



Statutes/Articles of the International Cooperative Banking Association (Draft as on February 2020)

Article 1: Name

The name of the association shall be "International Cooperative Banking Association" hereinafter referred to as ICBA. ICBA has the status of a sectoral organisation of International Cooperative Alliance (ICA) as approved by their General Assembly. The association takes the form of an international non-profit association

Article 2: ICBA as an Entity of ICA

The ICBA as one of the Sectoral organizations as structure of the global ICA will:

1. draw up their statute/Bye laws/Rules for approval by the ICA Board;
2. 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;
3. 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;
4. through their representatives on the ICA Board, propose themes for discussion at the global level and keep the Board apprised of sectoral developments;
5. report regularly on their activities to the ICA Board;
6. have their own assemblies and elected bodies made up of representatives of organizations in the pertaining sectors; and
7. promote sustainable co-operative development in their pertaining sectors.

Article 3: Role and objectives of the ICBA

- a) ICBA shall be representative of Co-operative Financial Institutions, hereinafter referred as CFIs and Cooperative Banks (CBs), Credit Unions (CUs) affiliated, directly or indirectly, to the International Co-operative Alliance, hereinafter referred to as ICA.
- b) The ICBA shall initiate and encourage worldwide discussion and constructive resolution of the crucial issues that face CFIs aimed at ensuring their financial stability. It shall disseminate best practices amongst members of Cooperative Banks including their management & Governance based on cooperative democratic principle and encourage co-operation between them.
- c) The ICBA shall provide Research and consultancy inputs to their members and to organize, collect, process and render the information on activity of ICBA and world's co-



operative banking subjects in a way to make possible a fast, efficient and active access to these data for ICBA members and other authorized organizations, especially the ICA and other co-operative organizations

- d) The ICBA shall facilitate the promotion at the international and regional levels of the distinctive cooperative values of cooperative banks and of the advantages of using them over other banks
- e) The ICBA shall **extend support to ICA Regional Offices** to set up and promote Regional Cooperative Banking Committees hereinafter referred to as “RCBCs”, covering different geographical areas as required by its members to act as a forum for discussion of co-operative banking issues

Article 4: Membership

- a) National and International CFIs, CBs. CUs whose activity is related to the Credit & Banking sector, with a good reputation & a democratic constitution and who are affiliated directly or indirectly to ICA are eligible for ICBA membership.
- b) RCBCs as may be promoted by ICA Regional Offices.
- c) The ICBA Board shall decide on admission of members, in accordance with the ICA global membership rules.
- d) Indirect members in ICBA can opt for the ICA associate member status, which conditions are defined by the ICA global membership rules. Associate members do not have voting rights in ICA and ICBA structures/bodies/committees.
- e) Associate members of ICA can opt for Associate membership in ICBA.

Article 5: Membership Fees

According to the ICA global membership rules, no membership fees will be charged by ICBA to direct or indirect ICA members.

Article 6 : Constitution

- a) The organs of ICBA consist of:
 - 1. General Meeting
 - 2. Board of Directors.
- b) The ICBA has the status of a specialized sectoral organization of the ICA.



Article 7: Duties of the Members

1. Every full or associated member is obliged to:
 - a) act in accordance with the aims and strategies of ICBA and the ICA;
 - b) maintain and develop co-operative values and principles;
 - c) ensure that it, or the ICA member organization to which it is affiliated, comply with its membership fee obligations towards the ICA;

Article 8: Loss of membership rights

When a member organization (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 organization in question loses its voting rights, and the right for its nominees to be elected to ICBA, until such time as its membership fees are paid. Persons nominated by such an organization, who are already serving in office, shall have their membership of the ICBA to which they have been elected, suspended until the membership fees of the nominating member have been paid in full

Article 8.1: Termination of membership

1. Membership of ICBA ceases when a member organization:
 - a) applies to leave ICA
 - b) ceases to exist;
 - c) is expelled; However, a member organization may appeal in writing, including by electronic means, against the decision of the Board to expel it. This appeal will be deliberated at the next meeting of the General Assembly.
 - d) ceases by any cause to be a member of the ICA.



