

International Co-operative Alliance

International non-profit association

BYLAWS

As adopted by the General Assembly, on April 11, 2013.

The bylaws supplement the articles of association and must be read as a whole with the articles of association.

The International Co-operative Alliance “ICA” was founded in London, August 1895. Its registered headquarters were moved to Geneva, Switzerland, in 1982. It has been incorporated as an “international non-profit association” under Belgian law on 17 April 2013.

I. MISSION STATEMENT

Article 1.

The International Co-operative Alliance (ICA) unites, represents and serves co-operatives worldwide.

It is the custodian of co-operative values and principles and makes the case for their distinctive values-based economic business model which also provides individuals and communities with an instrument of self-help and influence over their development. The ICA advocates the interests and success of co-operatives, disseminates best practices and knowledge, strengthens their capacity building and monitors their performance and progress over time.

With the activities that the association will carry out in accordance with its objects, the association pursues the following purpose:

- a. Promote the world co-operative movement, based upon mutual self-help and democracy;
- b. Promote and protect co-operative values and principles;
- c. Facilitate the development of economic and other mutually beneficial relations between its member organisations;
- d. Promote sustainable human development and to further the economic and social progress of people, thereby contributing to international peace and security; and
- e. Promote equality between men and women in all decision-making and activities within the co-operative movement.

II. ARCHITECTURE / STRUCTURE

Article 2.

The ICA is organised at the global, regional, sectoral and thematic levels and comprises the following:

- a. a global office;
- b. four regions;
 - i. ICA Africa
 - ii. ICA Americas
 - iii. ICA Asia-Pacific
 - iv. ICA Europe (incorporated and known as Co-operatives Europe asbl).

The geographic area of each region is as follows:

- i. Africa - open to all Members with a head office in Africa and adjacent islands.
 - ii. Americas - open to all Members with head office in North, Central and South America, and the Caribbean.
 - iii. Asia and the Pacific - open to all Members with a head office in Asia and the Pacific.
 - iv. Europe - open to all Members with a head office in Europe.
- c. global and regional sectoral organisations, and
- d. thematic committees.

III. OFFICIAL LANGUAGES

Article 3.

The Alliance recognizes the cultural and linguistic diversity of its members and will use at least three working languages. The Board will determine which and to what extent different languages are used, taking into consideration the balance between diversity and resources available.

IV. CO-OPERATIVE PRINCIPLES

Article 4.

Any association of persons, or of societies, is recognised as a co-operative society, provided that it has for its object the economic and social betterment of its members by means of an enterprise based on mutual aid, and that it conforms to the ICA Statement on the Co-operative Identity, as approved by the General Assembly of the ICA:

A. Definition

Article 5.

A co-operative is an autonomous association of persons united voluntarily to meet their common economic, social and cultural needs and aspirations through a jointly owned and democratically controlled enterprise.

B. Values

Article 6.

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

C. Principles

The co-operative principles are guidelines by which co-operatives put their values into practice.

1st Principle: Voluntary and Open Membership

Co-operatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

2nd Principle: Democratic Member Control

Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organised in a democratic manner.

3rd Principle: Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

4th Principle: Autonomy and Independence

Co-operatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

5th Principle: Education, Training and Information

Co-operatives provide education and training for their members, elected representatives, managers and employees so they can contribute effectively to the development of their co-operatives. They inform the general public — particularly young people and opinion leaders — about the nature and benefits of co-operation.

6th Principle: Co-operation among Co-operatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

7th Principle: Concern for Community

Co-operatives work for the sustainable development of their communities through policies approved by their members.

V. MEMBERSHIP ELIGIBILITY AND APPLICATION

A. Eligibility

Article 8.

The eligibility of organisations for membership of the association is regulated by the articles of association.

B. Membership application and admission requirements

Article 9.

The board of directors of ICA (hereinafter referred to as the “**Board**”) establishes membership evaluation criteria for applications for ICA membership in conformity to the articles of association.

Organisations apply for the status of Member or Associate Member in the official form to be supplied by the ICA, and send their applications and all required supporting documentation including membership data to the ICA Global Office. If the language in which the documents are available is not one of the official languages of the ICA, a translation in one of the official languages will be provided by the applicant.

ICA will calculate the subscription fee of the applying organisation as per the ICA subscription formula set out below.

