

## ICAS Internal Rules

This document clarifies some aspects related to member relations and the daily management of the ICAS network which are not addressed by the [Standing Orders](#) adopted in October 2016. It was adopted at the ICAS Annual General Meeting of 18 April 2018 and aims to ensure good governance and transparency of ICAS' procedures, for the benefit of all members.

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## 1. Membership in ICAS

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There are different categories and subcategories of members. All types of members must be fully committed to support ICAS' Objectives, as defined in section 3 of the Standing Orders.

### A. Membership criteria

#### 1) Full members

There are three subcategories of full members:

- a) SRO members;
- b) SRO organizations;
- c) Industry members.

To be eligible as **SRO member**, the applicant must be a body:

- primarily funded by the advertising industry and independent from any government;
- responsible for applying non-statutory standards aimed at ensuring that advertisements are responsible, in line with the spirit of the ICC Code of Advertising and Marketing Communication Practice;
- providing an enforcement mechanism for ensuring compliance of individual ads with the standards, involving the issuance of pre-dissemination advice, post-dissemination rulings and/or other interventions using procedures to ensure the fairness and objectivity of its advice and decisions, e.g. with a special independent Committee or Jury tasked with solving complaints following a request by companies and/or consumers;
- whose activities are recognized and whose decisions are implemented by a substantial proportion of the advertising industry.

In addition, SROs having their headquarters in Europe<sup>1</sup> must be members of the European Advertising Standards Alliance (EASA) before they can become members of ICAS.

To be eligible as **SRO organization**, the applicant must be a body representing Self-Regulatory Organizations (SROs) from multiple countries. An SRO organization may or may not have legal personality. It may include non-SRO members (e.g. industry representatives).

To be eligible as **industry member**, the applicant must be an association with a regional or global scope representing the advertising industry, e.g. marketers, the media, and/or agencies.

#### 2) Associate members

To be eligible as associate member, the applicant must be committed to promote Advertising Standards. Entities acting as SROs or working to achieve SRO status are eligible, as well as individual organizations with a global reach, provided that these are not represented by a regional or global industry association in the ICAS membership.

In addition, SROs having their headquarters in Europe must be members of the European Advertising Standards Alliance (EASA) before they can become associate members of ICAS.

Unlike full members, associate members do not have voting rights in the ICAS General Meeting.

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<sup>1</sup> As defined by the European Union. See the official list of European countries at: [https://europa.eu/european-union/about-eu/countries\\_en](https://europa.eu/european-union/about-eu/countries_en)

## **B. Application procedure**

### **1) Application letter**

An application for admission as a new member must be made in writing to the ICAS President, copying [info@icas.global](mailto:info@icas.global), and must be signed by the person validly representing the applicant organization.

This application for admission must:

- mention the category of member that the applicant would like to belong to;
- confirm that the applicant fulfils the membership criteria and include documentary evidence appropriate for the relevant member category (e.g. Statutes, list of members/shareholders, composition of the governing body...);
- state that the applicant is committed to ICAS' aims and that it agrees to comply with the ICAS Standing Orders and the decisions of the ICAS governing bodies;
- designate a primary contact person who will be the main interlocutor for ICAS and who will be deemed to represent the member organization in ICAS meetings. If possible, a secondary contact person should also be designated. For each contact person, the following details should be provided:
  - First and Last name;
  - Job title in the member organization;
  - Email address;
  - Business postal address;
  - Phone number.

### **2) Approval process**

Applications for admission are submitted to the ICAS Executive Committee, which issues a positive or a negative opinion. Further documentary evidence may be required of the applicant to ensure that the eligibility criteria are met.

The recommendation of the ICAS Executive Committee is then submitted to the General Meeting. The admission of a new member requires a simple majority of votes, provided that the quorum is met (half of full members present or represented). No reasons need be given for a rejection.

## **C. Changing membership category**

When a member wants to change membership category, which it can do at any time, it must resign from its existing category and send a new application for admission in the new membership category, following the same procedure as new applicants.

The amount of the new membership fee is adjusted as of the next calendar year, irrespective of the actual date when the new membership status takes effect.

## **D. Membership fees**

ICAS' activities are financed by membership fees and may be financed by other sources of income, as deemed appropriate by the General Meeting.

The level of membership fees is specified in Section 6 of the ICAS Standing Orders.

All members whose membership is effective on 1 January of a given calendar year are due to pay membership fees for this calendar year in full.

Entities becoming a member of ICAS during the calendar year are due to pay membership fees for all full quarters (3-month period) during which they are a member.

For example:

- If an applicant becomes a member of ICAS on 30 June 2018, it will be invoiced for two quarters in 2018 (full amount of the applicable membership fees divided by two);
- If an applicant becomes a member of ICAS on 15 October 2018, it will not be invoiced for 2018 but will be invoiced in full as of 2019.

