISTRIBUTION OF VOTING CARDS**

One Representative from each member organisation will be asked to pick up the voting cards for his or her entire delegation on Wednesday 31 October from 11:30 to 13:00. The voting cards will be distributed at a booth which will be located near the Exchange Auditorium. Once the General Assembly commences, no further votes will be distributed.

At the start of the General Assembly, the Chair of the Elections Committee, Mr Paul Hazen, will explain how to use the electronic voting system and Representatives will be given an opportunity to do some test votes.

One Representative from each Member organization should pick up all of the voting cards for his or her organisation and then distribute these to the other Representatives in the organisation. If an organisation is entitled to more than 12 votes, then two Representatives need to pick up the voting cards for their organisation.

Some Representatives will also be casting votes on behalf of other ICA Members in their country, as long as the ICA has received a letter of proxy entitling an ICA member or a Representative of the organisation to make votes on behalf of the Member. If you would like to delegate an ICA member to make votes on your behalf, please send a letter of proxy by 24 October to the ICA Director of Membership, Gretchen Hacquard, at hacquard@ica.coop or by fax +41 22 798 41 22.

**Sample Proxy Letter**  
(must be submitted on member organisations' letterhead)

We hereby authorize <organisation name> in <country> to represent us and vote on our behalf at the ICA Extraordinary General Assembly 2012 in Manchester, United Kingdom.

(include signature, signatory name, title, organisation name, country)

When picking up the voting cards, Representatives will be asked to:

1. Check that the number of votes that they have been given is correct at the time of picking up the voting cards. Once the Representative has signed his or her name and left the booth where the voting cards are distributed, there will be no possibility of adding or subtracting the number of votes and cards distributed.
2. Sign for the voting cards.

The questions and possible answers for the voting cards will be prepared in English, French and Spanish and placed on the screen at the front of the room as well as read out. Representatives will choose the button on the voting card that corresponds to their choice.

## **Seating**

The Exchange Auditorium will have designated seating for voting Representatives and their delegation interpreters. This seating will be assigned by country. All other persons who wish to observe the Assembly will need to sit behind this designated area.

## **Delegation Interpreters**

All delegation interpreters will need to register to attend Co-operatives United and pay the international delegate rate. There is no way to register online that you are an official interpreter for your delegation. Therefore, this should be communicated to Mrs Hacquard by email at hacquard@ica.coop.

On Wednesday 31 October, the delegation interpreter will need to go to the ICA booth outside of the Exchange Auditorium and pick up your special badge that will allow you to enter the designated seating section to sit next to your delegation.



# ICA BOARD ELECTIONS

There is a board vacancy created by the withdrawal of Mrs Lourdes Ortellado Sienna from Paraguay. That seat will now be formally filled by the ICA General Assembly for the remainder of the term, until the General Assembly in 2013.

## ICA BOARD CANDIDATES

<b>CANDIDATE</b>	Mr Ariel Enrique Guarco
<b>NOMINATED BY</b>	Confederación Cooperativa de la República Argentina Ltda. (COOPERAR)
<b>COUNTRY</b>	Argentina

**BIO** Mr Ariel Enrique Guarco was born 43 years ago and is a veterinarian. He has a Master’s in Agricultural Economics and Farm Management. He started in the co-operative movement 20 years ago as a Director of a primary electrification co-operative, la Cooperativa Eléctrica de Coronel Pringles in the Province of Buenos Aires. In this co-operative, he held various positions, working up to President in 2007, a position which he still holds. Since 2008, he has also been President of an electrical and public service federation in the Province of Buenos Aires, the Federación de Cooperativas de Electricidad y Servicios Públicos de la Provincia de Buenos Aires (FEDECOBA). Since 2011 he has also been President of the apex organisation for all co-operatives in Argentina, the Confederación Cooperativa de la República Argentina Ltda. (COOPERAR).

<b>CANDIDATE</b>	<b>Mr Armen Gabrielyan</b>
<b>NOMINATED BY</b>	"Farm Credit Armenia" Universal Credit Organization Commercial Cooperative (FCA UCO CC)
<b>COUNTRY</b>	Armenia

**BIO**

Mr Armen Gabrielyan was born in 1959 and has extensive experience in the agriculture credit market. He was one of the founders of ACBA Credit Agricole Bank in Armenia for 9 years (formerly Agricultural Co-operative Bank of Armenia). From 2005 to 2007 he was head of the credit department for the Centre of Agribusiness and Rural Development (CARD) Foundation. During one of their strategic planning meetings Mr Gabrielyan proposed to develop a co-operative lending institutions with the owners, users and beneficiaries being Armenia farms, agribusiness and SME owners. He had a key role in laying the groundwork to create a financial institution based on internationally recognised co-operative principles and farm credit practices. This was founded as Farm Credit Armenia in 2007 and he was made the Chief Executive Office / President. He studied law, political science, journalism and linguistics.

<b>CANDIDATE</b>	<b>Mr Sk. Nadir Hossain Lipu</b>
<b>NOMINATED BY</b>	National Co-operative Union of Bangladesh (Bangladesh Jatiya Samabaya Union-BJSU)
<b>COUNTRY</b>	Bangladesh

**BIO**

Mr Sk. Lipu was born in 1965 to a co-operative family. His father was the Chairman of BJSU. He became a primary member of an agricultural co-operative society in 1986 and was elected President of the Gopalganj Central Co-operative Bank Limited in 1996. In 2008, he was elected the Vice Chairperson of BJSU and since 2009 he has been the Chairperson.

<b>CANDIDATE</b>	<b>Doctor María Eugenia Pérez Zea</b>
<b>NOMINATED BY</b>	Cooperativa Médica del Valle y de Profesionales de Colombia (COOMEVA)
<b>COUNTRY</b>	Colombia

**BIO**

Doctor María Eugenia Pérez Zea is a specialist in fiscal control and auditing, administrative law, socioeconomic assessments, and co-operatives. She has had a number of positions with COOMEVA including:

- . President of the Board of Directors of Grupo Empresarial COOMEVA Cooperative since 2010.
- . National Assembly Delegate for regional Coomeva Medellin since 1997.
- . President of the National Monitoring Board – COOMEVA from 2000-2004
- . National Coordinating Committee Corporate Finance – COOMEVA
- . Member of the National Committee of Corporate Human Resources – COOMEVA
- . Medellín Regional Representative for the Constitutional Reform Commission, Code of Ethics many times.
- . Member of the Advisory Committee on Corporate Governance Code.

She is currently President of the ICA Gender Equality Committee and a Member of the ICA Americas Board of Directors. She is Chairperson of the ICA Americas Committee on Gender Equity and Secretary of the Board of Directors of ICA Americas.

