



STATUTES/ARTICLES OF THE INTERNATIONAL COOPERATIVE BANKING ASSOCIATION (ICBA)

(As amended up to 11 October 2023)

Article 1: Name

The name of the Association shall be the **International Cooperative Banking Association**, hereinafter referred to as **ICBA**.

ICBA has the status of a Sectoral Organization of the **International Cooperative Alliance (ICA)**, as approved by the ICA General Assembly.

The Association shall take the form of an international non-profit association.

Article 2: ICBA as an Entity of the ICA

As one of the Sectoral Organizations within the structure of the global ICA, the ICBA shall:

1. Draw up its Statutes, By-laws and Rules for approval by the ICA Board.
2. Participate in the development of the ICA Strategic Plan and the multi-annual work programme, develop its activities within 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 the ICBA for integration into the global budget and work plan for approval by the ICA Board.
4. Through its representatives on the ICA Board, propose themes for discussion at the global level and keep the ICA Board informed of sectoral developments.
5. Report regularly on its activities to the ICA Board.
6. Maintain its own General Meetings and elected bodies composed of representatives of organizations operating within the relevant sector.
7. Promote sustainable cooperative development within the cooperative banking and financial sector.

Article 3: Role and Objectives of the ICBA

a) The ICBA shall be representative of Cooperative Financial Institutions (CFIs), hereinafter referred to as **CFIs**, and Cooperative Banks (CBs) and Credit Unions (CUs), affiliated, directly or indirectly, with the International Cooperative Alliance, hereinafter referred to as the **ICA**.

b) The ICBA shall initiate and encourage worldwide discussion and constructive resolution of the crucial issues facing CFIs, with the objective of ensuring their financial stability. It shall



disseminate best practices among members of Cooperative Banks, including management and governance based on cooperative democratic principles, and encourage cooperation among them.

c) The ICBA shall provide research and consultancy support to its members and organize, collect, process and disseminate information relating to the activities of the ICBA and global cooperative banking in a manner that enables fast, efficient and effective access to such information for ICBA members and other authorized organizations, particularly the ICA and other cooperative organizations.

d) The ICBA shall facilitate, at the international and regional levels, the promotion of the distinctive cooperative values of cooperative banks and the advantages of the cooperative banking model.

e) The ICBA may, where necessary, constitute Regional Cooperative Banking Committees (RCBCs), covering different geographical areas as required by its members, to serve as forums for discussion of cooperative banking issues.

f) The ICBA shall consider extending support to ICA Regional Offices in establishing and promoting Regional Banking Committees (RBCs), which shall operate outside the purview of direct membership in the ICBA.

Article 4: Membership

a) National and international Cooperative Financial Institutions (CFIs), Cooperative Banks (CBs) and Credit Unions (CUs), whose activities relate to the financial, credit and banking sector, possessing a good reputation and a democratic constitution, and which are affiliated directly or indirectly with the ICA, shall be eligible for membership of the ICBA.

b) The ICBA Board shall decide on the admission of members in accordance with the ICA Global Membership Rules.

c) Indirect members of the ICBA may opt for ICA Associate Membership, subject to the conditions defined in the ICA Global Membership Rules.

Associate Members shall not have voting rights within the ICA or the ICBA structures, bodies or committees.

Article 5: Membership Fees

In accordance with the ICA Global Membership Rules, no membership fees shall be charged by the ICBA to either direct or indirect ICA members.



References elsewhere in these Statutes to membership fee obligations shall be understood to refer to membership fees payable to the International Cooperative Alliance in accordance with the ICA Global Membership Rules.

Article 6: Constitution

a) The organs of the ICBA shall consist of:

1. The General Meeting; and
2. The Board of Directors.

b) The ICBA shall have the status of a specialized Sectoral Organization of the International Cooperative Alliance (ICA).

