

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

(To be adopted by IFCAI at the upcoming General Assembly, and to supersede the Constitution adopted on April 7, 2014)

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, seeking to promote a 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, protect institutional integrity and promote diversity in international arbitration.

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 to 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 assume the general governance and administration of IFCAI, and decide on issues related to its finance and the allocation of funds for approved expenditures. The Council shall regularly report to Members on IFCAI's finance.
 - (b) The General Assembly is an entity comprised of all Members of IFCAI, both Full and Supporting, as defined in Articles E and F below.
2. IFCAI's affairs shall be administered by a Council of Officers (the Council) elected by the General Assembly.
 - (a) The Council shall be comprised of:
 - (i) a President;
 - (ii) a Secretary-Treasurer;
 - (iii) no more than four Vice Presidents; and

- (iv) no more than eight Councilors.
- (b) To be eligible for election to the Council, and continuing on the Council, individuals shall hold senior office with a Full or Supporting Member institution of IFCAI.
- (c) No more than two individuals from Supporting Member institutions may be elected to the Council, but only to the office of Councilor.
- (d) At the first Council meeting following the election of the Officers by the General Assembly, elections to the offices of Secretary-Treasurer, Vice President and President shall take place.
- (e) Subject to Article B(2)(c), individuals elected to the Council for the first time may be elected to the office of Councilor or Secretary-Treasurer, but not to the office of Vice President or President, unless such election is made by a majority of two thirds of the Council Officers.
- (f) Subject to Article B(2)(c), an Officer who has already served one or two consecutive, or non-consecutive terms in any other office or offices may be elected to the Presidency to serve for a maximum of two further four-year terms.
- (g) All Officers shall be elected for a four-year term and shall be eligible for election for one further consecutive four-year term only, whether to the same office or to another office, with the sole exception of promotion to the Presidency.
- (h) If at the first Council meeting, a candidate elected for a third or fourth term fails election to Presidency, then he or she shall leave the Council and the Council shall stay as is for the remaining number of elected Officers.
- (i) Officers are expected to attend the Council meeting every year. Non-attendance for two consecutive meetings without good cause will be treated as resignation.
- (j) IFCAI Members will be invited to propose candidates for Council elections and an ad hoc Nominating Committee will be established to select, in consultation with the President, a slate of candidates. This Committee will be comprised of three members, chosen by the Council from among its sitting Officers and/or individuals holding senior office with a Member of the General Assembly, provided that no member of this Committee shall be eligible for inclusion among the candidates put forward by the Committee.
- (k) To avoid conflicts of interest, and subject to control by the President, members of the Committee shall not be permitted to individually indicate, when jointly selecting candidates, their preference for individuals holding senior office in the Member institution from which they originate.
- (l) The Nominating Committee will present a slate of no more than seventeen candidates to be voted upon by Members present in the General Assembly, having due regard for a diverse geographic, generational and gender representation.
- (m) Subject to Article B(2)(c), candidates having obtained the highest number of votes shall be elected to the Council. Each Member of the General Assembly may cast a vote for no more than fourteen individual candidates. In case two or more candidates have obtained the same and lowest number of votes, a second round between those candidates will be held.
- (n) 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.

- (o) Pursuant to Article B(2)(b), 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.
- (p) No Officer vacating his or her seat on the Council upon resignation or retirement from the institution with which he or she held 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. The quorum for Council meetings shall be three Officers, one of whom shall be the President or a Vice President, who shall chair the meeting.
3. The General Assembly shall meet at least once every two years with interim meetings when needed, and may do so either in person and/or by virtual means.
4. The 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.
5. 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, except where otherwise stated.
6. Notice of all meetings will be communicated to Members at least thirty days in advance, by post, fax or email.

D. MEMBERSHIP

1. Any active arbitration centre or institution administering arbitral proceedings that is a legal entity or attached thereto shall be eligible to become a Full Member, subject to the requirements of Article E.
2. Any organization legally established to promote international arbitration and ADR shall be eligible to become a Supporting Member, subject to the requirements of Article F.
3. Any organization wishing to become a Full Member pursuant to Article E or a Supporting Member pursuant to Article F shall send its application in writing to IFCAI, accompanied by:
 - a. a copy of its Constitution or other rules, as well as a summary of its background, history and objectives;
 - b. the names, addresses, telephone and e-mail addresses of its president, senior officers and other officers;
 - c. a certificate signed by an officer stating the number of case managers and employees and a record of achievement in its field in the past three years, including evidence of its contribution to international arbitration and ADR; and
 - d. payment of the annual dues for the then current year at a rate determined by the Council.
4. The application for membership shall be made to the Council, through its Secretary-Treasurer.

5. The Council may require any additional information necessary to judge the qualifications of the applicant for membership.
6. An applicant shall be admitted to membership if such application is approved by a majority of two thirds of the Council Officers.
7. Membership may be refused at the Council's discretion, pursuant to Article D(6), or if the organization fails to present the documents listed in Article D(3).
8. Members who fail to timely settle an invoice for their annual subscription shall be removed from the list of Members.
9. Any Member removed in the application of the precedent paragraph may reapply for membership, pursuant to Article D(3), upon payment of the subscription for the then current year.
10. Members who no longer meet the criteria for membership or fail to support the aims and objectives of IFCAI, may also be removed, by a majority of two thirds of the Council Officers.
11. Any Member removed in the application of the precedent paragraph may reapply for membership pursuant to Article D(3), if it is able to bring evidence of changed circumstances or facts justifying the new application.
12. Any Member of IFCAI may cancel its membership by addressing a letter to the Council, through its Secretary-Treasurer, the cancellation being effective on the date of its reception.

E. FULL MEMBERS

1. Full Members are active arbitration centres or institutions, whether a legal entity or attached thereto, founded for at least three years, with the purpose of administering arbitral proceedings.
2. An organization shall be construed as an active commercial and/or investment arbitration institution if it presents evidence of:
 - a. rendering case management services for at least the past three years revealed, by way of example, through published State Courts decisions, arbitral awards or academic articles and studies with reference to arbitration proceedings administered by the institution;
 - b. having published a set of institutional arbitration rules; and
 - c. having published a table of arbitration costs or expenses.

F. SUPPORTING MEMBERS

1. Supporting Members are organizations, legally established for at least three years, with the purpose of promoting and/or supporting international arbitration and ADR.
2. An organization shall be construed as an organization working to promote international arbitration and ADR if it presents evidence of its contributions to the practical, academic and scientific development of arbitration and ADR.

G. SERVICES TO MEMBERS

1. An International Conference, open to Members and non-members alike, will be held once every two years.

2. The General Assembly will meet, and International Conferences be held, in different venues around the world to reflect the geographical scope of IFCAI's membership.

H. 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 Council, without whose written authorization its use, by Members and non-members alike, shall be prohibited.

I. AMENDMENTS

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