<b>CANDIDATE</b>	<b>Mr Pedro Morales</b>
<b>NOMINATED BY</b>	Coopseguros del Ecuador S.A. (Coopseguros S.A.)
<b>COUNTRY</b>	Ecuador

**BIO**

Mr Pedro Morales was born in 1937. From 1983 to 1985, he worked for the Ministry to manage and control the operations of co-operatives for three provinces. From 1985 to today, he has been the General Manager for a savings and credit co-operative. He has a Master's in Business Management & Administration for the Solidarity Economy and a University degree in Sociology. He has significant additional training on various aspects of co-operative management. He was the founding President of the Asociación Nacional de cooperativas (ACSB), the President and founder of Caja Central Cooperativa (FINACoop), Vice President of Coopseguros S.A., and Member of the Board of ICA Americas. He also held various political posts.

<b>CANDIDATE</b>	<b>Doctor Marta Beatriz Josefina Sosa Heisele</b>
<b>NOMINATED BY</b>	Cooperativa Universitaria Ltda.
<b>COUNTRY</b>	Paraguay

**BIO**

Doctor Marta Beatriz Josefina Sosa Heisele is born of German and Paraguayan parents and speaks many international languages. Both of her parents have roots in the co-operative movement. She has been a member of Cooperativa Universitaria Ltda. for fifteen years working in different areas and committees and is currently the President of their Board of Directors. At University she studied accounting, management, international economics, economics, business administration and management. She has a PhD in Economics and Management. She is a member of the Board of the Institute of Chartered Accountants in Paraguay. She is Director-General of the Accounting Office of the Supreme Court.

<b>CANDIDATE</b>	<b>Mr Bandu Ranawake</b>
<b>NOMINATED BY</b>	National Co-operative Council - NCC
<b>COUNTRY</b>	Sri Lanka

**BIO**

Mr Ranawake was born in 1957 and grew up in a remote village in Sri Lanka. As a result of his concern for community, he joined the Sri Lanka Freedom Party and became Chairperson of the Youth Society. After graduating from school, he became Chairperson of the Village Development Society & Credit Co-operative Society in his village. He has degrees in Good Governance, Agriculture and Social Service. In 1989, he was elected Board Member of the Credit Co-operative Union (Matara District). In 1995, he was elected Chairperson of Kotapola Multi-purpose Co-operative Society Ltd. (KMPCS). Mr Ranawake founded Matara District Tea Producers Co-operative Union in 1998 and was awarded runner-up of the best performing co-operative society in Sri Lanka. In 1991, he was elected member of the Kotapola Pradeshiya Sabha. He served the Kotapola Provincial Council as a member and opposition leader until 1991. Mr Ranawake is currently Chairperson of NCC.

# REPORT FROM THE PLANNING WORK GROUP

The Planning Work Group was established in early 2012 by the ICA Global Board in response to a General Assembly resolution adopted in Cancun, Mexico, November 2011. Its mandate includes: the initiation of a consultative process with members to determine whether ICA should be established under Belgian law as a co-operative or as an association; the drafting of a strategic plan to take effect from 1 January 2013; and the consideration of recommendations to amend the subscription formula.

The members of the Work Group are:

- . Pauline Green, ICA President - Chair
- . Stéphane Bertrand, Desjardins (Canada)
- . Mark Craig, The Co-operative Group (UK)
- . Nelson Kuria, CIC Insurance Group (Kenya)
- . Zhang Wangshu, All-China Federation of Supply and Marketing Cooperatives (China)

The Work Group opened a consultative process with members, regions and sectors in April 2012. The first stage of the consultation focused on the membership subscription formula, membership categories, and the legal form ICA should assume.

Concurrently, the Work Group engaged with the Board on the development of a new strategic plan, and agreed with the Board that the scope of the plan should be larger and longer than a typical four-year ICA strategic plan. Picking up on the vision previously adopted by the Board, that co-operatives could be the fastest-growing form of enterprise by the end of this decade, and driven by the opportunity to capitalize on the energy of the International Year of Co-operatives, the Work Group began to draft a 'Blueprint for a Co-operative Decade', with a 2020 planning horizon.

The Work Group presented an interim report to the Board at its meeting in Cape Town, South Africa in June 2012. The interim report identified the long-term trends that could shape the Blueprint and potential strategic areas that could lead to achievement of the vision. The Oxford Centre for Mutuals and Employee-owned Business was engaged at that point to assist with the facilitation of Board discussion and the drafting of the report.

The Cape Town meeting resulted in a focus on five strategic areas: participation, sustainability, identity, legal frameworks and capital. With this framework crafted, the Planning Work Group opened stage two of the consultative process with members, regions and sectors, focused on the Blueprint.

**The Work Group has now finalized the draft Blueprint**, which is being sent to the Board and members in anticipation of discussion and adoption at the Manchester General Assembly, 31 October 2012. It is included with this report which, subject to the direction of the Board or the General Assembly, is considered the Work Group's final report.

On the other matters within the mandate of the Work Group, we report here our findings, acknowledging that these are difficult decisions on which there is not always full organizational consensus.

The timing required by ICA Statutes and Byelaws for distribution of resolutions to the General Assembly requires mailing of the materials, including the Planning Work Group report, by 30 September 2012. The Board will receive the report prior to that date and will have the additional opportunity to further review the recommendations of the Planning Work Group at its meeting on 8 October 2012 in Quebec City, Canada. Any modest amendments that might arise from that discussion may be presented to the General Assembly when the report is introduced.

## **LEGAL FORM FOR ICA**

Among the significant restructuring resolutions adopted by the General Assembly in Rome in 2008 was one directing 'that a report be produced, within the timeframe of the current strategy plan, on the feasibility, according to Swiss law, of establishing the ICA as a co-operative'. Subsequent to the adoption of that resolution, the Board determined for strategic and financial reasons to co-locate the operational office of ICA with the European regional office in Brussels. The General Assembly will be asked to approve the relocation of the seat of the organization to Brussels.

Due to these events, the consideration of establishing ICA as a co-operative has focused on Belgian rather than Swiss law, although management has been advised that the favourable treatment of co-operatives determined to be available under Belgian law (see below) would not be available under Swiss law. The possibility of forming as a co-operative under European law was also dismissed as not providing for favourable treatment.

ICA engaged legal counsel to review legal forms available to it under Belgian law and determined that either an international non-profit association (IVZW) or a limited liability co-operative partnership with a social purpose (CVBASO) would be a suitable form for ICA. As counsel found no clear precedent under Belgian law for an organisation with ICA's historical focus and structure to adopt a co-operative form, they advised seeking formal clarity on how the Belgian authorities would consider ICA were it to establish itself as a co-operative with a social purpose.

Through a process of education and advocacy, ICA has now received a favourable formal advance tax ruling from the Belgian ruling office confirming that, should it establish itself as a co-operative with a social purpose, it would be treated under the same tax regime as an international non-profit association. The key consequence of this concession is that membership subscriptions will not be deemed to be taxable revenue, which would otherwise have been fatal to establishing as a co-operative. An advantage of the advance formal ruling is that it precludes a challenge by local authorities in the future.

