



International Organisation of  
Industrial and Service Cooperatives  
A Sector of the International  
Co-operative Alliance

## STATUTES of the INTERNATIONAL NON-PROFIT ASSOCIATION CICOPA

Chapter 1 - Name, registered office, duration, and email address of the Association.

### Article 1. Name of the Association.

An international non-profit association of international utility has been constituted under the name of “International Organisations of industrial, artisans and service cooperatives”, abbreviated CICOPA, hereinafter “the Association”, which is a sectoral organisation of the INTERNATIONAL COOPERATIVE ALLIANCE, abbreviated to “ICA”, representing industrial, service, worker, social and artisans' cooperatives.

The abbreviated name “CICOPA” will be used in all countries and in all languages without translation.

All deeds, invoices, announcements, publications, and other documents issued by the non-profit International Association should mention its name, immediately preceded or followed by the words “International non-profit Association” or the abbreviation “AISBL” and the address of its registered office.

### Article 2. Registered office of the Association.

The Association’s registered office is established in the Brussels-Capital Region of Belgium, in Avenue Milcamps 105, 1030 Schaerbeek.

The Board of Directors may decide to transfer the registered office within the same municipality or to another Belgian municipality using the same language.

However, only the General Assembly has the authority to transfer the registered office to another municipality using a different language or to another country.



The decision to transfer the registered office of the Association must be published in the annexes of the *Moniteur belge*, the Belgian Official Gazette.

### Article 3. Duration of the Association.

The Association is constituted for an unlimited duration. It may, however, be dissolved voluntarily at any time.

### Article 4. The email address of the Association.

The Association has the email address [cicopa@cicopa.coop](mailto:cicopa@cicopa.coop).

Members may, at any time, provide an email address for the purpose of future correspondence with the Association. Any emails received from the Association shall be deemed to have been validly sent. The Association may use this address until the member provides another email address or indicates that he or she no longer wishes to communicate with the Association by email.

Directors, audit administrators and, if applicable, the auditor may also provide an email address for the purpose of future correspondence with the Association. Any emails received from the Association shall be deemed to have been validly sent. The Association may use this address until the person concerned provides another email address or indicates that he or she no longer wishes to communicate with the Association by email.

If the circumstances warrant it, correspondence by email may be replaced by another means of communication, including video conferencing, real-time internet connection and online voting.

## Chapter 2. Aims and purpose of the Association.

### Article 5. Aims of the Association.

CICOPA, a non-profit association, aims to serve, promote and unite industrial, service, worker, social and artisans' cooperatives throughout the world in accordance with cooperative values and principles, and advocates for their distinctive value-based economic model which also provides individuals and communities with an instrument for mutual help, sustainable job creation and impact on their long-term social and economic development.

CICOPA promotes the interests and success of industrial, service, worker, social and artisans' cooperatives, disseminates best practices and know-how about them, strengthens their development and training, and monitors their performance and progress over time.

As the ICA's sectoral organisation, CICOPA shall:

- a) defend the objectives and interests of its members and of the cooperative movements that they represent in their relations with national governments, and parliaments and international organisations and bodies;
- b) collaborate in the promotion and organisation of the establishment of national and regional organisations associating cooperatives according to Article 1, where they do not exist and support the development of those already existing;
- c) carry out functions and activities that arise from the objectives and activities of the ICA.

### Article 6. Purposes of the Association.

To carry out these objectives, CICOPA shall:

- a) organise seminars and conferences for member organisations on topics of common interest, especially on basic cooperative principles, and on the values and ethics of the cooperative movement and provide member organisations with information about these events;



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- b) support the creation of cooperatives and assist in mobilising resources for development, support the provision of common services to cooperative unions or federations and strengthen solidarity among cooperatives;
- c) study actual problems faced by national cooperative organisations in different countries with the aim of identifying the common issues and problems specific to the cooperative movement;
- d) provide members with appropriate recommendations through which they will be able to successfully tackle their problems;
- e) put into practice the recommendations of the ICA governing bodies, and of regional or national cooperative organisations if adopted by CICOPA;
- f) facilitate the exchange of experiences among members of the cooperatives defined in Article 1 from various countries with cooperative members from other cooperative sectors;
- g) carry out any tasks defined by the ICA governing bodies, or related regional or national cooperative organisations if adopted by CICOPA, and publish information bulletins or other publications;
- h) cooperate with other Sectoral Organisations of the ICA.

It can perform all acts relating directly or indirectly to its purpose. It may in particular provide assistance and engage in any activity similar to its purpose.