Before any application is submitted to the ICA Board, the Director-General will in co-ordination with Regional Directors make appropriate inquiries as to the suitability of the organisation concerned to be admitted to membership of the ICA, including consultation with existing Members from the same country and with the Regional Authorities and Sectoral Organisations.

VI. RIGHTS OF MEMBERS AND ASSOCIATE MEMBERS

Article 10.

Subject to the proper and timely fulfillment of their financial obligations to the ICA, Members and Associate Members have the right to:

- a. Receive from the ICA all appropriate services, information and assistance; and
- b. Participate in any Sectoral Organisation or Thematic Committee of the ICA in accordance with its constitution.

Members also have the right to:

- a. Take part in formulating ICA policies and work programs of ICA Authorities; and
- b. Appoint representatives to the ICA General and Regional Assemblies, and to Congress, and to nominate candidates for election to the Board.

VII. OBLIGATIONS OF MEMBERS AND ASSOCIATE MEMBERS

Article 11.

Members and Associate Members have the following obligations:

- a. Observe the aims and policy of the ICA and to conform in its activity to the ICA Statement on the Co-operative Identity;
- b. Take all such actions as may be recommended by the authorities of the ICA in support of its policy decisions;
- c. Supply the ICA with their membership data, annual report and a complimentary copy of all its relevant publications, as well as regularly informing the ICA on significant national co-operative developments, changes in their rules and bylaws, and all actions of the public authorities which affect the co-operative movement; and
- d. Pay their annual subscriptions by 31 March of the year for which the subscriptions are assessed.

VIII. EXCLUSION OF MEMBERS

Article 12.

Any member can be excluded by decision of the General Assembly for sound reasons or for non-compliance with the articles of association or the bylaws.

Any member can be excluded by decision of the Board for non-payment of the annual contribution for two consecutive years.

The member whose exclusion is to be decided on must be requested to provide its remarks in writing to the body competent to decide on its exclusion, within one month after notice of a reasoned exclusion motion.

If the member requests so in its written remarks, it must be heard by the body competent to decide on its exclusion.

In any case of exclusion of a member, the relevant member whose exclusion is proposed shall not be allowed to participate in the vote on its exclusion.

Every decision to exclude is reasoned.

The decision to exclude is registered in minutes. Those minutes mention the facts on which the exclusion is based. The exclusion is to be recorded in the membership register. A true copy of the decision is to be sent to the excluded member within fifteen days.

IX. FINANCE

A. Income

Article 13.

The income of the ICA is derived from:

- a. subscription of its Members and Associate Members;
- b. sales of publications and promotional items;
- c. funds provided through agreements;
- d. donations;
- e. strategic activities consistent with the association's objectives; and
- f. other sources as agreed by the General Assembly on the recommendation of the Board.

B. Annual Member Subscriptions

1. General

Article 14.

All Members pay an annual subscription based on the number of their individual members or number of individuals they represent and in accordance with the formula established by the

General Assembly. Associate Members pay an annual subscription on a flat-fee scale, based on the Associate Member formula also established by the General Assembly. New Members and Associate Members of the ICA pay their subscriptions during the first year on the basis of a pro-rata amount determined by their month of admittance.

Payment of subscription enables Members and Associate Members to participate in the ICA at the global, regional, sectoral and thematic levels.

In truly exceptional circumstances, Members and Associate Members having difficulty in paying subscriptions may apply for special treatment to the Director-General. Such requests, accompanied by supporting documentation, must be received by 31 March each year for final decision by the ICA Board. The Director-General, in co-ordination with Regional Directors, will make appropriate inquiries as to the situation of the organisation concerned, including consultation with existing Members from the same country and with ICA Regional Authorities and Sectoral Organisations prior to submitting the request to the ICA Board.

The General Assembly will review the formula every four years to ensure adequate resources for the ICA and, if considered appropriate, will determine modifications.

ICA will accommodate and assist those national co-operative representative organisations wishing to be responsible for the co-ordination of the ICA dues collection within their country, in respect of existing institutional and operational arrangements between national representative organisations for co-operatives and their members.

The ICA will also permit Members of a given country to voluntarily agree to a different allocation of ICA dues amongst themselves as long as the total aggregated contribution in dues equals that calculated according to the subscription formula for all Members of that country.