The restructuring resolutions in Rome also directed 'that ICA seek to further diminish its reliance on annual membership dues as rapidly as possible through alternative sources of funding that are fully researched, fully costed and that do not damage the reputation of ICA. These include as first steps the possibility of setting up an ICA Foundation and/or seeking out business opportunities.'

Because of this direction, management also sought clarification on whether such envisioned business opportunities would be permitted under the co-operative with a social purpose form. In its discussions with the Belgian federal tax authorities, it reviewed the business operations of a registry operator and a registrar for the .coop domain, the acquisition of which was contemplated by ICA at that time, and which has subsequently been consummated.

Here again, ICA received a very favourable ruling. Belgian law compares gross profits an association receives from undertakings or profitable operations falling outside of the framework of its corporate purpose against its revenue from privileged activities, such as its subscription revenue. At the point where the association is mainly financed by the profitable operations, it loses its otherwise favourable tax treatment for its overall operations as well. The Belgian tax authorities accepted ICA's argument that the domains businesses are strategically aligned with its core purposes and so the advance formal ruling states that profits from these businesses will be considered 'privileged' revenue for purpose of the calculation. In other words, even should those businesses grow to the point where they dwarf ICA's regular subscription revenue, they will not be considered as profitable activities for purposes of threatening ICA's favourable tax treatment.

While there were numerous voices of support for adoption of the co-operative model through the consultative process, various reservations have been raised, as well. One concerns the status of employees. Belgian law requires that a co-operative with a social purpose must permit employees to be partners in the co-operative. Legal counsel has drafted statutes and bylaws that would dilute voting by employees to a de minimis impact, but a concern was raised that employees might be considered eligible to serve on the Board and that this could blur the distinction between governance and management. Legal counsel has reviewed this question and assured ICA that it can require that Board members must be associated with a member organisation, which would remove ICA employees from eligibility.

Another concern was raised regarding whether Swiss law would allow the transfer of assets from an association to a co-operative. This was a serious enough concern that separate Swiss counsel was retained to review it. Counsel has provided ICA assurance that Swiss law would not prevent ICA from transferring assets to either a Belgian association or to a Belgian co-operative with a social purpose. There are various means to accomplish this and ICA will follow legal counsel in achieving the desired effect. While Swiss counsel is confident on the ability to make such a transfer, ICA would be able to spend down its assets in Switzerland in short order and fund the new Belgian entity with its future subscriptions should that become necessary.

Some of the regions and sectors have raised concerns about the implications within their domestic legal framework should ICA establish as a co-operative under Belgian law, fearing that local authorities might subject them to a business regulatory regime. These uncertainties can only be finally addressed on an individual basis, and a case might be made that it is ICA's responsibility to advocate for favourable treatment for its form, as it has done to date in Belgium. The favourable determinations in Belgium would, we hope, be compelling authority, as the seat of the organisation, in addressing local questions.

The concern raised by some of the sectors is more related to establishment of ICA in Belgium under any form, not simply as a co-operative. ICA is an incorporated association in Switzerland, but in accordance with Swiss law is unregistered. This has allowed some of the sectors to operate in a 'no-mans land' without local registration.

It is feared that establishment under Belgian law will require different local registration for the sectors. This may be true and ICA will need to work with its sectors and its regions to resolve any required registration issues should the seat of the organisation be moved to Belgium and should it establish as a co-operative with a social purpose.

Operating under the assumption that the Rome resolution was a direction by the membership that ICA should establish itself as a co-operative unless there is some compelling reason not to do so; given the favourable formal ruling on the co-operative form from the Belgian federal tax authorities; and given legal counsel's drafting of Statutes and Bylaws that replicate ICA's current requirements, and their review of important concerns that have been raised; **it is the recommendation of the Planning Work Group that ICA establish itself under Belgian law as a co-operative with a social purpose.**

## **SUBSCRIPTION FORMULA AND MEMBERSHIP CATEGORIES**

The final part of the Work Group's mandate concerns a required four-year review - the first such review - of the subscription formula adopted by the General Assembly in Rome. As the subscriptions raised are intimately connected with the membership categories, both questions are reviewed here.

The membership categories overall are not controversial, nor seen to pose a problem. The primary interest has been to 'fix' any unintended or unanticipated technical issues that were not foreseen when the major changes were adopted in Rome. One such matter concerns international and supranational organisations. These organisations were assigned Associate rather than full Member status, in part due to the difficulty of accurately calculating their subscription payments and a concern over whether their members were already primarily represented through apex bodies or other ICA members. The question of elevating them to full Member status was raised in the consultative document and did not encounter objections.

Given the importance of these organisations and the breadth of their representation and influence, **the Planning Work Group recommends that international and regional (supranational) federations or unions of co-operative organisations be moved from Associate to full Member status.** This will require a Statutes amendment. The question of appropriate subscription will be addressed below.

A second 'technical fix' concerns organisations that follow co-operative principles and operate as a co-operative, but are prohibited by the national regulatory regime from legally structuring as a co-operative. This issue was also raised in the consultative process and did not meet with objections. **The Planning Work Group recommends that such organisations be eligible for full Member status.** It believes that the Board has authority to admit such organisations without an amendment to the Statutes should the General Assembly support that interpretation, through adoption of the Planning Work Group's report.

A third category question concerns supporting organisations, those that are sympathetic to the co-operative principles and are engaged in some way with the co-operative movement. Here, too, there was a consensus to include such members in some way in ICA membership, provided that full Member voting rights are not diluted in the process. The current Statutes already define Associate members in broad language, including 'organisations which are supporters of co-operatives or are owned and controlled by co-operatives' and 'educational, research and other institutions which promote or finance co-operatives and the co-operative movement'. **The Planning Work Group recommends that the Board adopt a more liberal interpretation of organisations eligible under the Supporter definition, but that such organisations continue to be restricted to Associate, i.e. non-voting, membership.** It is recommended that the Supporter definition be interpreted to allow Associate membership of appropriate government departments and agencies within this category.

The Board framed the issue around the subscription formula early on as one that should not result in the entire subscription formula being reconsidered, but rather on setting out to correct any significant issues. It was considered that the establishment of the system required a great deal of institutional energy over a protracted time. The initial disruption inevitably resulting from such a major change has now largely settled and the organisation is seen to need stability and predictability in its revenue streams.

Indeed, very little need for change – large or small – was expressed by members. Sectors, and to a lesser degree regions, however, did weigh in with a number of issues. Most of these relate to redistribution of collected subscriptions rather than to the formula itself.

To dispense with a couple of ‘technical’ items first, **the Planning Work Group recommends that the transfer of international and supranational organisations from Associate to full Member status (see above) be accompanied by a modest subscription adjustment** to acknowledge the voting rights concomitant with that recategorisation and the scale of those members. International and supranational organisations operating in only one region might remain at CHF 7,000 subscription, while subscriptions for those operating in two or more regions could appropriately be set at CHF 10,000.