Article 7: Duties of Members

Every Full Member or Associate Member shall:

- a) act in accordance with the aims, objectives and strategies of the ICBA and the ICA;
- b) maintain and promote cooperative values and principles; and
- c) ensure that it, or the ICA member organization to which it is affiliated, complies with its membership fee obligations towards the ICA.

Article 8: Loss of Membership Rights

Where a member organization (being a direct or Associate Member of the ICA), or the ICA member or Associate Member through which it holds membership, fails to pay the prescribed membership fees to the ICA within the time and under the conditions determined by the ICA General Assembly, the member organization concerned shall lose:

- a) its voting rights; and
 - b) the right for its nominees to be elected to positions within the ICBA,
- until such time as the outstanding membership fees have been paid in full.



Persons already serving in elected positions within the ICBA who have been nominated by such a member organization shall have their membership of the relevant ICBA body suspended until the outstanding membership fees have been paid.

Article 8.1: Termination of Membership

Membership of the ICBA shall cease where a member organization:

- a) applies to withdraw from the ICA;
- b) ceases to exist;
- c) is expelled.

A member organization may appeal, in writing (including by electronic means), against a decision of the ICBA Board to expel it. Such appeal shall be considered at the next meeting of the General Meeting.

- d) ceases, for any reason, to be a member of the ICA.

Article 9: General Meeting

- a) The General Meeting shall determine the overall direction and development of the ICBA.

The General Meeting shall have the following powers:

- to formulate the general policy of the ICBA;
- to approve the future work programme of the ICBA;
- to approve the Annual Report of the ICBA;
- to elect the President of the ICBA, who shall also serve as Chairperson of the ICBA Board;
- to elect up to six (6) members of the Board and up to four (4) regionally elected Vice Presidents;
- to approve the budget of the ICBA, as recommended by the ICBA Board;
- to approve any financial contribution, donation or assistance, where applicable.

- b) Member organizations, including Associate Members, shall be entitled to appoint any number of delegates to attend the General Meeting.

Delegates shall have the right to participate in discussions.



Delegates without voting rights may be required to pay a registration fee, as determined by the ICBA President and/or the ICBA Board.

c) Each Member organization shall have one vote at the General Meeting.

Associate Members shall not have voting rights.

Decisions shall be taken by a simple majority of the Member organizations present and voting.

In the event of a tie, the President shall have a casting vote.

d) The General Meeting shall be convened once each year. It shall coincide with a meeting of the ICA General Assembly held during the same year.

An Extraordinary General Meeting or Special General Meeting may be convened at the discretion of the ICBA Board and/or the ICBA President.

Notice of the Annual General Meeting shall be given in writing at least four (4) weeks in advance and shall include the agenda.

e) To authorize the ICBA Board to establish, where considered necessary, Sub-Committees or Regional Committees at the recommendation of the ICBA President.

f) To ratify decisions of the ICBA Board concerning the admission of international organisations to membership.

g) To determine the location of the Registered Office, Administrative Office and Regional Offices of the ICBA.

Article 10: The ICBA Board

a) The ICBA Board shall consist of eleven (11) members, comprising:

- one (1) President;
- four (4) Vice Presidents; and
- up to six (6) Board Members, subject to a maximum of two (2) members from any one region.

One representative of the International Cooperative Alliance (ICA) shall attend Board meetings as an invitee.

b) The President shall be elected by the members at the General Meeting.



c) The Vice Presidents shall be elected, one each from Asia-Pacific, Africa, the Americas and Europe, by the General Meeting or the ICBA Board, as applicable.

Where a vacancy arises, the President may nominate a Board Member to officiate as Vice President until the vacancy is filled.

d) The ICBA Board shall be elected for a term of four (4) years.

e) Should a member of the ICBA Board resign during the term of office, the President may accept the resignation and co-opt a replacement member until the next General Meeting.

f) The President, Vice Presidents and Board Members shall each serve a term of four (4) years from the date of constitution of the Board.

A person may be re-elected for one additional consecutive term.