The ICA Board "Membership Committee" will support the ICA in the activities relating to the promotion and correct implementation of the subscription formula.

2. *Subscription Formula*

Article 15.

All subscriptions are invoiced in Swiss Francs, or in such other currency as determined by the Board.

ICA calculates the subscriptions of its Members and Associate Members on a four-year cycle based on membership data provided for the year that is two years prior to year one of the subscription cycle (e.g. 2011 data for 2013-2016 subscriptions). All Members and Associate Members are nonetheless required to provide the Global Office annually with updated membership data including the number of members that they have or represent as well as an update on affiliations with other ICA Members and Associate Members.

Subscription fees remain at the same level during the four-year subscription cycle, but may be indexed for inflation. The General Assembly provides the ICA Board with the power to add an annual percentage to cover inflation.

The subscription formula for Members is calculated as follows:

Base fee multiplied by Representation factor multiplied by Economic factor.

The Representation factor is calculated as the ratio of the member's individual members relative to the average number of individual members represented by all members at the

beginning of each four-year cycle. The minimum Representation factor is .25 and the maximum is 20.

The Economic factor is calculated as a ratio of the member’s country’s GDP (with reference to the World Bank’s Gross Domestic Product Purchasing Power Parity) relative to the world’s average GDP. The GDP figures used would be from the tables published the year prior to the beginning of the four-year cycle. The minimum Economic factor is .50.

The Base fee effective 1 January 2017 is determined by the ICA’s accountants, applying the above subscription formula to each member, subject to a 10% increase above the member’s full 2016 subscription. In applying the formula for the four-year cycle beginning 1 January 2017, no reductions to subscriptions are permitted from the 2016 full subscription for each member.

ICA calculates Member dues on the basis of the number of individual members that they have or represent, as well as affiliations to other ICA Members (‘members of Members’) two years previous to the year of payment. Failing to obtain the required membership data, the ICA will use the data it can find or evaluate the organisation to the best of its knowledge.

The subscription formula for Associate Members is based on World Bank Country Income Index as set out below:

ICA Subscription Fee for Non-governmental Associate Members

WBCII Low	500 CHF
WBCII Lower middle, Upper middle and High	3,000 CHF

ICA Subscription Fee for Governmental Associate Members

WBCII Low	3,000 CHF
WBCII Lower middle	5,000 CHF
WBCII Upper middle	7,000 CHF
WBCII High	10,000 CHF

ICA uses the World Bank Country Income Index (WBCII) one year preceding the year of payment.

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.

For Members that are full members of ICMIF (International Co-operative and Mutual Insurance Federation), the subscription fee is as follows:

WBCII Low	1,200 CHF
WBCII Lower middle	3,600 CHF
WBCII Upper middle	7,200 CHF
WBCII High	12,000 CHF

This fee is applicable only to organisations that are: eligible as full members of the Alliance; are primarily in the insurance sector; and are not international or supranational organisations.

In countries where there is more than one Member and/or Associate Member, the affiliations between ICA Members in that country will be established. The formula is then first applied to primary co-operative(s) that are Members of the ICA to avoid any double counting of individual

members. Their respective membership is thereafter subtracted from that of the other Members of the ICA in that country to which they are affiliated. The dues for other organisations in ICA membership are thereafter calculated on the remainder of members they represent.

Members of a given country may enter into an institutional arrangement with the ICA under which they determine how the aggregate subscription fees will be paid in accordance with the articles of association.

275,000 CHF are the maximum dues paid by country. In cases where the sum of the individual dues of all Members in a country exceeds the maximum dues limit, the contribution from Members in that country is proportionally allocated or redefined on the basis of a particular institutional arrangement as described above.

The General Assembly provides the ICA Board, acting through its Membership Committee, with discretionary power to modify a specific dues' contribution (reduced or increased) to take into account circumstantial elements that are of an exceptional nature — i.e. special treatment (see article 14, sec. 3).

Subscriptions will be redistributed between Global Office, the Regions and Sectoral Organisations according to modalities established by the ICA Board.

X. GOVERNING BODIES AND CONGRESS

A. Authorities

Article 16.