Article 9: General Meeting

- a) The General Meeting decides on directions and development of the ICBA. The General Meeting shall have the following powers:
- to formulate general Policy of ICBA
 - to approve future work program of ICBA,
 - to approve the annual report of ICBA
 - to elect the President of ICBA who the Chairman of the ICBA Board shall also be .
 - to elect members of the Board not exceeding 10 and region-wise Vice presidents not exceeding four.
 - to approve the budget of ICBA, as may be recommended by ICBA Board
 - to approve the financial contribution/donation/assistance , if any.
- b) Member organizations including Associated members shall be entitled to appoint any number of delegates to the General Meeting. Delegates have the right to take the floor. However, the delegates without voting rights may be required to remit registration Fee as may be decided either by ICBA president and or ICBA Board.
- c) Each member organization shall have one vote at the General Meeting, except associated members who have no voting rights. Decisions shall be taken by a simple majority of those member organizations in attendance. The President shall have a casting vote.
- d)The General Meeting shall be convened once a year. It shall be coincided with a meeting of the ICA General Assembly if it is held in the same year. Extraordinary Members' Meetings or special General meeting shall be convened at the discretion of the ICBA Board and or ICBA President. The annual General Meeting may be convened by the ICBA President by giving at least four weeks' notice in writing along with the list of agenda.
- e) To authorize the ICBA Board to set up, as may be considered necessary, Sub-Committees or Regional Committees at the instance of ICBA President.
- f) To ratify the decision of ICBA Board to approve the application for membership of international organizations.
- g) To decide upon the Registered office, Administrative office and Regional Offices of ICBA



Article 10: The ICBA Board

- a) The ICBA Board (15) shall consist of a President (1), Vice Presidents (04) and members, not exceeding Ten (10) ,subject to a maximum of three members per region.
- b) Vice Presidents of the ICBA Board shall be elected at the general Assembly based on the recommendation of Regional Offices from Asia-AP, Africa, Americas and Europe from out of the RCBCs. The President shall have the power to nominate as one of the Board member(s) to officiate as Vice President(s) in case the nominations are not received from the Regional Offices on behalf of RCBCs till the nominations are received.
- c) The ICBA Board shall be elected for a four-year term
- d) Should a member of the ICBA Board resign, then the ICBA President may accept the resignation and may co-opt a member until the next General Meeting.
- e) The term of the President of the ICBA Board ,Vice President and Members shall be for a period of Four years from the date of constitution of the Board. Re-election of the same person to the Board for one more term of four years shall be permitted. However, no person shall be permitted to serve the Board for more than two consecutive terms of four years each.
- f) The ICBA Board notably has the following powers:
 - To execute the resolutions of the General Meeting,
 - To take decisions concerning current issues connected with the activities of the ICBA,
 - To works out an activity program for the ICBA and a financial plan,
 - To approve the application for membership of international organizations.



- To manage the ICBA property,
 - To implement the objectives of the ICBA and report to the General Meeting
 - To report to the Ordinary Members' Meetings on the financial situation of ICBA and establish a budget.
 - The service of the members of the Board including any co-opted directors from among the members, other Committees and Sub-Committee other than the President/General Secretary of the ICBA shall be gratuitous and they shall draw T.A. and Daily Allowance for attending meetings of the ICBA from their parent institutions.
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- g) **Vacant Positions:** Any vacancy arising in the positions of Board either for President, or any member of the Board shall be ordinarily by re-election in the General Assembly or special General Assembly meeting to be convened exclusively for the purpose of re-election, for the remaining period of the term, if the remaining period is more than 13 months from the date of vacancy. However,
- I. the Board shall exercise its discretionary power to accept the recommendation of Regional Office for the vacant position of Vice president without election for the remaining period .
 - II. The Board may also exercise their discretionary power to nominate to the vacant position of the Board member from among the same organisation for the remaining period.
 - iii. The remaining period is treated as one full term. However, the newly elected member shall be eligible to seek one more full term of four years for any one of the positions in ICBA Board.
- h) The ICBA Board shall meet at least once a year The ICBA Board shall meet at least once a year upon invitation of President.
25% of Board members may give written requisition for additional meetings.
- i) Any member of the ICBA Board can delegate a representative to attend the Board meeting in case of his inability to attend a meeting, subject to the prior written approval of the ICBA President.
- J) If a member of the ICBA Board ceases his activities with the institution represented on the Board, the member can – in consultation and co-operation with the institution represented – propose to a new representative to be elected.
- K) The ICBA President/Vice president and members of the Board shall ipso- facto shall cease to hold office if he /she ceases to be member of ICA or default in payment of annual membership Fee to ICA or his/her nomination is withdrawn by the nominating ICA member institution.