A further discussion concerned the implementation of an annual inflation factor adjustment. One adjustment has been implemented since the establishment of the system four years ago. The Planning Work Group notes that the restructuring report that accompanied the Rome resolutions anticipated an indexation rate annually to adjust for inflation. **The Planning Work Group recommends that the Board consider using its discretionary authority to adjust for inflation annually.**

On the broader subscription question, the formula appears to be working for two regions and not fully for two others. Asia-Pacific and the Americas both operate within the subscription and redistribution formula.

The African region is experiencing financial shortfalls, but it is difficult to envision any subscription formula that could resolve them. The challenge there is related to a need to achieve significant membership growth and a need to collect subscriptions from current members. For the foreseeable future, a different and unique funding strategy will be needed to sustain the African region. The region has created an ICA Africa Endowment Fund which, when funded, is anticipated to provide funding for ICA infrastructure and significantly relieve the longstanding financial pressure in that region. Setting aside the substantial challenges in funding such an endowment, the Planning Work Group does not see a formula adjustment to meaningfully affect this situation.

The remaining region – Europe – is experiencing financial pressure. This is due, in part, to one of the intended objectives when the formula was adopted, which was to reduce the extent to which the European members were carrying the overall financial burden of ICA. The formula was intended to be revenue-neutral overall. While it shifted costs to other regions to recognise their growth over past decades, it correspondingly reduced the cost to European members. The reverse side of this coin is that less cost to European members results in less redistribution to the European region for its infrastructure.

The global ICA Board has attempted to provide some financial relief, including covering deficits for two years, but this is not a long-term solution, especially as this region has chosen to separately incorporate.

The European challenge is further complicated by the presence of strong and well-funded regional sectoral organisations which are outside of ICA’s comprehensive unitary subscription formula. These organisations are apparently viewed by European members and prospective members as part of the equation when considering co-operative membership and appropriate funding. All of this is compounded, of course, by the fiscal challenges the European continent is facing at present.

The problem is not best addressed by regional-specific changes to an ICA formula that appears to be working overall. The members showed a strong preference for a unitary system when the current formula was adopted. We have seen nothing to indicate that sentiment has changed. The ICA Board has reinforced the importance of this in its discussions.

**The Planning Work Group is not able to speak with any authority on the unique regional situation in Europe, but encourages comprehensive dialogue among ICA Global, Co-operatives-Europe, and the regional European sectoral organisations.**

The final subscriptions issue concerns the global sectoral organisations (GSOs), which provided consistent input to the consultative process stating that they are underfunded by the current redistribution formula.

The GSOs experienced perhaps the greatest disruption resulting from the change to the new unitary membership and subscription, as expected. Their prior members were required to become members of ICA - those that were not already - and the GSOs were no longer permitted to collect separate membership subscriptions themselves, but must rely on redistribution from overall subscriptions.

Recognising this, the ICA Board has essentially 'kept them whole' during this initial four-year period. They have each received an annual redistribution equal to the subscriptions they were collecting in the base year used for the simulation for the new formula (subject to a 10% reduction in later years to reflect overall subscription reduction). This is not a thoughtful plan for future growth, however, and it is less defensible with each passing year.

**Again, however, the Planning Work Group does not believe that a change to the overall formula is required to address this.** It is instead a question of proper apportionment of subscriptions collected, for which the Board already has full authority.

A more rational basis might be to redistribute subscriptions to GSOs proportionate to member engagement or identification with the particular GSO. For ICA members who 'join' a particular GSO, a percentage of their overall subscription, say the 10% currently used, might be redistributed to that sector. Shared redistribution would need to be employed for ICA members joining more than a single GSO.

By itself, this will not be adequate support for some of the sectors, but it will provide a rational starting point. The Board will need to determine, based on the Blueprint and GSO work plans, and on the global budget, what support it can provide beyond that.

## **FUNDING THE BLUEPRINT**

The Planning Work Group believes that the Blueprint for a Co-operative Decade encompasses a bold vision - not for ICA alone, but for the whole co-operative movement. If it is to achieve its promise, it must be embraced by the whole movement. The International Year of Co-operatives has demonstrated what the co-operative movement, aligned and working together, can achieve.

The Planning Work Group encourages the Board to consider new and creative ways to fund this work, consistent with the direction the General Assembly set in Rome in 2008 for a more entrepreneurial ICA. We encourage larger, established co-operatives, who have so much to offer the movement, to step up and provide leadership. ICA might consider the creation of a Leadership Circle, organisations committed to providing significant financial resources and staff over a multi-year period, to drive this plan to success.

ICA has a key role to fill in achieving this vision and its members will need to determine how to give it the resources it needs to be successful. A bold plan requires dedicated resources.

# RESOLUTION TO AMEND ICA'S LEGAL FORM

## **RESOLUTION: ICA LEGAL FORM IN BELGIUM AND DISSOLUTION OF ICA AS SWISS ASSOCIATION**

The following resolution is provided to the General Assembly on the basis of the Planning Work Group's Final Report, and is subject to amendment by the ICA Board following its scheduled deliberations on 8 October 2012. The draft Statutes and Byelaws for the proposed co-operative can be reviewed at <http://2012.coop/en/ga>

### **Text of the Resolution:**

**WHEREAS**, among the significant restructuring resolutions adopted by the General Assembly in Rome in 2008, was one directing "that a report be produced, within the timeframe of the current strategy plan, on the feasibility, according to Swiss law, of establishing the International Co-operative Alliance (ICA) as a co-operative"; and

**WHEREAS**, the Board decided in May 2011 to move the Global Operational Office from Geneva, Switzerland, to Brussels, Belgium at the end of 2011; and

**WHEREAS**, the General Assembly in Cancun in November 2011 resolved that the ICA Board would establish a Planning Work Group to initiate a consultation process with members to determine, inter alia, whether the ICA

should be established under Belgian law as a co-operative or as an association.

**WHEREAS**, Belgian counsel to the ICA determined that either an international non-profit association or a limited liability co-operative partnership with a social purpose would be a suitable form for the ICA; and

**WHEREAS**, the ICA has received a favourable formal advance tax ruling from the Belgian ruling office confirming that, should it establish as a co-operative with a social purpose, it would be treated under the same tax regime as a non-profit association.

**WHEREAS** while there were numerous voices of support for adoption of the co-operative model through the consultative process, various concerns have been raised, as well; which the Planning Work Group reviewed

**GIVEN** the favourable formal ruling on the co-operative form from the Belgian tax authorities; and

**GIVEN** legal counsel's drafting of Statutes and Bylaws that replicate the ICA's current requirements, and their review of important concerns that have been raised; and

**GIVEN** the recommendation of the Planning Work Group that the ICA establish itself under Belgian law as a co-operative with a social purpose;

**THEREFORE** The General Assembly resolved to approve the Final Report of the Planning Work Group as regards the recommendation to establish the ICA under Belgian law as a co-operative partnership with a social purpose (the "Belgian entity").

