

## **1. REGIONAL ASSEMBLY.**

The Regional Assembly of the Cooperatives of the Americas is part of the governance structure of the International Cooperative Alliance, according to article 19 of the Alliance's Bylaws, and is the highest authority of the Cooperatives of the Americas.

## **2. OBJECTIVE.**

The main objective of the Regional Assembly is to promote cooperation among the member organizations of the Alliance in the Americas and to be a forum for the analysis of regional and global issues related to cooperative development.

## **3. FUNCTIONS.**

The Regional Assembly shall:

- a) Acknowledge and deliberate on proposals and resolutions to be presented to the Alliance's General Assembly.
- b) Establish the priorities for the Alliance's work program in the region.
- c) Establish the general policies for the funding of the activities of the Alliance in the region.
- d) Approve the creation of regional sectoral organizations and regional thematic committees on the recommendation of the Regional Board of Directors.
- e) Ensure that the decisions of the Alliance's General Assembly are implemented in the region.
- f) Ratify the members of the Regional Board of Directors, composed according to Article 9 of these Bylaws.
- g) Approve the bylaws and articles of association of the Cooperatives of the Americas, subject to ratification by the Alliance's General Assembly.
- h) Elect the President of the Cooperatives of the Americas, as established in the Alliance's Bylaws and based on the provisions of Article 8 of these Bylaws.
- i) Elect an Audit Committee composed of 3 members and 2 substitutes, from among the members and substitutes of the Regional Board of Directors who are not members of the Executive Committee. The chairman of this committee must be a full member of the Board of Directors and have experience and expertise in accounting.

## **4. REPRESENTATION.**

- a) The members who have fulfilled all the obligations set out in the bylaws are entitled to at least one representative with 1 vote and may have additional votes in proportion to their membership, up to a maximum of 12. Each country may have a maximum of 25 votes.
- b) The number of votes is determined on the basis of the number of individual members represented by each member organization and is calculated according to the rules established in Section XI, Article 28 of the Alliance's bylaws.
- c) Organizations not affiliated with the Alliance, international bodies, governments and state organizations, institutes of cooperative research and education, and other organizations related to the promotion of cooperative principles and

cooperatives or that support the Alliance, may be invited to the Regional Assembly as observers by the Regional Board of Directors, the Executive Committee, the President, and the Regional Director of Cooperatives of the Americas.

- d) All subjects to be discussed by the Regional Assembly will be decided by simple majority, with the exception of amendments to these Regulations, which will require the favorable vote of at least two-thirds of the votes present.
- e) In countries where there is more than one member, the number of additional votes is determined proportionally among the members in accordance with paragraph (b), provided that no representative has more than 12 votes. Any case of conflict will be decided by the Executive Committee, subject to appeal to the Regional Board of Directors.
- f) Individual member organizations have the right to delegate by proxy their votes to one or more representatives from the same country, provided that no representative has more than 12 votes.
- g) Members have the right to send observers to the Regional Assembly, upon prior registration at the Regional Office.

#### **5. ASSEMBLIES.**

- a) The Regional Assembly will be ordinary or extraordinary. The first will be convened by the Regional Board of Directors and will meet every two years, alternating with the Alliance's General Assembly.
- b) The Extraordinary Regional Assembly may be convened by decision of the Regional Board of Directors or at the request of one third of the member organizations.
- c) The quorum for the Ordinary and Extraordinary Regional Assemblies must be at least more than half of the votes represented by the member organizations in good standing on the first call. On the second call, the meeting will be held one hour after the first call, with at least 30% of the votes represented by the member organizations in good standing.
- d) The Regional Director, in coordination with the President, will be responsible for the preparation and distribution of meeting documents and, along with the host organizations, for the logistical aspects of the Regional Assembly.

#### **6. LANGUAGES.**

The official languages of the Regional Assembly will be: Spanish, Portuguese, French, and English.

#### **7. FINANCE.**

- a) Delegates and their respective organizations must cover the costs of their participation in the Regional Assembly.
- b) The participation of delegates in the Ordinary and Extraordinary Regional Assemblies will be free of charge. The Regional Board of Directors may establish participation fees for additional supplementary activities.

#### **8. ELECTIONS.**

- a) The Regional Assembly will be chaired by the President of Cooperatives of the Americas or, when necessary, the First or Second Vice President, in that order.