Article 11: The ICBA Secretariat

- a) The ICBA Secretariat shall be responsible to the ICBA Board for the operational and administrative work of ICBA, report on the financial situation, convene meetings and undertake such other duties as the ICBA President/Board may prescribe.
- b) The working languages of the Secretariat are English, French and Spanish. The President of the ICBA can – after consultation with the ICBA Board – decide upon a



single working language in which the minutes, reports, correspondence and other documents are issued.

Article 12: Powers & Functions of: President/Secretariat

The day-to-day management of ICBA, is entrusted to the ICBA Secretariat under the overall superintendence of ICBA president

- define the functions and tasks to be assigned to each ICBA employee and monitor the proper execution of the duties and tasks;
- set the amount of remuneration of each employee (within the budget approved by the General Assembly);
- hire and dismiss staff and carry out all the formalities required.
- have the signature on the ICBA accounts and carry out all operations except those which, under the present statutes or a Board decision, require a special authorization;
- make all purchases, leases or sales of movable property, equipment, and regular goods, within the limits of the budget approved annually by the Board and or General Assembly;
- enter into any insurance contract against any risk or, more generally, any agreement necessary operational requirements;
- Exercise the discretionary power to carry out the activities or decide as may be required subject to ratification by Board.
- Retains the power to seek and obtain the necessary approvals by Circular Resolution in case of exigencies and incase of constraints in convening the General meeting and or Board meeting.

Article 13 : Regional credit & Banking Committees

The Regional Offices shall set up RCBCs with the following suggested objectives:

- To periodically review the progress made in the field of cooperative credit, banking and finance, and initiate necessary action;
- To recommend policies and common lines of action in the field of cooperative credit and to initiate implementation;



- To facilitate business linkages among cooperative banks and other cooperative financial sectors such as credit cooperatives and credit unions;
- To identify systematic gaps within the banking structures, and facilitate processes for organizational efficiency;
- To identify areas for training, research and technical assistance, and initiate action in collaboration with other ICA-AP sectoral and thematic committees;
- To identify areas of technical assistance required for national and regional projects, and to facilitate such programmed;
- To promote the systematic dissemination of information and the exchange of experiences among the cooperative credit movements both within the region and internationally;
- To liaise and collaborate with the International Cooperative Banking Association (ICBA), and other regional and international organizations concerned with cooperative credit and banking.



Article 14: Collaboration with ICA

- a) The ICBA represents on behalf of the ICA, the interests of Cooperative Banks, CFIs towards other international co-operative or non-co-operative organizations and collaborate with the governmental and non-governmental agencies for financial affairs.
- b) ICBA associate with ICA Board as may be decided by the competent authority of ICA.
- c) President, ICBA shall ordinarily be the representative of ICBA on ICA Board, in within the admissible provisions of ICA.
- d) Member of ICBA representing on ICA Board shall report the activities to President, ICBA.
- e) The ICBA collaborate with appropriate ICA committees and ICA members.
- f) The ICBA shall inform the ICA about its activities and the President and Director General of the ICA, or a person appointed by one of them, shall be invited to attend the ICBA Board, and General Meetings.
- g) The ICBA shall publish information and results of the work of the ICBA Board under intimation to the ICA President, and Director general ,ICA. ICBA will also share such information with ICA publications, its own journal, press releases and other available efficient means.

Article 15 : Quorum

- a) Five persons shall constitute a quorum for meetings of the fully constituted Board.(The quorum for Reconstituted ICBA Board in 2019 shall have three persons as quorum till it is fully constituted in December 2021)
- b) Ten Persons shall constitute a quorum for meetings of the General meetings.

Article 16: Amendment to the Rules

- a) Amendments to the Rules/statute of ICBA and other related issues of ICBA Board require a two-thirds majority of those member organizations attending the General Meeting.



Article 17: Dissolution

- a) The ICBA may be dissolved by a decision of General Meeting. It shall require a three-quarters majority vote of those member organizations attending General Meeting.
- b) Any meeting approving a proposal to dissolve the ICBA shall also determine how any debts shall be paid. In the event of any surplus remaining after dissolution, this shall be placed at the disposal of the ICA, should the ICBA be no longer in existence.

Article 18: Work Plan and Budgeted Expenditure

ICBA Board shall adopt annual work plan and budgeted expenditure for the approval of the ICA.

Article 19: Financial year

Except for the first financial year that will begin at the signing of the act of reconstitution on 12 October in 2019 and end on December 31, 2019, any subsequent fiscal year begins on January 1 of each calendar year and ends on December 31 of the same year.