**ACCORDINGLY**, the General Assembly resolves to wind up and liquidate the ICA, the association organised as a corporate body regulated by the Swiss Civil Code in Articles 60-79 and to appoint the Director-General as liquidator instructed to (i) pay-off current liabilities, (ii) transfer or terminate existing contracts and (iii) transfer the net assets to the Belgian entity

**AND** the General Assembly mandates the Director-General (i) to take all the necessary actions to establish the Belgian entity and (ii) to arrange for the transfer of the Members to the Belgian entity.



# RESOLUTION TO AMEND MEMBERSHIP SUBSCRIPTION FORMULA & MEMBERSHIP CATEGORIES

The following resolution is provided to the General Assembly on the basis of the Planning Work Group's Final Report, and is subject to amendment by the ICA Board following its scheduled deliberations on 8 October 2012.

## **Text of the Resolution:**

**WHEREAS**, the General Assembly in Cancun, Mexico in November 2011 resolved that the ICA Board establish a Post-IYC Planning Group to initiate a consultation process with members to determine whether ICA should be established under Belgian law as a co-operative or as an association; and that the Planning Group also draft a strategic plan to take effect 1 January 2013; and that the Planning Group also consider recommendations to amend the subscription formula and that a report on these three items be made to the General Assembly for approval at an Extraordinary Session in late October and early November 2012 in Manchester, UK in conjunction with the ICA Expo and a World Co-operative Congress; and

**WHEREAS**, the ICA Board did establish such Planning Group, which has engaged in a consultative process with members, regions and sectors, and has submitted a final report and a draft Blueprint for a Co-operative Decade to this General Assembly; and

**WHEREAS**, the recommendations include:

- that international and regional (supranational) federations or unions of co-operative organisations be moved from Associate to full Member status; and
- that the transfer of such organisations be accompanied by a modest subscription adjustment;

**THEREFORE, BE IT HEREBY RESOLVED**, to approve the Final Report of the Planning Work Group as regards the recommendation to amend the ICA Statutes, Article 7, to move 'International and regional (supranational) federations or unions of co-operative organisations' from category b.iii (Associate) to a new category a.v. (Members – full status); and

**THAT the ICA** Byelaws, Section II.6 be amended to delete the sentence 'For Associate Members with international or supra-national status, the subscription fee is 7,000 CHF); and

THAT the ICA Byelaws be amended to add a new sentence to Section II.4 stating 'For Members with international or supra-national status in one region, the subscription fee is 7,000 CHF, and for Members with such status in more than one region, the subscription fee is 10,000 CHF';  
and

**THAT the ICA** Byelaws be amended to add a new section III.8 stating 'Members with international or supranational status in one region are entitled to one vote. Members with such status in more than one region are entitled to two votes.'

# REPORT FROM PRINCIPLES WORKING GROUP & RESOLUTION TO AMEND THE ICA STATUTES

## RESOLUTION: PROCESS FOR AMENDMENT OF PRINCIPLES

**WHEREAS**, the General Assembly of the International Co-operative Alliance adopted, in 1995, A Statement on Co-operative Identity, including a definition of co-operative, an expression of values on which co-operatives are based, and the identification of seven principles by which co-operatives put their values into practice, all of which are included in the Statutes of ICA; and

**WHEREAS**, the General Assembly also accepted in 1995 a Background Paper on the Principles, which are known as the Guidelines on the Principles; and

**WHEREAS**, the General Assembly in 2011 requested the Board to recommend how proposed amendments to the principles and guidelines should be considered; and

**WHEREAS**, a Principles Work Group established by the Board has reviewed the history of the Principles and Guidelines and has provided a report to the Board with its recommendations; and

**WHEREAS**, that report has been accepted by the Board and distributed to the General Assembly;

**THEREFORE THE GENERAL ASSEMBLY RESOLVES THAT** the Statutes of ICA be amended to add to Article 6. Co-operative Principle the following language:

“Notwithstanding other provisions regarding amendment of these Statutes, this Article can only be amended by

a two-thirds majority vote of the General Assembly, provided that the total number of votes supporting amendment must be greater than 50% of the total eligible votes.

Consideration of amendments is initiated by a Board resolution to a General Assembly, followed by a process of full consultation and discussion by member organisations and their members, and by regions and sectors and other relevant organisations and persons. The General Assembly shall convene a World Co-operative Congress to consider the proposed amendments prior to final consideration by the General Assembly."

**FURTHER RESOLVED THAT** the Background Paper known as Guidelines be reissued as Guidance Notes, which will be regularly updated by a standing Principles Committee of the Board, comprised solely of not less than three Board members, drawing on expertise as required for the particular issue under review, all Guidance Notes then subject to Board approval;

**FURTHER RESOLVED THAT** member organisations and their members, and regions and sectors and other relevant organisations and persons be encouraged to submit recommendations for revisions of the Background Paper and examples of best practice to the Principles Committee; and

**FURTHER RESOLVED THAT** the Principles Committee thereby established begin its work as soon as practicable, with a view to Guidance Notes being approved by the Board prior to the 2013 General Assembly and that these Guidance Notes include appropriate consideration of the resolution proposed to the General Assembly in 2011 in Cancun to amend Principle 7, which resolution was referred back to the Board.

## REPORT FROM THE PRINCIPLES WORK GROUP

### INTRODUCTION

The statutes of the ICA as adopted by the General Assembly on 6th June, 2008 and revised by the General Assembly on 20th November, 2008 recognise that the ICA is 'The custodian of co-operative values and principles'. Its objects (Article 2) include – promoting and protecting co-operative values. Article 6 is specifically about co-operative principles, stating that to be recognised as a co-operative society organisations conform to the ICA's Statement on the Co-operative Identity as approved by the General Assembly of the ICA. The Statement on the Co-operative Identity is included in full within the statutes, and conformity to it is a condition of eligibility for ICA membership.

### PRECEDENTS – PREVIOUS REVIEWS

1. The ICA Congress held in Vienna in 1930 adopted a resolution entrusting the Central Committee to appoint a special commission to undertake a survey about the conditions under which the Rochdale Principles were applied in different countries and the need to define them. The report of the commission was considered by the Congress held in London in 1934 and finally approved by the Paris Congress in 1937.
2. The Bournemouth Congress held in 1963 asked the Central Committee to appoint an authoritative commission to formulate the co-operative principles under current conditions. The report prepared by the commission was submitted to the Congress held in Vienna in 1966 where it was approved.
3. The Stockholm Congress (1988) decided to undertake a study of the co-operative values which was led by Sven Aake Bööck with the collaboration of a number of people from different countries. The final report was approved by the Tokyo Congress held in 1992. That Congress decided to present a Statement of Co-operative Identity and a new formulation of the co-operative principles at the Centennial Congress of the ICA to be held in Manchester in 1995. The task was led by Prof Ian MacPherson who, following extensive consultation presented the report together with a background paper. Both were approved by the ICA General Assembly.