The Authorities of the ICA are: General Assembly, Regional Assemblies, Sectoral Organisations' Assemblies, Board, Regional Boards, Sectoral Organisations' elected bodies, President, Vice Presidents, Director-General and Regional Directors.

B. World co-operative congress

Article 17.

A World Co-operative Congress may be convened by the ICA, with participation, both for Members, Associate Members and the general co-operative public. The time, venue and themes for the Congress are decided by the General Assembly.

C. Regional authorities

Article 18.

The Regional authorities are the Regional Assemblies, Regional Boards and Regional Directors.

D. Regional Assemblies

Article 19.

In order to promote collaboration among ICA Members and Associate Members at the regional level, and to provide a forum for discussion of regional issues, Regional Assemblies are part of the ICA's governing structure.

International/Supranational Members and Associate Members may participate fully in other Regional Assemblies, provided they have members in those regions.

E. Powers of Regional Assemblies

Article 20.

The Regional Assemblies, as a rule, take place at least every second year. They work within the framework of the ICA Strategic Plan and implement the priorities decided by the regional authorities. They also:

- a. implement the decisions of the General Assembly in the regions;
- b. submit reports, proposals and resolutions for the consideration to the General Assembly;
- c. elect a person as President of the region who also serves as ICA Vice President, subject to ratification by the General Assembly;
- d. elect a Regional Board according to their Rules; and
- e. draw up their own articles of association, subject to approval by the General Assembly.

F. Entities of the ICA with distinct legal personality

Article 21.

- a. The Regional and Sectoral Assemblies of the ICA can set up organisations with a distinct legal personality on the following conditions:
 - I. Their rules must be approved by the General Assembly of the ICA.
 - II. An agreement regulating the relations between the ICA and the concerned regional or sectoral entity must be signed by it and by the Board of the ICA and approved by the General Assembly of the ICA.
- b. In case of discrepancies between the rules of the concerned regional or sectoral entity previously approved by the General Assembly of the ICA and the articles 19, 20, 21, 23 and 27 of these bylaws, the rules of the concerned entity will apply.
- c. The members of the concerned regional entity will remain or become Members of the ICA according to articles 8 and 9 of these bylaws.

G. Regional boards

Article 22.

Regional Boards are elected in accordance with the articles of association of their region and will consist of at least one president, and other members elected by the Regional Assembly.

H. Powers of the Regional Boards

Article 23.

Regional Boards will:

- a. work within the global strategic framework of the ICA laid down every four years by the General Assembly;

- b. approve within the four-year work plan prepared by the Regional Director for integration into the global budget and work plan for approval by the ICA Board;
- c. prepare the agenda and organise the meetings of the Regional Assembly;
- d. reinforce Members' and Associate Members' active participation;
- e. in conjunction with the ICA Director-General be responsible for the appointment of the Regional Director;
- f. promote sustainable co-operative regional development;
- g. build relations between other bodies of the ICA;
- h. enhance the image of the ICA and the co-operative movement within the region, with national and regional institutions;
- i. establish Committees and working groups where appropriate;
- j. provide recommendations on membership issues from their regions to the ICA Board; and
- k. ensure regional finance and budgeting are strictly monitored and within the general guidelines of the ICA..

I. President

Article 24.

The President:

- a. is the chief representative of the ICA and presides over the General Assembly and Board of the ICA;
- b. provides the policy and organisational leadership of the ICA, in collaboration with the Director-General; and
- c. has the right to attend the meetings of the ICA entities.

Should the presidency remain vacant for longer than six (6) months, the ICA Board will call for an Extraordinary General Assembly to be held to fill the vacancy and elect a new President.

J. Vice-presidents

Article 25.

The Vice-Presidents represent their respective regions and:

- a. assist and support the President, in the policy and organisational leadership of the ICA, together with the Director-General and Regional Directors;
- b. serve as the link between the Regional Assemblies and the Board; and
- c. undertake such other tasks and responsibilities as the Board may determine.

K. Director-General

Article 26.

The Director-General is the Chief Executive Officer of the ICA, accountable to the Board, and responsible for the leadership and efficient management of the implementation of the ICA Strategic Plan in all ICA structures.

