



CONSTITUTION OF THE INTERNATIONAL FEDERATION OF COMMERCIAL ARBITRATION INSTITUTIONS (IFCAI)

(Adopted by the IFCAI General Assembly on April 7, 2014, and superseding the Constitution adopted on May 16, 2011)

PREAMBLE

IFCAI was founded in June 1985, for the purpose of establishing and maintaining relations between commercial arbitration institutions. Since then IFCAI has extended its reach to include both commercial and investment arbitration bodies, and both arbitration and ADR, and seeks to promote greater understanding of arbitration and ADR, and the important role of institutions in providing procedures for the management of conflicts, to unite efforts to strengthen the performance of member institutions.

A. AIMS AND OBJECTIVES

1. To establish and to maintain cooperation among commercial and investment arbitration bodies.
2. To encourage and to promote the highest standards of service and practice among IFCAI Members.
3. To promote the objectives, and use, of commercial and investment arbitration.
4. To encourage and to facilitate:
 - (a) the exchange and distribution of information about the services offered by IFCAI Members;
 - (b) the gathering and dissemination of information on relevant laws, rules, arbitral awards, and court judgments;
 - (c) the conduct and publication of research into the use and practice of arbitration; and
 - (d) educational programmes and discussion of topical issues in the field of arbitration and ADR.
5. To canvass and coordinate the views of Members on developments of mutual interest, such as the amendment, or enactment, of legislation; the introduction and/or imposition of regulations; and the promulgation of codes of ethics or practice guidelines affecting arbitration and ADR.

B. ORGANIZATION

1. IFCAI embodies a Council and a General Assembly.
 - (a) The Council is an administrative body composed of Officers who accomplish the general governance and administration, decide on issues related to finance and allocation of funds for approved expenditures. Council shall regularly report to the Members on IFCAI's finances.
 - (b) The General Assembly is an entity comprising all of the Members of IFCAI.
2. IFCAI's affairs shall be administered by a Council of Officers (the Council).
 - (a) The Council shall be comprised of:
 - (i) a President;
 - (ii) a Secretary-Treasurer;
 - (iii) up to 4 Vice Presidents; and
 - (iv) up to 8 Councilors.
 - (b) Only individuals holding senior office with a member institution of IFCAI shall be eligible for election to the Council.
 - (c) The mandate of all Officers elected to the Council is personal to them and is unrelated, save as above, to the member institution with which they also hold office.
 - (d) All Officers shall be elected for a 4-year term and shall be eligible for election for one further consecutive 4-year term only, whether to the same office or to some other office, with the sole exception of promotion to the Presidency.
 - (e) An Officer who has already served either 4 or 8 years in any other office or offices may be elected to the Presidency to serve for a maximum of two further 4-year terms.
 - (f) Individuals first elected to the Council will be elected to the office of Councilor or Secretary Treasurer, not to the office of Vice President or President.
 - (g) An ad hoc Nominating Committee will be established to produce, in consultation with the President, a slate of candidates for election to the Council, having due regard for a balanced international representation. This committee will comprise of three members chosen by the Council from sitting Officers and/or members of the General Assembly, provided that no member of this committee shall be eligible for inclusion among the candidates put forward by the committee. IFCAI Members will be invited to propose candidates for election.
 - (h) The Nominating Committee will present a slate of candidates to be voted upon by Members present in the General Assembly. Elections shall be determined by a simple majority of the votes cast for the entire slate or for individual candidates.

- (i) In compiling the slate of candidates for consideration by Members in the General Assembly, the Nominating Committee will not favour a candidate holding office with one member institution over a candidate holding office with any other member institution.
- (j) If, during a term of office, a vacancy occurs on the Council, Members will be invited to propose candidates to the Nominating Committee to fill the vacancy, in accordance with the procedures set out above.
- (k) Any Officer who, during his or her term of office, ceases to hold office with a member institution shall resign his or her position on the Council, unless he or she is moving directly to take up office with another member institution.
- (l) No Officer who is vacating his or her IFCAI office upon his or her retirement from the institution with which he or she holds office may nominate his or her successor at that institution for appointment to the Council, nor solicit another person to do so while in office.

C. MEETINGS AND THE DECISION-MAKING PROCESS

- 1. The Council shall meet at least once a year, and may do so either in person and/or by telephone or video conference.
- 2. A quorum for Council meetings shall be three (3) Officers, one of whom shall be the President or a Vice President, who shall also chair the meeting.
- 3. A quorum for a General Assembly shall be ten members, or one third of the membership, whichever is the fewer, one of whom shall be the President or a Vice President, who shall chair the General Assembly.
- 4. The decisions of the Council and of the General Assembly shall be taken by a simple majority, provided that, in the event of deadlock, the Chairman of the meeting shall have a casting vote.

D. MEMBERSHIP

- 1. Membership of IFCAI is open to not for profit commercial and investment arbitration bodies and to organisations working to promote international arbitration and ADR which share IFCAI's objectives and aims.
- 2. Entities applying for IFCAI membership should in the opinion of the Council have a record of achievement in its activities, and have contributed to the field of international arbitration and ADR for at least three years prior to applying for membership.
- 3. An application for membership shall be made to the IFCAI Council, through its Secretary-Treasurer, and membership may be refused if, in its complete discretion, the Council considers that an applicant does not support the aims and objectives of IFCAI and/or does not meet the criteria for membership.
- 4. Members shall pay an annual membership subscription, at a rate determined by the IFCAI Council. Members who fail to timely settle an invoice for their annual subscription shall be removed from the list of Members, provided that they may be re-admitted upon payment both of the subscription for the year in which they apply to be re-admitted and of the arrears that led to their removal.

5. Membership may also be cancelled by the IFCAI Council if, in its complete discretion, the Council considers that a Member no longer meets the criteria for membership, or fails to support the aims and objectives of IFCAI.
6. Any Member of IFCAI may cancel its membership by letter to the IFCAI Council, through its Secretary-Treasurer; the cancellation being effective on the date of receipt of its letter by the Council.

E. SERVICES TO MEMBERS

1. The General Assembly shall meet at least once every two years with interim meetings when needed.
2. An international conference will be held once every two years and will be open to Members and to non-members.
3. The General Assembly will meet, and international conferences will be held in different venues around the world to reflect the geographical spread of the membership.
4. Notice of all meetings will be communicated to Members at least 60 days in advance, by post, fax or email.

F. IFCAI LOGO

1. IFCAI owns and enjoys all the rights associated with its logo.
2. The use of the logo shall be regulated by the IFCAI Council in its complete discretion, and without whose written authorization, Members and non-members may not use the logo.

G. AMENDMENTS

1. The provisions of this Constitution may be amended by a majority decision of Members present in General Assembly.
2. The notice of any proposed changes to the Constitution must be delivered to Members no less than 30 days in advance of a meeting of the General Assembly. The notice may be accomplished by post, fax or email.