### GUIDANCE TO THE PRINCIPLES

The Resolution of the ICA General Assembly which approved The Statement on the Co-operative Identity refers to the Background Paper in order to obtain a better understanding of the Statement: "If further understanding

is required, reference should be made to the accompanying Background Paper”.

## **THE NEED FOR A PROCESS FOR REVIEW**

The adoption of the Statement on the Co-operative Identity in 1995 marked a key stage in the renaissance of co-operative enterprises globally. The Statement underpins ILO Recommendation 193 on the promotion of co-operatives, and that has in turn been widely used in reviewing and updating co-operative law. United Nations General Assembly resolution 56/114, and the referenced United Nations Guidelines on Cooperatives, also incorporates the ICA Statement on the Co-operative Identity.

The working group recognise therefore that the impact of any changes to the Statement on the Co-operative Identity are significant, and processes are therefore needed that give the ICA Board the authority to initiate a process of review from time to time. Such a process should be conducted at the highest level, giving adequate time for consultation not only with member organisations, but time for ICA member organisations to consult effectively with their own members, and for consultation with other relevant organisations and persons. The Board should define the threshold for initiating and concluding such a review and set an appropriate threshold for the adoption of any changes that reflect the significance of the Statement on the Co-operative Identity together with the need to maintain the consensus and inclusivity achieved in 1995.

## **RECOMMENDATIONS ON THE REVIEW PROCESS**

- The minimum time for such a review would be two General Assemblies.
- The process should be initiated by a Board resolution to a General Assembly.
- Justification would be presented to that General Assembly.
- The Board should then organise a process for full consultation and discussion by member organisations and their members, and by regions and sectors and other relevant organisations and persons before presentation for adoption.
- The proposals would form part of the agenda to a Congress, where the General Assembly would also meet to take formal action.
- Any change to the Statement on the Co-operative Identity should require a two-thirds majority vote and the total number of votes supporting a change should be at least 50% of total eligible votes. Article 16 of the ICA Statutes should be amended to clearly state that changes to the Statement on the Co-operative Identity requires approval of the General Assembly by the above mentioned majorities.

## **INTERPRETING THE STATEMENT ON THE CO-OPERATIVE IDENTITY**

Whilst co-operation is as old as humankind, how that is translated into practical action changes as society develops, and this needs to be reflected in the guidance issued by the ICA as custodian of the Statement on the Co-operative Identity.

As such whilst the Statement on the Co-operative Identity is so fundamental as to be reviewed with great care, it is vital that the guidance in their implementation should be regularly revised. This would ensure that Guidance Notes take account of the changes in the economic, social, political, technological and cultural environment and demonstrated the relevance of the values and principles to a new generation.

## **RECOMMENDATIONS**

- Regular updates and expansion of background of Co-operative Principles for the 21st Century issued at the time of the adoption of the Statement on the Co-operative Identity in 1995 are essential. These should be reissued as Guidance Notes.
- The ICA needs to develop capacity to capture key environmental changes on how co-operatives are responding to such changes as part of the process of continuous updating of guidance and interpretation.
- The ICA Board establish a standing committee charged with this task.
- The standing committee would comprise solely of Board members (not less than three) and would draw on expertise from regions, the ICA's sectoral and thematic Committees and other additional global expertise as required for the particular issue being reviewed.  
Such a standing committee should be established by the Board and begin its work immediately following the Manchester General Assembly in October 2012, with a view to Guidance Notes being launched at the General Assembly in Cape Town in 2013.
- The resolution presented by the Americas Region at the General Assembly in Cancun in 2011 should be incorporated into the Guidance Notes.

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# RESOLUTION ON RESTRUCTURING OF THE THEMATIC COMMITTEES

**WHEREAS**, the General Assembly in Rome in 2008 directed 'that current thematic committees and working groups be required to carry out a SWOT analysis (Strengths, Weaknesses, Opportunities and Threats) and report to the ICA Board and that any change to their number and nature be examined on a case by case basis with well-argued support documentation'; and

**WHEREAS**, the Governance Committee has reviewed each of the thematic committees and working groups and has reported its recommendations to the ICA Board, as follows:

- that the ICA Committee on Co-operative Communication (ICACCC) and the ICA Human Resource Development Committee (ICAHRD) be transformed into working groups to be connected to the work of the Director-General and staff
- that the ICA Gender Equality Committee (ICAGEC) and the ICA Committee on Co-operative Research (ICACCR) retain their status as thematic committees
- that a new thematic committee, the ICA Legislative Committee, be established to replace the ICA Legal Committee; and

**WHEREAS**, the ICA Board has accepted the recommendations of the Governance Committee;

**THEREFORE**, the General Assembly hereby accepts the report of the Governance Committee and amends Article VI of the ICA Bye-laws to acknowledge only the following ICA Thematic Committees:

1. Committee on Co-operative Research (ICACCR)
2. Gender Equality Committee (ICAGEC)
3. Legislative Committee (ICALC)

# 11 REVISION TO ICA AMERICAS RULES

ICA EXTRAORDINARY GENERAL ASSEMBLY 2012

According to the ICA Statutes, Article 21. Powers of Regional Assemblies:

- e. draw up their own statutes, subject to approval by the General Assembly.

Below are changes to the ICA Americas Statutes as approved by the ICA Americas Regional Assembly in Panama 2012. Additions are highlighted in red and subtractions in blue.



## RULES FOR THE INTERNATIONAL CO-OPERATIVES ALLIANCE FOR THE AMERICAS (ICA-AMERICAS)

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### 1. REGIONAL ASSEMBLY

The Regional Assembly of ICA Americas is part of the governing structure of the International Co-operative Alliance in accordance with article 19 of the ICA Statutes **and it is the ICA-Americas highest authority body.**

### 2. OBJECTIVE

The main objective of the Regional Assembly is to promote co-operation among ICA member organizations in the Americas and provide a forum to analyse regional and global issues concerning co-operative development.

### 3. FUNCTIONS

The Regional Assembly will:

- a. Know and resolve proposals and resolutions to present in the ICA General Assembly.
- b. Establish priorities for the ICA Work Programme in the region.
- c. Establish general policies for funding ICA activities in the region.
- d. Approve the establishment of Regional Sectoral Organizations and Thematic Committees, under recommendation from the Regional Board.
- e. Assure regional compliance with the decisions of the ICA General Assembly.
- f. **Endorse Ratify** the Regional Board Members, according to Article ~~10~~ **9** of these Rules.
- g. Approve the Statutes and Rules, subject to the approval of the ICA General Assembly.
- h. Elect the President of ICA Americas as established in the ICA Statutes in accordance with Article ~~9~~ **8** of these **Statutes**



## RULES FOR THE INTERNATIONAL CO-OPERATIVES ALLIANCE FOR THE AMERICAS (ICA-AMERICAS)

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- i. Choose an Audit Committee composed of 3 Delegates members and 2 alternate, within holders and alternates of the Regional Board, which are not at the same time, members of the Executive Committee. The Chair of this committee must be holder member of the Board and have accounting experience and knowledge.