No person shall serve on the ICBA Board for more than two consecutive terms of four (4) years each.

g) Only a **direct member organization** of the ICBA shall be eligible to hold membership on the ICBA Board.

h) Only a direct member organization with at least four (4) years of continuous membership in the ICBA shall be eligible to nominate a candidate for the office of President.

i) The ICBA Board shall have the following powers:

- to implement the resolutions of the General Meeting;
- to take decisions on matters relating to the ongoing activities of the ICBA;
- to prepare the activity programme and financial plan of the ICBA;
- to approve applications for membership from international organizations;
- to administer the property and assets of the ICBA;
- to implement the objectives of the ICBA and report to the General Meeting;
- to report on the financial position of the ICBA to the General Meeting and prepare the annual budget;
- to ensure that the services of Board Members, co-opted Directors, Committee Members and Sub-Committee Members (other than the President and General Secretary) remain honorary in nature.

Board Members shall ordinarily meet their own travel and daily allowance expenses through their parent organizations unless otherwise decided by the ICBA Board.

j) **Vacancies**



Where a vacancy arises in the office of the President or any other Board Member, the vacancy shall ordinarily be filled through election at the next General Meeting or at a Special General Meeting convened specifically for that purpose, where the unexpired term exceeds thirteen (13) months.

Where appropriate:

i. the Board may accept the recommendation of the relevant Regional Office to fill a vacancy in the office of Vice President without election for the remainder of the term;

ii. the Board may nominate another representative from the same member organization to complete the unexpired term of a vacant Board Member position; and

iii. the remaining period of office shall be deemed to constitute one full term. The person appointed or elected shall nevertheless remain eligible to seek one additional full four-year term in any position on the ICBA Board.

k) The ICBA Board shall meet at least once each year upon the invitation of the President.

Additional meetings may be convened upon a written request by at least twenty-five per cent (25%) of the members of the Board.

l) Any Board Member who is unable to attend a meeting may, with the prior written approval of the President, appoint a representative to attend on his or her behalf.

m) Where a Board Member ceases to hold office within the institution that he or she represents, the member organization may, in consultation with the ICBA President, nominate another representative for election or appointment in accordance with these Statutes.

n) The President, Vice Presidents and Board Members shall automatically cease to hold office if they:

- cease to represent an ICA member organization;
- become ineligible due to non-payment of the applicable ICA membership fees by the nominating member organization; or
- have their nomination withdrawn by the nominating ICA member organization.

Article 11: The ICBA Secretariat

a) The ICBA Secretariat shall be responsible to the ICBA Board for the operational and administrative work of the ICBA, including reporting on the financial situation, convening



meetings, and undertaking such other duties as may be prescribed by the ICBA President or the ICBA Board.

b) The working languages of the Secretariat shall be English, French and Spanish.

The President of the ICBA may, after consultation with the ICBA Board, determine that a single working language shall be used for the preparation of minutes, reports, correspondence and other official documents, where considered appropriate.

Article 12: Powers and Functions of the President and Secretariat

The day-to-day management of the ICBA shall be entrusted to the ICBA Secretariat under the overall supervision of the ICBA President.

The President and Secretariat shall have the authority to:

- a) define the functions and responsibilities assigned to each ICBA employee and monitor the proper performance of their duties;
- b) determine the remuneration of each employee, within the budget approved by the General Meeting;
- c) recruit and dismiss staff and complete all formalities associated with such appointments;
- d) operate the ICBA bank accounts and undertake financial transactions, except where these Statutes or a decision of the ICBA Board require specific authorization;
- e) purchase, lease or dispose of movable property, equipment and other operational assets within the limits of the budget approved by the General Meeting or the ICBA Board;
- f) enter into insurance contracts and any other agreements necessary for the effective operation of the ICBA;
- g) exercise discretionary authority in operational matters, where necessary, subject to subsequent ratification by the ICBA Board; and
- h) seek and obtain the necessary approvals by Circular Resolution where urgent decisions are required and it is not practicable to convene a meeting of the General Meeting or the ICBA Board.