## Chapter 3. Members of the Association.

### Article 7. Membership categories

The Association is made up of members in different categories. The rights and obligations applying to the different membership categories are outlined below.

The different categories are:

- full members;
- associate members.

The Association reserves the right to create new membership categories and to modify the existing categories.

All members, regardless of the category to which they belong, must:

- i. meet the membership criteria set out in the Statutes;
- ii. adhere to the purpose and missions of the Association;
- iii. be either a member of the ICA, an associate member of the ICA, or a member of a member or associate member of the ICA;
- iv. participate in the activities of CICOPA, in accordance with the Statutes of CICOPA and the conditions set out below.

### Article 8. Full members.

The “full members” of CICOPA are the national organisations representing worker and social cooperatives.

In the absence of national representative organisations, “full members” may be regional organisations active in their respective territories or local federations of cooperatives active in their respective administrative territories

### Article 9. Associate members.

The following are “associate members” of CICOPA:



- a) institutions whose mission is to support the creation and development of cooperatives of the types defined in articles 5 and 6;
- b) sectoral organisations of full member organisations;
- c) organisations that prevalently represent enterprises that are neither worker cooperatives or social cooperatives and are characterised by a majority participation of the workers or producers in the management and ownership of the enterprise.

#### Article 10. Admission of new members.

Applications for full and associate membership are to be sent to the Board of Directors in writing. The Board shall then assess the documents received and validate the applications. It may decide to admit the new member in a different category.

The Board may request additional information on the candidate and may reject the application if it does not comply with these Statutes.

Accepted applications shall be submitted to the General Assembly for approval. Its decision is final and it does not need to give any justification. The candidate shall be informed by email with confirmation of receipt. Rejected candidates may not reapply until one year after the date of rejection by the General Assembly.

Decisions of the General Assembly are recorded in the minutes and the identities of new members are recorded in the membership register.

Full and associate member status automatically implies acceptance of the Statutes.

#### Article 11. Rights of members.

Each member has the right to:

- a) participate in the activities of CICOPA, and to gain the advantages of membership;
- b) take part in the elections for the various governing and other bodies of CICOPA, except as mentioned in article 13;



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- c) delegate representatives to the General Assembly of CICOPA and take part in voting, except as mentioned in article 13;
- d) propose measures aimed at the improvement of CICOPA's work;
- e) associate members have the right to be elected to the bodies of CICOPA, but their votes in these bodies shall be advisory only.

#### Article 12. Duties of members.

Every full or associated member is obliged to:

- a) act in accordance with the aims and strategies of CICOPA and of the ICA;
- b) maintain and develop cooperative values and principles;
- c) ensure that it, or the ICA member organisation to which it is affiliated, complies with its membership fee obligations towards the ICA;
- d) observe the features and functioning rules of the World Declaration of Worker Cooperatives approved by CICOPA, in the case of representative organisations of workers' cooperatives, of the World Standards of Social Cooperatives approved by CICOPA in the case of representative organisations of social cooperatives, or any other standards established by CICOPA on the basis of the ICA Statement on the Cooperative Identity for other categories of cooperatives, in the case of the latter.

#### Article 13. Loss of membership rights.

When a member organisation (in the case it is a member or associate member of the ICA) or the ICA member or associate member of which it is a member does not pay the prescribed membership fee to the ICA in time and under the conditions agreed by the General Assembly, the member organisation in question loses its voting rights, and the right for its nominees to be elected to the bodies of CICOPA, until such time as its membership fees are paid.



Persons nominated by such an organisation, who are already serving in office, shall have their membership of the CICOPA body to which they have been elected suspended until the membership fees of the nominating member have been paid in full.

#### Article 14. Resignation of members.

Members may leave the Association at any time.

The Board of Directors must be informed of all such resignations.

Members shall inform the Board of their wish to resign by registered post no later than 30 June.

Members shall be dismissed if:

- they no longer meet the admission requirements set out in articles 8 and 9 of the Statutes;
- they are no longer members of the ICA, for whatever reason;
- they fail to fulfil their obligations to the Association, as set out in article 12 of the Statutes.

The General Assembly shall decide whether to dismiss a member after considering the recommendations made by the Board.

Dismissals of members shall take effect on 1 January of the following calendar year.

#### Article 15. Exclusion of members.

Regardless of the category to which they belong, members who have compromised the interests and/or purpose of the Association may be excluded only by the General Assembly with two thirds of members present or duly represented and with a two-thirds majority vote of the members present or duly represented following consideration of the recommendations made by the Board of Directors.