#### 4. REPRESENTATION

~~a. The Regional Assembly will be formed of delegations assigned by:~~

- ~~i. Member Organizations of each country~~
- ~~ii. Regional Member Organizations~~
- ~~iii. Regional Sectoral Organizations~~
- ~~iv. Regional Thematic Committees~~

~~Each delegation will consist of 1 head, 1 alternate and up to 3 observer.~~

~~b. Delegates will end its mandate in the Assembly for which they were appointed.~~

- a. Members, who have complied with all of its statutory obligations, are entitled at least a representative with 1 vote, and may have additional votes in proportion to their membership up to a maximum of twelve. Each country can have a maximum of 25 votes.
- b. The number of votes is determined based on the number of individual members represented by each member organization and is calculated in accordance with the rules laid down in paragraph III.1. of the ICA Regulation.
- c. Non-member organisations, international organizations, Governments and governmental organizations, research institutes and educational co-operatives and other organizations related to the promotion of co-operative principles and co-operatives, or which support ICA, may be invited to the Regional Assembly as observers and will have the right to



## RULES FOR THE INTERNATIONAL CO-OPERATIVES ALLIANCE FOR THE AMERICAS (ICA-AMERICAS)

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~~attend following payment of the established registration fee by the Regional Board, the Executive Committee, the President and the Regional Director of ICA-Americas.~~

### ~~5. VOTING~~

- ~~a. Each member organization will have the right to one vote in the Regional Assembly.~~
- ~~d. All issues discussed at the Regional Assembly will be decided by simple majority of votes, with the exception of the reform to this Regulation which should have the vote of at least two-thirds of the votes present.~~
- ~~e. Regional Sectoral Organizations and Thematic Committees will not have the right to vote, but will have the right to speak.~~
- ~~d. One delegate can represent up to two member organizations of the same country, besides its own, in accordance with the procedure established by the Regional Board.~~
- ~~e. In countries where there is more than one member, the number of additional votes is determined proportionally among the members according to paragraph b) provided that no representative has more than 12 votes. Any case of conflict will be decided by the Executive Committee, subject to appeal to the Regional Board.~~
- ~~f. Individual Member organisations have the right to delegate their votes by power to one or more representatives of the same country, if no representative is more than 12 votes.~~
- ~~g. Members are entitled to send observers to the Regional Assembly, prior registration in the Regional Office.~~

### ~~6. 5. MEETINGS~~



## RULES FOR THE INTERNATIONAL CO-OPERATIVES ALLIANCE FOR THE AMERICAS (ICA-AMERICAS)

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- a. The Regional Assembly might be ordinary or extraordinary. The first will be convened by the Regional Board and shall meet every two years alternating with the ICA General Assembly.
- b. Extraordinary Regional Assembly meetings may be convened by decision of the Regional Board or at the request of one-third of the member organizations.
- c. The quorum to carry out the session, both the extraordinary and ordinary Regional Assembly will be at least more than half of the votes represented by member organizations that are up to date with their statutory obligations, on the first call. In the second call it will be held an hour after the first call with at least 30% of the votes represented by member organizations that are up to date with their statutory obligations.
- d. The Regional Director, in coordination with the Presidency, will be responsible for the preparation and circulation of documents for the meeting and, along with the host organizations, for logistical aspects concerning organization of the Regional Assembly.

### 7. 6. LANGUAGES

The official languages of the Regional Assembly will be Spanish, Portuguese, French and English.

### 8. 7. FINANCING

- a. Delegates and their respective organizations will have to cover the costs related to their participation in the Regional Assembly.
- b. Participation of the Delegates to the Regional Ordinary or Extraordinary Assembly will not have any costs. The Regional Board might establish a registration fee to cover the costs of participation in complementary additional activities.



## RULES FOR THE INTERNATIONAL CO-OPERATIVES ALLIANCE FOR THE AMERICAS (ICA-AMERICAS)

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### 9: 8. ELECTIONS

- a. The Regional Assembly will be presided by the President of ICA Americas, **or as needed by the First Vice-President or Second Vice-President, in that order.**
- b. To be elected President is required:
  - i. to be member of the Regional Board **for at least three years.**
  - ~~ii. to have served minimum two years in one of the governance bodies of ICA Americas.~~
  - iii. to have the financial backing of his/her organization, for both the post as President of the ICA Americas as well as Vice-president of ICA.
- c. Nominations for President must be submitted at least two months before the date of the Regional Assembly that must elect him. The Regional Director will circulate information on the proposed candidates among the members of the Regional Board and the ICA member organizations.

**In the case of the representatives of the sectoral organisations and thematic committees the proposed names must be communicated in writing to the President immediately after the assemblies of these bodies have been carried out.**
- d. Voting will be by secret ballot.
- e. The President term of office is four (4) years with possibility of only one re-election. **If for any reason the First Vice President has to assume the Presidency, he/she will do it until the next Regional Assembly; this period shall be additional to what sets this clause.**



## RULES FOR THE INTERNATIONAL CO-OPERATIVES ALLIANCE FOR THE AMERICAS (ICA-AMERICAS)

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- f. The nomination for the President to be elected as Vice-president of ICA must be made by the Regional Board with not less than three months before the ICA General Assembly.

### 10. 9. REGIONAL BOARD

- a. The Regional Board shall be integrated by one Holder Member and one Alternate Member for each country; one member for each Regional Organization affiliated; ~~one two~~ members for the Regional Sectoral Organizations; one representative for the ~~American Women Co-operators~~ Gender Equity Regional Committee and one representative for the Youth ~~Network Committee~~ of ICA Americas.
- b. Members of each country shall be nominated by the majority of votes from the Member Organizations of the respective country, the members of the Regional Organizations affiliated will be proposed by each one of them. The members of the Regional Sectoral Organizations will be nominated by the majority of them. ~~The member of the American Women Co-operators Regional Committee and will be nominated by the same committee, the youth representative by the Youth Network of ICA Americas~~ Members of the Regional Gender Equity and Youth Committees of ICA-Americas will be proposed by the respective Committees.

Organizations applying to President of the Sectoral and Thematic Committees must assume the costs that these duties entail. Should members representing these committees in the Regional Board are not the Presidents of these Committees; their organizations must finance the costs of participation in the Regional Board.

The names of the nominees will be communicated in writing to the President in advance not less than one month from the date of the Regional Assembly to be formally designated.



## RULES FOR THE INTERNATIONAL CO-OPERATIVES ALLIANCE FOR THE AMERICAS (ICA-AMERICAS)

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- c. Members of the Regional Board have a term of office of four (4) years, with the possibility of reelection.
- d. In the event of resignation or replacement of the **Holder or Alternate representative** of the organizations that proposed them which **will should** be formally communicated to the President and copied to the Regional Director, the Regional Board member's mandate will be terminated. The respective organizations should **propose appoint** a new member to replace him/her subject to **accreditation ratification** of the next Regional Assembly, previous confirmation of the compliance of all the requirements established in the regulation for the election of such representative.
- e. The President of ICA Americas will be the President of the Regional Board.
- f. The Regional Board will meet at least twice a year.