Article 13: Regional Cooperative Banking Committees (RCBCs)

The ICBA may establish Regional Cooperative Banking Committees (RCBCs) with the following objectives:

- a) to periodically review developments in the field of cooperative credit, banking and finance, and recommend appropriate action;
- b) to recommend policies and common lines of action in the field of cooperative credit and facilitate their implementation;
- c) to promote business linkages among cooperative banks, credit cooperatives, credit unions and other cooperative financial institutions;
- d) to identify systemic gaps within cooperative banking structures and facilitate organizational improvement and efficiency;
- e) to identify areas requiring training, research and technical assistance and promote collaboration with ICA Regional Offices and other ICA sectoral and thematic committees;
- f) to identify areas requiring technical assistance for national and regional projects and facilitate the implementation of such programmes;
- g) to promote the systematic dissemination of information and the exchange of experience among cooperative credit movements within the region and internationally; and
- h) to liaise and collaborate with ICA Regional Offices and with other regional and international organizations concerned with cooperative credit, banking and finance.

Article 14: Collaboration with the International Cooperative Alliance (ICA)

- a) The ICBA shall represent, on behalf of the ICA, the interests of Cooperative Banks and Cooperative Financial Institutions (CFIs) before international cooperative and non-cooperative organizations, and shall collaborate with governmental and non-governmental agencies on matters relating to cooperative banking and finance.
- b) The ICBA shall work closely with the ICA Board, in accordance with the policies and decisions of the competent authorities of the ICA.
- c) The President of the ICBA shall ordinarily serve as the representative of the ICBA on the ICA Board, subject to the applicable provisions of the ICA.



d) Any representative of the ICBA serving on the ICA Board shall report regularly to the President and the ICBA Board on matters relating to the activities of the ICA.

e) The ICBA shall collaborate with appropriate ICA committees, regional organizations and ICA member organizations in pursuing common objectives.

f) The ICBA shall keep the ICA informed of its activities.

The President and Director General of the ICA, or a person nominated by either of them, shall be invited to attend meetings of the ICBA Board and the General Meeting.

g) The ICBA shall publish information and the outcomes of the work of the ICBA Board, while keeping the ICA President and Director General appropriately informed.

The ICBA shall also contribute information, where appropriate, to ICA publications, its own publications, press releases and other suitable communication channels.

Article 15: Quorum

a) Five (5) persons shall constitute a quorum for meetings of a fully constituted ICBA Board.

For the reconstituted ICBA Board established in 2019, three (3) persons shall constitute a quorum until the Board is fully constituted.

b) Ten (10) persons shall constitute a quorum for meetings of the General Meeting.

Article 16: Amendments to the Statutes

a) Amendments to these Statutes and other related matters concerning the ICBA shall require the approval of a two-thirds majority of the Member Organizations present and voting at the General Meeting.

Article 17: Dissolution

a) The ICBA may be dissolved by a resolution of the General Meeting.

Such a resolution shall require the approval of a three-quarters majority of the Member Organizations present and voting at the General Meeting.

b) Any General Meeting approving the dissolution of the ICBA shall also determine the manner in which the liabilities and obligations of the ICBA shall be discharged.



Any assets remaining after the settlement of all debts and liabilities shall be transferred to the International Cooperative Alliance (ICA), provided that the ICBA ceases to exist.

Article 18: Annual Work Plan and Budget

The ICBA Board shall adopt the annual Work Plan and Budget for submission to, and approval by, the International Cooperative Alliance (ICA), in accordance with the ICA Global Membership Rules and applicable governance procedures.

Article 19: Financial Year

The financial year of the ICBA shall commence on **1 January** and end on **31 December** of each calendar year.

Notwithstanding the above, the first financial year following the reconstitution of the ICBA commenced on **12 October 2019**, being the date of execution of the Act of Reconstitution, and concluded on **31 December 2019**.