The Board may suspend members from participating in the Association's activities and meetings pending a decision of the General Assembly when the members





concerned have behaved in a manner incompatible with the Association's values or have seriously compromised the interests of the Association and/or its members.

The Board shall give advance written notice of the proposed decision on expulsion to the member concerned at least 60 days before the General Assembly and shall invite the member to provide any defence arguments, either in writing or by appearing in person at the General Assembly.

The agenda at the following General Assembly meeting shall include an item regarding the member's status to either exclude or restore the rights of the member.

The member shall be invited to the General Assembly by registered post.

The invitation to the General Assembly shall contain the proposal for exclusion.

The member concerned shall not participate in the vote.

The Board shall inform the member of the decision of the General Assembly by email and registered post.

A vote to exclude the member shall take immediate effect, subject to the appeal process set out below.

Member organisations may appeal against the exclusion in writing, including by electronic means. They shall have 90 days from the notification of the decision by the Board to make such an appeal.

The appeal shall be considered by the General Assembly at its following meeting.

The member shall remain bound by all obligations towards the Association at the date of exclusion.

#### Article 16. Loss of membership.

Membership is lost automatically upon death or, in the case of legal entities, following its dissolution or in the event of insolvency, merger, split or annulment of the entity.



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#### Article 17. No rights over the Association's funds.

Any dismissed or excluded member and heirs of members having lost their membership have no right over the Association's funds and may not seek reimbursement of the fees paid.

#### Article 18. The membership register.

The Board of Directors shall keep a membership register at the registered office of the Association, in electronic format where appropriate.

The register shall contain the full name and address of members or, in the case of legal entities, the name, legal form and address of their registered office.

Admission, registration, exclusion or loss of membership shall be recorded in the register within eight days of the decision or event being made known.

The Board or the designated day-to-day manager shall keep the membership register updated. Any changes brought to their attention are to be written up immediately.

#### Article 19. Consultation of the register of members.

All members, regardless of the category to which they belong, may consult the register of members at the Association's headquarters.

To do so, they must send a written request to the Board of Directors or the designated day-to-day manager and agree a date and time to consult the register.

The register may not be removed under any circumstances.

Where requested verbally or in writing, the Association must allow the authorities and government bodies and services, including prosecutors, courts and tribunals, clerks of court and duly authorised public officials, immediate access to the membership register and must also provide them with all copies or extracts of the register as they deem necessary.



## Chapter 4 - Fees.

### Article 20. Payment of ICA fees.

Members of the Association are required to pay an annual fee to the ICA.

In accordance with the Statutes, only members who have paid their ICA fees for the previous year in full and at least half of their ICA fees for the current year shall be allowed to vote at the General Assembly and sit on the bodies of the Association.



## Chapter 5 - Structure and organisation of the Association

### Article 21. Organisation chart of the Association.

The Association comprises:

- a General Assembly;
- a Board of Directors;
- Regional Organisations of CICOPA (regional-sectoral organisations);
- Subregional Organisations of CICOPA.

Subcommittees, ad hoc committees and working groups, all of which are advisory bodies with no decision-making power, may be created by the Board of Directors to pursue the aims and objectives of the Association.

### Section 1. General Assembly of the Association

#### Article 22. Composition.

The General Assembly is the supreme governing body of CICOPA.

It is composed of all paid-up full and associate members of the ICA or affiliates of paid-up full and associate members of the ICA.

#### Article 23. Powers.

The General Assembly has the power to:

1. amend the Statutes;
2. appoint and remove directors and set their remuneration, if any;
3. appoint and remove audit administrators;
4. appoint and remove the auditor and set his or her remuneration;
5. discharge the directors and the auditor on a yearly basis;
6. bring action for damages against any member, director, auditor, person authorised to represent the Association, or agent appointed by the General Assembly;
7. approve the annual accounts, budget and, where applicable, the management report;
8. adopt the programme of work of the Association;
9. set the policies and priorities of the Association;



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10. dissolve the Association, appoint liquidators and decide how to allocate any liquidation surplus;
11. admit new members;
12. exclude members;
13. transform the Association from an international non-profit association (AISBL) to a non-profit association (ASBL);
14. transform the Association into a cooperative society recognised as a social enterprise, or a recognised cooperative society and social enterprise;
15. merge with an association with the same aims and purpose;
16. split the Association;
17. make or accept a transfer of the Association's total assets, free of charge;
18. set up establishments or representatives in other countries;
19. approve and amend the rules of procedure;
20. approve the report on the progress of the development programmes for the previous period;
21. approve the report on the use of resources for development programmes carried out on behalf of CICOPA;
22. set up Regional and Subregional Organisations and elect the Vice-Presidents of CICOPA;
23. act in other cases where required by law or the Statutes.