The Director-General:

- a. is responsible for implementing the policies of the global ICA and co-ordinates, monitors, evaluates and supports the work of the ICA structures;

- b. takes the necessary initiatives to present to the Board and General Assembly any relevant issues affecting the co-operative movement;
- c. attends and advises the meetings of the ICA Authorities, without voting rights;
- d. prepares documentation for the meetings of the ICA Authorities;
- e. reports to the Board on the use of finances, implementation of the Strategic Plan and work program, and changes in staff;
- f. maintains close working relations with ICA structures;
- g. maintains relations with the ICA's present and potential Members and Associate Members in co-ordination with the Regional Director, and submit regular reports on membership issues to the Board;
- h. is responsible for the recruitment of staff at the Global Office and together with the Regional Board, of Regional Directors;
- i. designates the Deputy Director-General, subject to Board approval; and
- j. deals with any other issues as may be required by the Board.

L. Regional Directors

Article 27.

Regional Directors are the Chief Executive Officers of the regions, accountable to the elected bodies of the region and responsible for the leadership and efficient management of the regional organisation.

Regional Directors are responsible for:

- a. promotion and defence of co-operative values and principles at the regional level;
- b. in the framework of the ICA global Strategic Plan, submitting annual work programmes and budgets to be integrated in the overall global work plan and budget of the ICA;
- c. implementation of the regional Strategic Plan and work programmes within the region;
- d. representation on request of Members' and Associate Members' policy concerns to governmental bodies and the public;
- e. organisation of the Regional Assemblies and support to elected regional bodies; and
- f. carrying out any other activities as may be requested by the Director-General or Regional Authorities.

XI. THE GENERAL ASSEMBLY

A. Voting rights

Article 28.

The basis for calculating the number of votes that each Member has in the General Assembly is based on the number of individual members or individual members represented and in accordance with the following scales:

Tiers of membership	Number of individual members	Votes
1	Less than or equal to 2,500	1
2	Greater than 2,500 and lower than 50,000	2
3	Equal to or greater than 50,000 and lower than 100,000	3
4	Equal to or greater than 100,000 and lower than 500,000	4
5	Equal to or greater than 500,000 and lower than 1,000,000	5
6	Equal to or greater than 1,000,000 and lower than 1,500,000	6
7	Equal to or greater than 1,500,000 and lower than 2,000,000	7
8	Equal to or greater than 2,000,000 and lower than 3,000,000	8
9	Equal to or greater than 3,000,000 and lower than 5,000,000	9
10	Equal to or greater than 5,000,000 and lower than 10,000,000	10
11	Equal to or greater than 10,000,000 and lower than 30,000,000	11
12	Equal to or greater than 30,000,000	12

Each Member or group of Members from one country is entitled to at least one vote for each complete payment of their total subscription, with a maximum of 25 votes per country, as laid down in the articles of association.

The President of the ICA has only one vote, as laid down in the articles of association.

In countries where there is more than one Member, the votes are divided proportionally among Members. The ICA also permits Members in a given country to voluntarily agree to distribute votes among themselves on condition that no Member holds more than twelve votes. Any cases of dispute will be decided by the Board, subject to appeal to the General Assembly.

Members have the right to entrust votes to one or more representatives from the same country, provided that no physical person holds more than twelve votes.

All Members have the right to send observers to the meeting.

Observers from non-Members, unless invited by the ICA, are only admitted by a decision of the Director-General.

Members shall pay a registration fee, determined by the Board, for each representative, associate and observer present at the meeting of the General Assembly.

Members with international or supra-national status in one region are entitled to one vote. Members with such status in more than one region are entitled to two votes.

Members who join the Alliance under the special subscription provision for joint membership with ICMIF are entitled to two (2) votes.

B. Standing orders for the General Assembly procedures

1. Sessions of the General Assembly

Article 29.

Provision is normally made for the proceedings of the General Assembly to extend over two days, except when the General Assembly has only been convened to approve the annual accounts of the past financial year and to vote the discharge of the members of the Board and the statutory auditor.

No meetings of the ICA regional, sectoral or thematic entities may take place during the sittings of the General Assembly, and all social functions which would in any way hinder the work of the General Assembly are strictly limited.

The President of the ICA presides over all sessions of the General Assembly but may be substituted when necessary by one of the Vice-Presidents. The President is a member of all special committees appointed by the General Assembly.