### ~~11.~~ 10. DUTIES AND POWERS OF THE REGIONAL BOARD

- a. The Regional Board shall appoint, from among its members, an Executive Committee composed of the President, two Vice-presidents, a Secretary and three **members numerical vocals** from countries other than those of the President **and the Vice-presidents**. The duties of that Committee will consist in addressing the ordinary or urgent business of the ICA Americas when the Regional Board is unable to meet.
- b. Elect one of its members as Senior Vice-president, who will replace the President in the event of absence or resignation until the end of his term, and in the case of leave until it ends. In these cases the member organization of the Senior Vice-president will assume the costs that the fulfillment of his/her duties as President is required.
- c. Elect one of its members as Second Vice-president.
- d. Elect one of its members as Secretary.



## RULES FOR THE INTERNATIONAL CO-OPERATIVES ALLIANCE FOR THE AMERICAS (ICA-AMERICAS)

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- e. Ensure the preparation of the Regional Assemblies with the support of the Regional Office.
- f. Support the formulation and implementation of policies and work of the ICA Americas.
- g. Facilitate communication and strengthen ICA Americas presence in each of the sub-regions.
- h. Support the formulation of ICA global and sectoral strategies in the Americas.
- i. Consider requests and proposals from Member Organizations with respect to ICA actions in the Americas.
- j. Adopt its own rules of operation on issues that these Rules does not provide
- k. Carry out any other task commended by the Regional Assembly.

### **12. 11. SPECIAL DISPOSITIONS**

- a. By default and in matters not covered by this regulation the ICA Statutes and Rules will govern.
- b. The rules and procedures of the ICA Americas and any subsequent amendment will be subject to approval by the General Assembly, as established in article 21 of ICA Statutes.
- c. The First Regional Assembly for the constitution of this structure was held in Sao Paulo, Brazil, in 21-22 November, 1994. Due to its special character, all organizations affiliated before November 1994 was invited.
- d. These Rules were reviewed and approved at the Extraordinary Regional Assembly held in Bogota, Colombia on 21 November, 2008, **amended and approved in the Ordinary Regional Assembly in the city of Panama, Republic of Panama, 31 May 2012, International Year of Cooperatives.**



**RULES FOR THE  
INTERNATIONAL CO-OPERATIVES ALLIANCE  
FOR THE AMERICAS  
(ICA-AMERICAS)**

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~~TRANSITIONAL PROVISIONS. Articles 5 d) and 9 b) of the Rules, apply as of the assemblies from the Extraordinary Regional Assembly of 21 November, 2008.~~

These Rules shall take effect upon its approval by the General Assembly of the ICA according to the provisions of Article 21 e) of its Statutes.

**NOTE:**

- ~~1.— This regulation was adopted by the ICA General Assembly carried out on 18 November 2009 in Geneva, Switzerland.~~
- ~~2.— The agreement of the ICA Americas Regional Board held on 10-11 December 2009 in Cali, Colombia, approves the change of name of the Regional American Committee of Cooperative Women and the Youth Network of ICA Americas, from now onwards will be referred to as Gender Equity Regional Committee of ICA Americas (GREG) and the Youth Regional Committee of ICA Americas.~~

# FREQUENTLY ASKED QUESTIONS

## **PRE-REGISTRATION**

To attend the ICA Extraordinary General Assembly, you will need to register to attend Co-operatives United online at <http://www.manchester2012.coop/book-now/international-visitors-registration>. If you have any questions about registration, please email [coop12@livebuzz.co.uk](mailto:coop12@livebuzz.co.uk).

To register as a voting Representative, when you are asked during online registration to designate which events you will attend, mark that you will be attending the ICA Extraordinary General Assembly and that you will be voting on behalf of your organisation.

## **VISA LETTER**

If you need a visa letter, once you register to attend Co-operatives United, the booking system will automatically give you the option to apply for a visa invitation letter, and it would then have asked for some specific information. These details are also available online at <http://www.manchester2012.coop/international-visitors-registration/visa-applications>. If you have any questions, please contact Ms Bernadette Turner at [Bernadette.Turner@uk.coop](mailto:Bernadette.Turner@uk.coop). If you have not already registered to attend Co-operatives United, this must be done in order to request a visa letter.

There is quite a lot to complete on the visa letter request form and the British authorities overseas are quite

strict as to the information they require. They will also request that you have an address in the UK for the duration of your stay (your hotel). You will also need to check on the British High Commission website for your country to see what other documentation you will need to provide.

## **HOTELS**

All delegates need to book their own hotels. The full list of hotels with which our hosts have contracted special prices are found on the website at: <http://www.manchester2012.coop/visit-manchester/accommodation>

Please contact the hotel where you are interested in staying. You will need to provide the "booking code" to the hotel in order to get the preferred rate as well as a room. Note that hotels are booking up quickly so you may need to contact a number of them on the list if you have a large delegation.

## **WHAT TO WEAR**

Conference: Smart Casual

International Dinner: Suit, Cocktail or National Dress

## **ONSITE REGISTRATION**

All pre-registered delegates should make their way to the registration desk with their e-confirmation detailing their booked sessions and bar code for scanning. Badges and conference packs will be provided on arrival at the registration desk. Admission to the main conference sessions will only be available for registered paying delegates and you should wear your badge at all times to gain access.

Registration will be available for international delegates at the following days and times at Manchester Central:

- Monday 29 October from 14h00 to 17h00 at the Co-operatives United welcome point, Manchester Central
- Tuesday 30 October from 9h00 to 17h30 at the Co-operatives United welcome point, Manchester Central
- Wednesday-Friday from 9h00 to 17h30 at Manchester Central

It is recommended to register early onsite on Monday or Tuesday in order to avoid the large crowd.

## **INTERPRETATION**

Please note that the official language for Co-operatives United is English. During the main sessions in the Exchange Auditorium on Wednesday, Thursday and Friday there will be simultaneous interpretation in the following languages: English, Spanish, French, Russian, Japanese, and Korean. There may also be passive interpretation available in Portuguese, German and Italian (to be confirmed).

Headsets will be available at the door as you enter the Exchange Auditorium and will need to be returned each time you leave.

In the Exchange Hall, there will be 200 people who speak various languages to facilitate networking and knowledge sharing. They will have special markings for you to easily find them and utilise their services.

## **TRANSPORT**

For information on transport to and within Manchester, visit <http://www.manchester2012.coop/visit-manchester/travel>

## **CLOAK ROOM**

There is a paid cloak room at the entrance to Manchester Central. There will also be a free cloak room for registered international delegates near the Exchange Auditorium.



**ICA**

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