As sectoral organisation of the ICA, CICOPA will inform the ICA for any amendments to the statutes approved by the CICOPA General Assembly.

#### Article 24. Participation and representation at the General Assembly.

All full and associate member organisations have the right to participate in the General Assembly. Full members have the right to send four (4) delegates. Associate members have the right to send two (2) delegates.

Every member has one vote in the General Assembly, but the votes of associate members may not account for more than 25 per cent of the total number of votes validly cast.

Members may be represented at the General Assembly by another member with a duly signed proxy form. No member may act as a proxy for more than two (2) members.



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Proxy forms are to be submitted for verification before the start of the General Assembly.

Members wishing to be represented at the General Assembly by a third party (e.g. an accountant or lawyer) must notify the Board of Directors at least 15 days in advance of the planned Assembly date. Before beginning the agenda, the General Assembly shall decide on the request by absolute majority. Its decision on the matter is final and not subject to appeal.

#### Article 25. Frequency of the General Assembly.

The Board of Directors shall convene the General Assembly at least once a year and within six months of the financial year end in order to approve the annual accounts and budget and to grant discharge to the directors, the audit administrators and, where applicable, the auditor.

The Board shall also convene an Extraordinary General Assembly whenever it is deemed necessary or at the request of the President of the Association, a majority of the Directors or one fifth of the full members.

If an auditor has been appointed, he or she may also call an Extraordinary General Assembly on his or her own initiative or at the request of one fifth of the full members.

In this case, the Board or, where applicable, the auditor shall convene the General Assembly within 21 days of the request and the Assembly shall be held within 40 days of the request.

#### Article 26. Calling of the General Assembly and agenda.

The Board of Directors shall invite members, directors, audit administrators and, where applicable, the auditor to the General Assembly using the means of communication, electronic or otherwise, deemed most appropriate in the circumstances and at least 15 days ahead of the Assembly date.

The General Assembly shall take place on the date and at the time and place indicated in the meeting notice.



The notice shall contain the agenda.

Any member wishing to include an item on the Assembly agenda must send a request to the President of the Association at least 15 days before the Assembly. The Board shall decide by an absolute majority of votes whether to discuss the matter during the General Assembly.

Any proposal or matter signed by at least one twentieth of members must be included on the Assembly agenda.

If the Assembly has to approve the accounts, budget or, if applicable, management report, these documents shall be attached to the meeting notice.

In general, all documents to be brought before the General Assembly under the Belgian Companies and Associations Code shall be attached to the meeting notice. This includes the list of candidates for the Board of Directors.

#### Article 27. Organisation of the General Assembly.

The General Assembly is chaired by the President of the Association or, if the President is unable to attend, the Vice-President or the oldest of the directors present.

The President shall set up a Bureau composed of him or herself and one or more secretaries.

At the start of the meeting, the Bureau shall draw up a list of members present or duly represented.

Directors shall answer questions in relation to the agenda items from members either verbally or in writing, before or during the General Assembly.

They may, in the interests of the Association, refuse to answer questions where the disclosure of certain information or facts may harm the Association or where it would violate their confidentiality agreement with the Association.



The audit administrators and, where applicable, the auditor shall answer questions in relation to the agenda items on which they are reporting from members either verbally or in writing, before or during the General Assembly.

They may, in the interests of the Association, refuse to answer questions where the disclosure of certain information or facts may harm the Association, where it would violate the professional secrecy to which they are bound or their confidentiality agreement with the Association. They have the right to address the General Assembly in relation to the completion of their assignment.

The directors, the audit administrators and, where applicable, the auditor may give a group response to different questions on the same subject matter.

Votes may be cast in various ways: by show of hands, by secret ballot, by correspondence (post or email), following the written procedure or electronically (via the voting platform).

#### Article 28. Quorum.

Unless a special quorum is required by law or by the Statutes, the General Assembly may legitimately deliberate provided that half of members are either present or duly represented by at least one of their delegates.

Members voting by correspondence are included in the number of attendees for forming a quorum.

If the General Assembly is not able to legitimately deliberate owing to the absence of more than half of the members, a second assembly shall be convened, to be held within 60 days.

The second assembly shall legitimately deliberate and make decisions regardless of the number of members present or duly represented.

#### Article 29. Ordinary majority.

Unless specifically provided otherwise by law or by the Statutes, the decisions of the General Assembly shall be taken by absolute majority (50 per cent plus one vote) of votes of members present or duly represented





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Invalid or blank votes and abstentions are not counted when calculating the majority.

