

## **International non-profit association**

### **Internal Rules of the General Assembly**

#### **As adopted by the General Assembly on 28 June 2023**

*The internal rules supplement the Articles of Association and must be read as a whole with the Articles of Association.*

## **I. FINANCE**

### **A. Annual membership fees**

#### **1. General**

##### **Article 1.**

The general principles and regulations for membership fees are in the Articles of Association. The fee calculation method and additional regulations are provided in these internal rules and the internal rules of the Board of Directors.

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

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

#### **2. Membership fee calculation method**

##### **Article 2.**

All membership fees are invoiced in Euros, or in such other currency as determined by the Board of Directors.

ICA calculates the membership fees 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 membership fee cycle (e.g., 2011 data for 2013-2016 membership fees).

Membership fees remain at the same level during the four-year membership fee cycle, but may be indexed for inflation by decision of the Board of Directors.

The formula for calculating the membership fees (referred to as membership fee formula) for Full 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 2021 is determined by the ICA's accountants, applying the above membership fee formula to each member, subject to a 10% maximum increase above the member's full 2017-2020 membership fee. In applying the formula for the four-year cycle beginning 1 January 2021, no reductions to membership fees are permitted from the 2017-2020 full membership fees for each member.

ICA calculates Full Member fees 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 membership fee formula for Associate Members is based on the member's country's economic factor as set out below:

#### ICA membership fee for non-governmental Associate Members

Economic Factor	Membership Fee
.50	450 EUR
.51 to 1.40	1,500 EUR
1.41 and above	3,000 EUR

#### ICA membership fee for governmental Associate Members

Economic Factor	Membership Fee
.50	2,700 EUR
.51 to .65	4,500 EUR
.66 to 1.15	6,200 EUR
1.16 and above	8,900 EUR

The membership fee for Supranational Full Members with status in one region is 6,200 EUR, and, for International Full Members with such status in more than one region, the membership fee is 8,900 EUR.

In countries where there is more than one Full Member, the affiliations between ICA Members in that country will be established. The formula is then first applied to primary cooperative(s) that are Full Members of the ICA to avoid any double counting of individual members. Their respective membership is thereafter subtracted from that of the other Full Members of the ICA in that country to which they are affiliated. The fees 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, called the “country option”, under which they determine how the aggregate membership fees will be paid in accordance with the Articles of Association.

245,000 EUR are the maximum fees paid by country. In cases where the sum of the individual fees of all Members in a country exceeds the maximum fees limit, the contribution from Members in that country is proportionally allocated or redefined on the basis of a particular institutional arrangement as described above.

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

## **II. THE GENERAL ASSEMBLY**

### **A. Voting rights**

#### **Article 3.**

The voting rights are in the Articles of Association. Further details are provided in these internal rules and the internal rules of the Board of Directors.

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

### **B. Standing orders for the General Assembly procedures**

#### **1. Sessions of the General Assembly**

##### **Article 4.**

Regulations on the General Assemblies are in the Articles of Association. Further details are provided in these internal rules and the internal rules of the Board of Directors.

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.

An attendance list is kept for each General Assembly. Members or their proxy holders have to sign this list before they attend the General 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 allowed for in the Articles of Association.

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

Members who have fully paid their membership fees may submit motions and amendments to the Director-General two months before the date of the General Assembly for consideration by the Board of Directors, which determines their admissibility.

Members who have not paid all membership fees due at least forty-five days prior to the General Assembly are not eligible to vote, unless authorised by the Board of Directors.

## **2. Order of debate**

### **Article 5.**

Representatives desiring to speak on any subject must indicate their wishes to the chairperson, who calls upon them in the order in which their requests are received.

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

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 chairperson 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 chairperson decides otherwise.

As a general rule, speakers are asked by the chairperson 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 chairperson 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.

No motion is put to the vote unless it is 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 6.**

All motions shall in the first instance be submitted to the vote by a show of voting cards of 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 Representative in alphabetical order and at the same time announcing the number of votes to which they are entitled, and recording the responses.

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

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

#### **4. Suspension of standing orders**

##### **Article 7.**

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 8.**

The Board of Directors appoints an Elections Committee. The Committee is composed of at least five (5) persons, including current and retiring directors who are not running for election, supplemented as needed by other retired directors as decided by the Board of Directors, 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 of Directors 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 voting is certified by the Elections Committee.

### **III. SPECIAL DISPOSITIONS**

#### **A. Applicable law and dispute resolution**

##### **Article 9.**

As long as the registered office of ICA is in Brussels, Belgium, any dispute arising from these internal rules shall be subject to the exclusive jurisdiction of the Belgian courts.

#### **B. Amendments to the internal rules**

##### **Article 10.**

Amendments to these internal rules are proposed and adopted in accordance with the same procedure and vote as specified in section 17 of the Articles of Association.

#### **C. Definitive text of the internal rules**

##### **Article 11.**

The definitive text of the internal rules is that of the French language.