Should an organization's membership be effectively terminated during the calendar year, it cannot claim any refund of membership fees paid that year.

In the exceptional case that an existing SRO is placed under business rescue or faces major financial difficulties making it impossible for it to pay annual membership fees on a temporary basis, the ICAS General Meeting may decide to accept the SRO as non-paying associate member on a temporary and exceptional basis, provided that the SRO commits to fulfil all other obligations linked to its membership in ICAS, and on the condition that it resumes payment of membership fees at a future date which is to be validated by a decision of the ICAS Executive Committee.

All membership fees are paid in euros (EUR).

## **E. Termination of membership**

Membership shall terminate:

- one year after sending a registered letter of resignation to the ICAS President, at the official address of the ICAS office, or;
- on expulsion, for non-payment of membership fees or other serious grounds, by the General Meeting.

A member threatened with exclusion may be summoned to a General Meeting where it may state its case. The expulsion of a member requires simple majority in the General Meeting.

A member whose membership is terminated shall have no claim on ICAS' assets and is not entitled to any refund of membership fees already paid.

## **2. General Meeting**

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### **A. Powers**

The General Meeting is the top level governing body of ICAS. Its powers include:

- the approval of the Standing Orders and any amendments made to them;
- the admission and exclusion of members;
- the appointment and dismissal of Executive Committee members, including the President and the Vice-Presidents;
- the approval of the annual accounts;
- the approval of the annual budget.

## **B. Convocation**

As per section 10 of the ICAS Standing Orders, a General Meeting shall be held at least once a year.

The President convenes a General Meeting on his own initiative or at the request of the Executive Committee. The convocation notice is sent at least two weeks before the meeting date.

A General Meeting, whether Ordinary or Extraordinary, can, following a proposal of the President, be convened by phone, video or web conference, provided that the decisions of the General Meeting are subsequently adopted in writing (by email or postal mail). The quorum and majority rules are the same as for physical meetings of the General Meeting.

The General Meeting is presided by the ICAS President or, in his or her absence, by one of the Vice-Presidents.

## **C. Delegates**

The General Meeting is made up of all members. It is the member organization, not the individual person, which is eligible to take part in General Meetings.

Section 6 of the Standing Orders specify the number of votes attributed to each member.

By default, primary contact persons or, in their absence, secondary contact persons, are considered to act as the official representatives of the member organization which appointed them. A member organization can change the name of its primary and secondary contact persons at any time by sending a written notification to the ICAS Secretariat. This written notification should be signed by an authorized legal representative of the member organization and should provide the following details for each contact person:

- First and Last name;
- Job title in the member organization;
- Email address;
- Business postal address;
- Phone number.

Alternatively, members may be represented at the General Meeting by giving a proxy to another person and any absent member thus represented shall be deemed to be present.

## **D. Proxies**

In case a member organization is not represented by the primary or the secondary contact person at a General Meeting, it can designate another representative to vote on its behalf by submitting, before the start of the General Meeting, a Proxy to the ICAS Secretariat containing the following details:

- Date and Place of the Meeting;
- Precise designation of the member organization;
- Full name of the representative authorized to vote on behalf of the member organization;
- Signature of the person legally authorized to represent the member organization.

A template Proxy Form can be provided by the ICAS Secretariat upon request.

Any given ICAS member cannot hold more than five proxies.

The representative of an associate member (without voting rights) may receive a proxy from a full member (with voting rights) and vote on his or her behalf.

#### **E. Quorum**

The General Meeting shall be quorate provided that half of the full members are present or represented by proxy.

If the quorum is not reached, a second meeting may be called, which shall be deemed quorate regardless of the number of members present.

#### **F. Voting**

To be approved, a decision requires a simple majority, i.e. more than half (1/2) of the votes expressed by members present or represented by proxy to be in favor.

The voting procedure is specified in the Annex.

### **3. Executive Committee**

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#### **A. Powers**

The Executive Committee is empowered to take all decisions which are necessary for the smooth running of ICAS' activities and which are not explicitly attributed to the General Meeting.

Among others, the Executive Committee is responsible for:

- preparing the agenda of General Meetings;
- preparing the annual accounts;
- preparing a proposal of annual budget;
- deciding on the creation, termination, composition and mandates of ICAS Working Groups;
- appointing and dismissing Working Group Chairpersons.

Executive Committee members deliberate and make joint decisions which are enforceable by all ICAS members.

Without prejudice to the powers of the General Meeting, the Executive Committee may decide to delegate specific powers to one or more Executive Committee member(s) and/or to any third party of its choice, under its responsibility, to carry out specific projects and/or to represent ICAS in specific instances.

#### **B. Responsibilities of the President and the Vice-Presidents**

The President represents ICAS at the highest level in all business matters and is responsible for chairing all statutory meetings of ICAS, unless (s)he is exceptionally not able to attend.