In the event of a tie, the President or the Vice-President replacing him or her shall have the casting vote.

#### Article 30. Agenda.

The General Assembly may legitimately deliberate only on the agenda items attached to the meeting notices.

#### Article 31. Quorum and special majorities.

If the statutes of the Association are amended or a request is made for the exclusion of a full member, the decisions may only be adopted with two thirds of full and associate members present or duly represented and with a two-thirds majority vote.

Invalid or blank votes and abstentions shall be counted as votes against the proposal.

If the General Assembly is not able to legitimately deliberate owing to the absence of more than a third of the members, a second assembly shall be convened, to be held within 60 days.

The second assembly shall legitimately deliberate and make decisions regardless of the number of members present or duly represented, provided that the decisions receive at least two thirds of the votes recorded at this second assembly.

In the event of:

- amendments to the aims and/or purpose of the Association;
- the transformation of the Association from an international non-profit association (AISBL) to a non-profit association (ASBL);
- the voluntary dissolution of the Association;
- the transformation of the Association into a cooperative society recognised as a social enterprise;
- the transformation of the Association into a recognised cooperative society and social enterprise
- the Association merging with an association with the same aims and purposes;



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- the Association splitting;
- the transfer of the Association's total assets;

decisions can only be adopted with four-fifths of full members present or duly represented and with a four-fifths majority vote.

Invalid or blank votes and abstentions shall be counted as votes against the proposal.

If the General Assembly is not able to legitimately deliberate owing to the absence of more than a fifth of the members, a second assembly shall be convened, to be held within 60 days.

The second assembly shall legitimately deliberate and make decisions regardless of the number of members present or duly represented, provided that the decisions receive at least four fifths of the votes recorded at this second assembly.

#### Article 32. Written procedure.

Decisions of the General Assembly may be taken by the unanimous consent of the members, expressed in writing, with the exception of decisions concerning persons belonging to the Association.

#### Article 33. Electronic voting procedure.

Provided that a majority of the members have given their prior consent, and where it is impossible to convene the members to participate in an Ordinary or Extraordinary General Assembly of the Association in person (including, for example, in the event of an epidemic or the threat of terrorism), the Board of Directors may, under its responsibility, adopt an electronic voting procedure that ensures the security, integrity and, where applicable, the secrecy of the votes cast by each member.

Decisions subject to this voting procedure shall only be adopted if the quorum and majority required by the Statutes or by law have been satisfied.

#### Article 34. Minutes of the General Assembly.



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The decisions of the General Assembly shall be recorded in the minutes, which shall be drawn up as the meeting progresses by the secretary of the Bureau.

The minutes shall be reviewed and signed at the end of the General Assembly by the President. These minutes and their annexes shall be kept in their original form in a special register at the registered office of the Association. The list of full and associate members present or duly represented shall be annexed to the minutes.

The minutes of the General Assembly shall be sent electronically to all organisations within two months of the General Assembly.

All members with a legitimate interest may request copies of or extracts from the minutes. These copies or extracts shall be signed by a director.

#### Article 35. Publications in the *Moniteur belge*.

Any amendments to the Statutes must be submitted without delay to the clerk of the French-speaking Commercial Court of Brussels for publication in the annexes to the *Moniteur belge*.

The same applies to any appointments or departures from service concerning a director, a person authorised to represent the Association, a designated day-to-day manager or, where applicable, an auditor.

### Section 2. Board of Directors.

#### Article 36. Composition of the Board of Directors.

The Association shall be managed by a Board of Directors consisting of a minimum of five (5) and a maximum of fifteen (15) members.

The Board of Directors is made up of the President, Vice-Presidents and members.

The President of a CICOPA Regional Organisation shall automatically become a member of the Board as Vice-President for his or her region, subject to ratification by the General Assembly. In the meantime, the President of the Regional Organisation shall participate in the deliberations of the Board in an advisory capacity.



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The President of a CICOPA Subregional Organisation shall automatically become a member of the Board for his or her region, subject to ratification by the General Assembly. In the meantime, the President of the Subregional Organisation shall participate in the deliberations of the Board in an advisory capacity.

The other members of the Board are elected by the General Assembly

Each Board member has one vote.

#### Article 37. Election of the Board of Directors.

The members of the Board of Directors are elected by the General Assembly, without prejudice to article 36 of the Statutes, every four (4) years.

To be elected as members of the Board, candidates must receive an absolute majority (50 per cent plus one vote) of votes of members present or duly represented.

Invalid or blank votes and abstentions are not counted when calculating the majority.