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

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

An attendance list is kept for each General Assembly. Members or their proxy holders have to sign this list before they attend the Assembly, mentioning their surname, first name and address, or, in the case of legal persons, their name, legal form, registered office and registration number in accordance with existing legislation and/or regulations.

A timetable will be prepared for the discussion of each subject, which shall be strictly adhered to, subject only to such modifications as the Board may find necessary for the admission of emergency motions under article 30 of these bylaws.

The business of the general Assembly is carried on in such of the official languages as the Board decides. Any representative who is unable to use one of the official languages may be assisted by a delegation interpreter.

General Assembly documentation is issued one month before the date of the meeting. Members who have fully paid their subscriptions may submit motions and amendments to the Director-General two months before the date of the meeting for consideration by the Board, which determines their admissibility.

Members who have not paid all subscriptions due at least forty-five days prior to the General Assembly are not eligible to vote.

2. Order of debate

Article 30.

Members and their 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.

All speeches must be addressed to the President and directed to the subject under discussion, or to a question of procedure.

Members and their representatives may speak more than once on any matter under discussion, but may make a second speech only after all those inscribed have had an opportunity of speaking.

Questions of order or personal explanations may be raised at the end of any speech, or translation thereof, but may not interrupt either the speaker or the interpreter, or the President in the act of taking a vote.

Proposers of motions or substantive motions have the right to reply to the discussion before the motions are put to the vote. Not more than one motion, or amendment to it, will be discussed at any one time unless the President decides otherwise.

As a general rule, speakers are asked by the President to adhere to specific time limitations.

Discussions on any question may be closed by a motion, 'That the question be now put'. Such a motion may only be proposed by a representative who has not already spoken on the subject under discussion. If the closure is seconded, the President puts the question of closure to the vote. The proposer of the original motion has the right to reply before the vote is taken.

Dilatory motions — i.e., 'That the discussion be adjourned' or 'That the matter be dropped' — are formally moved and seconded and put to the vote without discussion.

Emergency motions which any Member may desire to submit to the General Assembly must be handed in by noon, on the first day of the meeting, to the President, who reports on them to the General Assembly on the second day, following decision by the Board.

No motion is put to the vote unless it has been presented in accordance with the General Assembly Standing Orders and has been seconded.

Amendments to a motion must be submitted in writing to the Director-General seven (7) days before the discussion upon the motion begins, and are considered in the order in which they occur. At the close of the discussion, each amendment is put to the vote before the original motion.

3. Voting

Article 31.

All motions shall in the first instance be submitted to the vote by a show of voting cards of accredited representatives or by such other means as the General Assembly has approved. Any representative may demand a count, which is taken by the Director-General calling aloud the name of each country in alphabetical order and at the same time announcing the number of votes to which it is entitled, and recording the responses of the respective Members.

In the case of an equality of votes being given on any question, the President declares the proposition 'Not carried'.

Voting is certified by the Director-General under the supervision of the President.

4. *Suspension of standing orders*

Article 32.

No motion to suspend a standing order for any purpose will be accepted unless notice in writing supported by not less than 10 representatives is given to the Director-General, stating the reason for the motion. The motion to suspend standing orders is put to the vote after it has been moved and formally seconded and provided that not more than one speech has been made in opposition. To suspend standing orders the motion must be approved by a three-fourths majority of the votes cast. If defeated, no second motion for the same purpose is permitted.

C. *Standing orders for Board election*

Article 33.

ICA Members have the right to nominate directly candidates for election as President and to the ICA Board, with the exception of Vice Presidents, representatives of the Sectoral Organisations, the Chair of the Gender Equality Committee and the youth representative. All nominations must be received by the ICA Director-General not less than two months before the General Assembly in accordance with a timetable set by the Board in order to be included in the final agenda and documentation issued one month before the meeting.

Each ICA Regional Assembly nominates a person to serve as ICA Vice President. The nominations are submitted in accordance with paragraph 1 of the Standing Orders for Board Election.

ICA Sectoral Organisations nominate their representatives to the Board based on the criteria and terms of reference established by the ICA Elections Committee. The nominations are submitted in accordance with paragraph 1 of the Standing Orders for Board Election.

The Chair of the Gender Equality Committee, elected according to the rules of the Committee, is automatically nominated to the Board.