Moreover, the President and the Vice-Presidents are responsible for monitoring the management of ICAS finances, in close cooperation with the ICAS Manager, and authorizing certain expenses such as expenses exceeding the threshold contained in the [Internal rules for the daily financial management of ICAS](#).

#### **C. Composition**

As per section 8 of the Standing Orders, the composition of the Executive Committee should not exceed twelve members, President and Vice-Presidents included.

Members are elected every two years by the General Meeting. Where a vacancy occurs during the two-year mandate period, the mandate of the newly elected members of the Executive Committee expires at the same time as the mandate of the members initially elected for the two-year mandate period.

Executive Committee members are elected by the General Meeting in personal capacity and may be re-elected.

Only full members are entitled to put forward an applicant for the Executive Committee. They shall submit the name of their candidate(s) to the President or to the person chairing the General Meeting at the latest immediately after the start of the agenda item relating to the appointment of Executive Committee members.

## Annex. Voting procedure

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### 1. Number of votes per member and per delegate

The number of votes per member depends on the category of membership and on the level of membership fees, as specified in section 6 of the Standing Orders.

A member is entitled to send as many delegates to an ICAS meeting as it has votes, but may alternatively decide to allow one representative to hold all of the votes on behalf of its organization. The procedure is as follows:

- By default, the primary contact person appointed by the ICAS member for managing relations with ICAS will be deemed to hold all the votes, if present;
- If the primary contact person appointed by the ICAS member is not present but the secondary contact person is present, (s)he deemed to hold all the votes;
- All other representatives of an ICAS member must have a written authorization from the primary contact person and/or from the person(s) legally authorized to represent his or her organization in order to be able to vote on behalf of the ICAS member. If votes are split between multiple delegates, the primary contact person and/or the person(s) legally authorized to represent the ICAS member organization should provide clear instructions to the ICAS Manager in writing prior to the date of the meeting.

### 2. Type of ballot

A vote is held by show of hands unless one full member disagrees.

If voting by secret ballot, the following criteria should be respected for a vote to be valid:

- Blank paper of any size can be used for casting the votes, provided that it is of sufficient quality for handwriting to be legible;
- The question being submitted to a vote should be written on a white board, projected on a screen or displayed on any other medium for all attendees to see prior to holding the vote;
- Voters should indicate on their voting paper:
  - their full name (first name, last name);
  - the name of the ICAS member they represent;
  - their vote: “YES” or “NO”, in the case of a question put to a vote; or the name of the preferred candidate(s), if electing (a) member(s) of the Executive Committee.

The ICAS Manager and another person appointed by the President will totalize the votes.

### 3. Counting of the votes

Where votes are blank or spoilt, they will be disregarded in calculating a majority.

If there is only one candidate for the available position, more than half (1/2) of the votes are required to elect that candidate. To this end, there can be a vote by show of hands. Should the candidate not obtain at least half the votes, the meeting will need to consider how to proceed.

If there is more than one candidate for the position:

- A candidate will be elected in the first vote if he or she obtains a simple majority of the votes (see example 2, scenarios A and C below);

- If no candidate obtains a simple majority of the votes, a second vote is held (see example 2, scenarios B and D below).

The two candidates with the highest number of votes in the first vote are eligible for the second vote. If the second and the third candidates have the same number of votes in the first vote, a special vote only involving these two candidates will be held. The candidate who obtains a simple majority in the special vote will go through to the second vote.

In the second vote, the candidate who obtains a simple majority of votes is elected.

If any cases which are not covered in this procedure, members will need to consider how to proceed.

#### 4. Examples

##### ***Example 1: Determining the number of positive votes required for a decision to be approved***

Members present: 14

Member represented by proxy: 1

	Scenario A	Scenario B
Blank votes	0	2
Valid votes	15	13
<b>Votes required for a majority</b>	<b>8</b>	<b>7</b>

##### ***Example 2: Election of a candidate in the Executive Committee***

	Scenario A	Scenario B	Scenario C	Scenario D
Candidate X	8	7	7	6
Candidate Y	4	4	3	6
Candidate Z	3	4	3	3
Blank vote	-	-	2	-
<b>Number of votes</b>	<b>15</b>	<b>15</b>	<b>15</b>	<b>15</b>

##### **Scenario A:**

A majority is 50% of 15, rounded up = 8.

Candidate X is thus elected in the first vote.

##### **Scenario B:**

No candidate has a majority (8 votes).

Candidate X heads the list, so (s)he will run in the second vote.

Candidates Y and Z have the same number of votes, so a special vote is necessary to decide between those two. The candidate who obtains a majority of votes will then run with Candidate X in the second vote.

##### **Scenario C:**

A majority is 50% of 13 rounded up = 7.

Candidate X is elected in the first vote.

##### **Scenario D:**

Nobody has a majority. The first two candidates, X and Y, will run in the second vote.