#### Article 38. Election of the representative of the President of the Association.

At its first meeting, and on the proposal of the President of the Association, the Board shall appoint one of the Vice-Presidents to be the President's representative.

In the absence of the President, this representative shall assume his or her full powers and perform his or her duties.

If, for any reason, the President permanently ceases to exercise his or her duties, they shall be performed by the representative until the following meeting of the Board of Directors, which shall decide on a course of action to take until the next General Assembly.

#### Article 39. Term of office of directors.

The term of office of each member of the Board of Directors is four (4) years. It is



renewable.

The mandate of a director may be terminated at any time by the General Assembly.

#### Article 40. Resignation and co-option.

Any director who wishes to resign must give written notice to the Board of Directors stating the reasons for his or her resignation.

In such an event, the Board of Directors may co-opt a new director until the following General Assembly, at which a new director shall be elected.

#### Article 41. Remuneration.

Directors perform their duties free of charge.

#### Article 42. Powers.

The Board of Directors is responsible for setting out strategic guidelines and ensuring the management and supervision of the Association's affairs.

To this end, the Board of Directors has the most extensive powers and is responsible for any activities that are not explicitly assigned to the General Assembly under the terms of the Statutes and by law.

The Board of Directors is responsible for:

- approving the Association's annual programme of work and overseeing its implementation;
- submitting the draft annual budget and annual accounts of the Association for approval by the General Assembly;
- adopting political declarations and stances;
- drawing up development programmes and setting their budgets;
- making decisions on requests for full or associate membership of the Association;



- giving its views on the rules drafted for Regional Organisations;
- creating committees, working groups and departments, and appointing coordinators and approving programmes of work for them.

Legal proceedings, both as plaintiff and defendant, shall be brought and conducted by the Board, represented either by the President or a director appointed by the President for this purpose.

#### Article 43. Calling of meetings of the Board of Directors.

Board meetings are called by the President of the Association.

The Board shall meet at least once a year and whenever required to ensure that the Association functions smoothly.

The meeting notice shall be sent by email (with read receipt) at least 15 days in advance of the Board meeting. If it is in the interests of the Association, the notice may be sent nearer the chosen date.

The notice shall contain the agenda for the meeting, drawn up by the Secretary General in close consultation with the President of the Association, in addition to the date, time and place of the meeting.

The Board of Directors may legitimately deliberate only on the items on the agenda.

#### Article 44. Deliberations and representation.

The President of the Association occupies the role of President of the Board of Directors.

The Board of Directors constitutes a collegial body and may legitimately make decisions only if at least half of the Board plus one director, including the President or his or her representative, are present or duly represented.

Each director has one vote.



The decisions of the Board shall be taken by an absolute majority (50 per cent plus one) of the votes cast by the directors present or duly represented.

Invalid or blank votes and abstentions are not counted when calculating the majority.

In the event of a tie, the President or his or her representative shall have the casting vote.

A copy of the minutes of Board meetings shall be sent to all the directors of the Association.

#### Article 45. Conflict of proprietary interests.

When the Board of Directors is required to decide on a matter within its jurisdiction in which a director has a direct or indirect proprietary interest that runs counter to the interests of the Association, the director in question must inform the other directors before the Board commences its deliberations.

His or her remarks and explanation of the nature of this conflicting interest must be included in the minutes of the meeting at which the Board is required to take its decision. The Board may not delegate this decision.

#### Article 46. Written procedure.

Decisions of the Board of Directors may be taken by the unanimous consent of the members, expressed in writing, with the exception of decisions concerning persons belonging to the Association.

#### Article 47. Electronic voting procedure.

Provided that a majority of the members have given their prior consent, and where it is impossible to convene the members to participate in a Board meeting of the Association in person (for example, in the event of an epidemic or the threat of terrorism), the Board may, under its responsibility, adopt an electronic voting



procedure that ensures the security, integrity and secrecy of votes on certain matters, including in relation to individual persons.

Decisions subject to this voting procedure shall only be adopted if the quorum and majority required by the Statutes or by law have been satisfied.

#### Article 48. Minutes of the meetings of the Board of Directors.

The decisions of the Board of Directors are recorded in a special register containing the minutes, which are signed by the President and any other directors who wish to do so.

This register is held at the registered office of the Association.

Members may consult the register at the registered office of the Association or receive, on request, a copy of the minutes of the meetings of the Board of Directors.

Where requested verbally or in writing, the Association must allow the authorities and government bodies and services, including prosecutors, courts and tribunals, clerks of court and duly authorised public officials, immediate access to the register of minutes and must also provide them with all copies or extracts of the register as they deem necessary.