ICA youth co-operators nominate their representative to the Board. The nominations are submitted in accordance with paragraph 1 of the Standing Orders for Board Election.

The ICA Board appoints an Elections Committee. The Committee is composed of at least five (5) persons, including retiring Board members supplemented as needed by other Board members as decided by the Board, and will be gender-balanced. The Committee:

- a. Seeks out and encourages the nomination of candidates, as needed;
- b. Supervises the conduct of elections at the General Assembly;
- c. Rules upon the eligibility of candidates;
- d. Ensures that elections are conducted in accordance with established procedures; and
- e. Advises the Board as required on election issues.

Emergency nominations may be accepted at the discretion of the Elections Committee, for justifiable technical reasons, up to 24 hours prior to the voting.

The Board election, as a rule, is conducted by secret ballot.

The voting is certified by the Elections Committee.

XII. SECTORAL AND THEMATIC BODIES

A. Sectoral organisations

Article 34.

The General Assembly may establish or dissolve, and recognise or withdraw recognition from, Sectoral Organisations.

Sectoral Organisations may be established in areas of economic and social activity of co-operatives as considered desirable.

The Sectoral Organisations as structures of the global ICA will:

- a. draw up their Rules for approval by the ICA Board;
- b. participate in the design of the global Strategic Plan and the multi-annual work program and develop their activities in this framework and report to the ICA Board;
- c. approve within the Strategic Plan, budget and redistribution agreements, the annual budget and work plan prepared by each of them for integration into the global budget and work plan for approval by the ICA Board;
- d. through their representatives on the ICA Board, propose themes for discussion at the global level and keep the Board apprised of sectoral developments;
- e. report regularly on their activities to the ICA Board;
- f. have their own assemblies and elected bodies made up of representatives of organisations in the pertaining sectors; and
- g. promote sustainable co-operative development in their pertaining sectors.

The General Assembly acknowledges the following Sectoral Organisations:

1. International Co-operative Agricultural Organisation (ICAO)
2. International Co-operative Banking Association (ICBA)
3. Consumer Co-operatives Worldwide (CCW)
4. International Co-operative Fisheries Organisation (ICFO)
5. International Health Co-operative Organisation (IHCO)
6. Co-operative Housing International (CHI)
7. International Co-operative and Mutual Insurance Federation (ICMIF)
8. International Organisation of Industrial, Artisanal and Service Producers' Cooperatives (CICOPA)

B. Thematic committees

Article 35.

The General Assembly may establish or dissolve, and recognise or withdraw recognition from, Thematic Committees. These Committees will be based on functional or multi-purpose activities.

The Committees will:

- a. draw up rules for approval by the ICA Board;

- b. work within the ICA Strategic Plan;
- c. submit annual workplans and budgets to the Director-General for integration into the overall global workplan and budget for approval by the Board;
- d. receive support from the ICA as agreed by the Board;
- e. report regularly on their activities to the Board;
- f. collaborate with ICA Central and Regional Offices and Sectoral organisations; and
- g. promote sustainable co-operative development.

The General Assembly acknowledges only the following Thematic Committees:

- 1. Committee on Co-operative Research
- 2. Gender Equality Committee
- 3. Legislative Committee
- 4. Co-operative Development Platform

XIII. SPECIAL DISPOSITIONS

A. Status of the ICA in Belgium

Article 36.

As long as the registered office of ICA is in Brussels, Belgium, the Brussels courts will be competent for all judicial queries which according to the Belgian Code of Civil Procedure (*"Gerechtigd Wetboek"*) are of the competence of the courts of the registered office of the ICA.

B. Amendments to the bylaws

Article 37.

Amendments to these bylaws are proposed and adopted in accordance with the same procedure and vote as specified in article 27 of the articles of association.

Article 38.

Notwithstanding other provisions regarding amendments to these bylaws, provisions of section IV "Co-operative Principles" (articles 4 to 7) can only be amended by a two-thirds majority vote of the General Assembly, provided that the total number of votes supporting the amendment must be greater than 50% of the total eligible votes.

Consideration of amendments of section IV "Co-operative Principles" (articles 4 to 7) 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.

C. Definitive text of the articles of association

Article 39.

The definitive text of the articles of association and the bylaws is that of the French language.