- b) To be elected President is necessary to:
  - I. Be a member of the Regional Board of Directors for at least three years.
  - II. Have the financial support of your organization, both to serve as President of the Cooperatives of the Americas and as Vice President of the Alliance.
- c) Nominations for President must be submitted at least two months before the date of the Regional Assembly that will elect him. Information about nominated candidates will be disseminated by the Regional Director to delegates and member organizations.  
In the case of representatives of sectoral organizations and thematic committees, the nominations should be communicated in writing to the President immediately after the Assemblies of these bodies are held.
- d) Voting will be conducted by secret ballot.
- e) The President will hold office for a four-year term with the possibility of one re-election. If for any reason the First Vice President has to assume the Presidency, he will do so until the next Regional Assembly; this period will be additional to the period established in this clause.
- f) The nomination of the President to be elected as Vice President of the Alliance will be made by the Regional Board of Directors at least three months before the Alliance's General Assembly.

## **9. STRUCTURE OF THE REGIONAL BOARD OF DIRECTORS.**

- a) The Regional Board of Directors will be composed of one full member and one substitute member from each country; one member from each regional member organization; two members from the regional sectoral organizations, one member from the Regional Gender Equality Committee, and one member from the Youth Network of the Cooperatives of the Americas.
- b) The members from each country will be appointed by a majority vote of the member organizations of the respective country, the members of the regional member organizations will be appointed by each of them. The members of the Regional Sectoral Organizations will be nominated by a majority of them. Members of the Regional Gender Equality Committee and the Regional Youth Network of the Cooperatives of the Americas will be nominated by the respective committees.  
Organizations applying to chair Sectoral and Thematic Committees must bear the costs that these functions entail. If the members representing these committees on the Regional Board of Directors are not the chairs of these committees, their organizations must fund the costs of participation on the Regional Board of Directors.  
The names of the nominated members will be communicated in writing to the President at least one month before the date of the Regional Assembly, who will formally appoint them.
- c) Members of the Regional Board of Directors will serve a four-year term and be eligible for re-election.
- d) In case of resignation or replacement of a full or substitute member by the organizations that nominated them, the information must be formally communicated to the President, with a copy to the Regional Director, who will cease their functions. The respective organizations shall nominate a new member in its place, subject to ratification by the next Regional Assembly, after confirmation that all requirements

set forth in the bylaws for the election of such a representative have been met.

- e) The President of Cooperatives of the Americas will be the President of the Regional Board of Directors.
- f) The Regional Board of Directors will hold regular meetings at least once every quarter of the year.

#### **10. DUTIES AND POWERS OF THE REGIONAL BOARD OF DIRECTORS.**

- a) The Regional Board of Directors will nominate, from among its full members, an Executive Committee composed of the President, two Vice Presidents, the Secretary, and three members from countries other than the President's. The responsibility of this Committee will be to deal with the ordinary or urgent business of the Cooperatives of the Americas when the Regional Board of Directors cannot meet.
- b) Elect one of its members as First Vice President, who will replace the President in case of absence or resignation until the end of his/her term and in case of leave of absence until it ends. In such cases, the First Vice President's organization must bear the expenses involved in fulfilling the role of President.
- c) Elect one of its members as Second Vice President.
- d) Elect one of its members as Secretary.
- e) Ensure the preparation of the Regional Assemblies with the support of the Regional Office.
- f) Support the definition and implementation of policies and work of the Cooperatives of the Americas.
- g) Facilitate communication and strengthen the presence of the Cooperatives of the Americas in each of the sub-regions.
- h) Support the definition of the Alliance's global and sectoral strategies in the Americas.
- i) Consider requests and proposals from member organizations regarding Alliance's actions in the Americas.
- j) Approve its own rules of procedure in matters not covered by these bylaws.
- k) Perform any other task entrusted to it by the Regional Assembly.

#### **11. SPECIAL PROVISIONS.**

- a) In a complementary manner and in matters not covered by these Bylaws, the Alliance's Bylaws will apply.
- b) The Cooperatives of the Americas Bylaws and Articles of Association and any subsequent amendments must be submitted to the General Assembly for approval as provided in Article 21 of the Alliance's Bylaws.
- c) The first Regional Assembly for the foundation of this structure was held in São Paulo, Brazil, on November 21-22, 1994. Because of its special character, all organizations that applied for membership before November 1994 were invited.
- d) These Bylaws were revised and approved at the Extraordinary Regional Assembly held in Bogotá, Colombia, on November 21, 2008, amended and approved at the Ordinary Regional Assembly in Panama City, Republic of Panama, on May 31, 2012, International Year of Cooperatives.

**TRANSITIONAL PROVISIONS.** These Bylaws shall enter into force as of the date of their approval by the Alliance's Extraordinary General Meeting on October 31, 2012, in Manchester, in accordance with Article 21 paragraph (e) of its articles of association.

**NOTE:** At the XII Ordinary Regional Assembly of the Cooperatives of the Americas held in Montevideo, Uruguay, on November 17, 2016, the necessary amendments were approved to adjust the references made to the articles of the Articles of Association and the Bylaws of the International Cooperative Alliance.