#### Article 49. The Secretary General of the Association.

The Board of Directors may delegate day-to-day management duties, and the right to represent the Association in connection with these duties, to a Secretary General.

The Secretary General may:

- organise the day-to-day running of the Association, including in connection with equipment, finances and staff management;
- set the duties and tasks assigned to each member of staff at the Association and check that they are performed to an appropriate standard;





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- set remuneration levels for staff members (within the budget approved by the General Assembly);
- hire and dismiss staff (pursuant to decisions taken by the General Assembly and/or the Board of Directors) and complete all the formalities set out in social legislation;
- access the Association's accounts and carry out all financial operations, without a limit on the sums involved;
- conclude all purchases, rentals and sales of movable property, equipment and goods on behalf of CICOPA, within the annual budget approved by the General Assembly;
- process all procurement and tendering files;
- conclude insurance contracts protecting against risks of any nature and, more generally, agreements deemed to respond to the needs or interests of the Association, provided that such activities fall within the scope of day-to-day management, as set out by article 9.10 of the Belgian Companies and Associations Code;
- represent the Association in its dealings with government agencies and private entities;
- receive all deliveries and registered and recorded shipments on behalf of the Association, and sign all documents, minutes, complaints and acknowledgements of receipt;
- process the mail and sign any day-to-day correspondence sent out on behalf of the Association.

### Section 3. Regional Organisations.

#### Article 50.

Organisations in each region may decide to set up a Regional Organisation of the Association at meetings held between the member organisations of that region.



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However, a Regional Organisation may only be created if the following prior conditions have been met:

a) its name must clearly indicate that it is a Regional Organisation of the Association, e.g. CECOP-CICOPA-EUROPE or CICOPA-ASIA.

The untranslated acronym CICOPA must be used in all languages;

b) at least 50 per cent of member organisations in the region must be present at the meeting in question;

c) the statutes of the Regional Organisation must be submitted for approval at the following General Assembly.

These statutes must not be at variance with the present Statutes, nor with those of the ICA region in question.

The ICA must be consulted and, until the following General Assembly of CICOPA takes place, the ICA Board of Directors shall have the power to approve and amend the statutes of a Regional Organisation;

d) All bodies of the Regional Organisation must be democratically elected.

#### Article 51.

A Regional Organisation may begin to undertake its activities on a provisional basis once its constitution and statutes have been approved by the Board of Directors of CICOPA. However, it will only be officially established when this decision has been ratified at the following General Assembly of CICOPA .

#### Article 52.

Regional Organisations may consider proposals for the creation and funding of development programmes. If the financial resources earmarked for a development programme are dependent on the work of a Regional Organisation, the Regional Organisation is entitled to monitor how those resources are used to implement the programme.

#### Article 53.

In the event of a Regional Organisation undertaking activities that run contrary to the principles and aims of CICOPA and the ICA, the General Assembly of CICOPA may,



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on the proposal of its Board of Directors, decide to dissolve it. It shall only do so after the Board has brought the matter to the attention of the Regional Organisation concerned and after having consulted the ICA region concerned.

#### Article 54.

The President of CICOPA may take part, in an advisory capacity, in the meetings held by the bodies of the Regional Organisation. The President of CICOPA shall receive invitations to those meetings from the President of the Regional Organisation in question.

#### Section 4. Subregional Organisations.

#### Article 55.

Members from a specific group of countries may decide to set up a Subregional Organisation of CICOPA.

These organisations must:

- a) have a stable and long-term vision as an organisation;
- b) correspond to a small group of countries, with a coherent geographical and demographic dimension and with common political, economic, social and/or cultural ties;
- c) national and regional organisations that are members of the Association may only belong to one Subregional Organisation;
- d) comply fully with these Statutes;
- e) have a name that includes the acronym "CICOPA";
- f) be exclusively made up of all CICOPA members in the subregion in question;
- g) be absorbed into the structure of their respective Regional Organisations of CICOPA and, within that structure, collaborate and coordinate with other Subregional Organisations and with the corresponding Regional Organisations of the ICA.



## Chapter 6. Representation of the Association.

### Article 56.

For all activities that lie outside the scope of day-to-day management, as set out by article 9.10 of the Belgian Companies and Associations Code, the Association shall be validly represented vis-à-vis third parties either by the President of the Association acting alone or by two directors acting jointly.

Legal proceedings, as either plaintiff or defendant, shall be conducted on behalf of the Board of Directors, represented either by the President of the Association acting alone or by two directors acting jointly.

For activities that fall within the scope of day-to-day management, the Association shall be validly represented vis-à-vis third parties by the Secretary General.



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## Chapter 7. Accounts and budgets of the Association.

### Article 57. Financial year.

The financial year starts on 1 January and ends on 31 December.

The annual budgets and accounts are prepared by the Secretariat's finance officer and the Secretary General.

Each year, the accounts for the previous financial year, the budget for the following financial year and, where applicable, the management report are submitted to the General Assembly for approval.

The budget details the ordinary and extraordinary income and expenses for the following financial year.

### Article 58. Appointment of an Auditor.

If the Association is legally required to appoint an auditor because, on the balance sheet date of the previous completed financial year, it meets two of the three criteria provided for in article 1:28 of the Belgian Companies and Associations Code, he or she shall be appointed by the General Assembly by an absolute majority of the votes of members present or duly represented.

The auditor's mandate is three years. It is renewable.

The auditor's mandate may only be cut short by the decision of the General Assembly, taken by an absolute majority of the votes of the members present or duly represented, provided that there is just cause.

### Article 59. Verification of accounts.

If the Association is not legally required to appoint an auditor, the General Assembly may instruct the services of one or several audit administrators (*réviseurs d'entreprises* or *vérificateurs aux comptes*), including members of the Association, to verify its accounts.



If no audit administrators have been appointed, members may consult all minutes and decisions of the General Assembly, the Board and persons vested with mandates within or on behalf of the Association, whether or not they hold a managerial position, and the Association's accounting documents, at the Association's registered office.

To do so, they must send a written request to the Secretary General and agree a date and time to consult the documents and files.

These documents may not be removed under any circumstances.



## Chapter 8. Rules of Procedure.

### Article 60. Adoption of the rules of procedure.

Except in cases where a new provision in the Statutes is required by law and in matters related to the rights of members and the powers of the bodies, the General Assembly may establish internal rules on the proposal of the Board of Directors.

Any natural persons or legal entities admitted as members are automatically bound by the internal rules.

These rules may not contain provisions that are contrary to public order and acceptable standards of behaviour, to mandatory legal provisions or to the Statutes.

Decisions to amend these bylaws may be taken only by the General Assembly with an absolute majority (50 per cent plus one vote) of votes of members present or duly represented.

The internal rules and any amendments thereto shall be circulated to members by email with confirmation of receipt.

## Chapter 9. Dissolution of the Association.

### Article 61. Decisions relating to the dissolution of the Association

In the event of voluntary dissolution, the General Assembly shall appoint one or two liquidators, determine their powers, and indicate the allocation of the net assets of the Association.

The net assets may only be allocated to an association or a private or public foundation that pursues similar aims to those of the Association.

CICOPA may be dissolved by the General Assembly with a two-thirds majority vote, provided two thirds of member organisations are present.

If the General Assembly adopts the proposed dissolution, it shall make arrangements to settle any outstanding debt. Any surplus following the dissolution of CICOPA belongs to the ICA.

In the event of dissolution or lack of recognition, by the ICA General Assembly, of CICOPA, as sectoral organization of the ICA, CICOPA shall call for an Extraordinary General Assembly to decide on the future of the organization.

### Article 62. Publication in the annexes to the *Moniteur belge*.

All decisions relating to the dissolution of the Association, the conditions of liquidation, the appointment of the liquidators and their powers, the closure of the liquidation and the allocation of the Association's net assets shall be submitted to the clerk of the French-speaking Commercial Court of Brussels and published in the annexes to the *Moniteur belge*.





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## Chapter 10. Miscellaneous.

### Article 63. Companies and Associations Code, Statutes and Internal rules.

Any clauses in the Statutes that are contrary to the mandatory provisions of the Belgian Companies and Associations Code are deemed to be excluded.

Any clauses in the internal rules that are contrary to the mandatory provisions of the Belgian Companies and Associations Code and the Statutes are deemed to be excluded.

All matters not explicitly provided for in the Statutes shall be governed by the Belgian Companies and Associations Code.

### Article 64. Applicable law and attribution of jurisdiction.

These Statutes are governed by Belgian law.

The Board shall endeavour to resolve any dispute relating to the interpretation or execution of the Statutes.

If no solution can be reached, the dispute shall be brought before the French-speaking Commercial Court of Brussels.

### Article 65. Languages of the Association.

The Statutes are written in French. In the event that they are translated into one or more foreign language(s), the French text alone shall prevail in the event of a dispute.

The working language of the Association is English.

Where possible, the Association will translate its documents and hold meetings in multiple languages.