

The logo for the International Council for Commercial Arbitration (ICCA) consists of the letters 'ICCA' in a bold, orange, sans-serif font.

INTERNATIONAL COUNCIL FOR COMMERCIAL ARBITRATION

Constitution and Bylaws

Promoting arbitration, conciliation and other
forms of dispute resolution worldwide

(in effect from 1 January 2014, as amended on
6 April 2014, 12 September 2014 and 15 November 2017)

ICCA CONSTITUTION

CONSTITUTION OF THE INTERNATIONAL COUNCIL FOR COMMERCIAL ARBITRATION

(in effect from 1 January 2014, as amended on 6 April 2014, 12 September 2014 and 15 November 2017)

PREAMBLE

The Members of the Governing Board of the International Council for Commercial Arbitration (“ICCA”), having resolved to:

RECALL the establishment of ICCA in 1961;

EVOKE the spirit of friendship and the shared interest in international arbitration that animated the founders of ICCA;

RECORD the contribution of ICCA to the law and practice of international arbitration over its history;

REAFFIRM the importance of maintaining and strengthening a worldwide organization devoted to broadening knowledge in support of arbitration and other forms of international dispute resolution;

BE MINDFUL of the Statement of Purposes and Procedures adopted by ICCA on 6 January 1975, as amended on 14 May 1994, 1 May 2007 and 1 June 2012;

PREPARE ICCA for the challenges of the future; and

ADOPT governance rules that strengthen ICCA and allow it to meet these challenges;

HAVE AGREED AS FOLLOWS:

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Article 1 Designation

The Council shall continue to be known as the “International Council for Commercial Arbitration” (“ICCA”).

Article 2 Object

The object of ICCA is to promote knowledge about, and use of, arbitration and other forms of international dispute resolution, to enhance the effectiveness and legitimacy of such processes, and to harmonize best practices in international dispute resolution.

Article 3 Governing Rules

- (1) ICCA shall be governed by this Constitution and by its Bylaws (the “Bylaws”).
- (2) In the event of an inconsistency between this Constitution and the Bylaws, this Constitution shall prevail to the extent of the inconsistency.

Article 4 Organization

- (1) ICCA is an independent, non-profit, non-governmental entity.
- (2) ICCA shall be organized as set out in this Constitution and its Bylaws.
- (3) ICCA shall be governed by the Governing Board and the Executive Body, with the support of the ICCA Bureau.
- (4) ICCA may establish or maintain affiliated entities as required to fulfill its object.

Article 5 Membership

ICCA shall comprise such categories of membership as are provided in the Bylaws.

Article 6 Governing Board

- (1) The Governing Board shall determine ICCA policies, direct ICCA activities, and oversee the work of its Committees, in accordance with the Bylaws.
- (2) The members of the Governing Board must have ICCA membership and shall be elected as provided in the Bylaws.
- (3) The term of a Governing Board member shall be four years. A Governing Board member may be re-elected for only one further term of four years. Service on the Executive Body shall not be included in the computation of these four year terms.
- (4) Governing Board members shall automatically cease their tenure as Governing Board members on the day of their 75th birthday.

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Article 7 Executive Body

- (1) The Executive Body shall direct and implement the policies and activities adopted by the Governing Board.
- (2) The Executive Body shall consist of the President, two Vice-Presidents and the Treasurer (collectively the "Officers").
- (3) The term of an Officer shall be a non-renewable term of two years. An Officer may serve for one additional two-year term if elected for a different office on the Executive Body.
- (4) The members of the Executive Body shall be elected from among the members of the Governing Board.

Article 8 ICCA Bureau

- (1) The ICCA Bureau shall support the work of the Governing Board and the Executive Body as provided in the Bylaws.
- (2) While employed at the ICCA Bureau, Bureau personnel may not serve on the Governing Board.

Article 9 Amendments

- (1) The Constitution and the Bylaws may be amended at the initiative of the Governing Board.
- (2) The Constitution may be amended by the vote of two-thirds of all Governing Board members.
- (3) The Bylaws may be amended by the vote of a majority of all Governing Board members.

Article 10 Effective Date

- (1) The Constitution shall enter into force on 1 January 2014.
- (2) The Statement of Purposes and Procedures will cease to have effect on the entry into force of this Constitution, without prejudice to Article 11 of this Constitution.

Article 11 Transitional Provision

Transitional matters are governed by the provisions in Annex A.

ICCA CONSTITUTION: ANNEX A

Annex A Transition

1. As of the entry into force of the Constitution and Bylaws and until the Governing Board meeting at the ICCA Congress in Miami, presently scheduled for 6 April 2014 (the "ICCA Congress in Miami"):
 - (a) the current Governing Board members will remain on the Governing Board;
 - (b) the current President and Vice-Presidents will remain in office and will sit as members of the Executive Body; and
 - (c) the current Secretary-General will assume the office of Treasurer and will sit as a member of the Executive Body.
2. Notwithstanding the relevant provisions in the Constitution and the Bylaws regarding the term and election of members of the Governing Board and the Executive Body:
 - (a) the re-election of the current 33 members of the Governing Board who would have been eligible for re-election at the ICCA Congress in Miami under the Statement of Purposes and Procedures (the "SoPP") shall be governed by Sections (1) – (8) of the Transition Plan adopted at the Governing Board meeting in London on 10 May 2013 (the "Transition Plan");
 - (b) the term of the 8 members of the Governing Board elected in 2012 will be governed by Section (9) of the Transition Plan and, accordingly, will remain in office until the Governing Board meeting at the ICCA Congress in Mauritius in 2016;
 - (c) the term of the President elected under Section (10) of the Transition Plan will be governed by that Section and, accordingly, will be 4 years as of the Governing Board meeting at the ICCA Congress in Miami and until the Governing Board meeting at the ICCA Congress in 2018; and
 - (d) the election of Officers shall be scheduled in alternate years so as to stagger the commencement of the terms of the President and one Vice-President with the terms of the Treasurer and the other Vice-President and, accordingly, the term of one Vice-President and the Treasurer to be elected at the Miami Congress in 2014 shall be three years.
3. Any current Honorary President, Honorary Vice-President, Honorary Secretary-General and Advisory Member will retain his or her title.
4. Best efforts will be made to replace the current practice of applying varying commencement dates for general membership of ICCA by a general membership on a calendar year basis.
5. The current General Editors will continue as General Editors until resignation or replacement by the Governing Board.
6. The current Executive Director will continue as Executive Director until resignation or replacement by the Executive Body.
7. All current standing, special and ad hoc committees of ICCA will continue to function under the Constitution and Bylaws.
8. All current ICCA Publications, activities and projects will continue under the Constitution and Bylaws.
9. Any matter in connection with transition that is not expressly addressed in this Annex shall be resolved by the Executive Body in the spirit of the Constitution and the Bylaws.

ICCA BYLAWS

BYLAWS OF THE INTERNATIONAL COUNCIL FOR COMMERCIAL ARBITRATION

Section I General Provisions

Article 1 Object

To achieve its object as stated in Article 2 of the Constitution, ICCA shall pursue such activities as it deems appropriate, including:

- (a) providing a forum for arbitrators, practitioners, users, scholars, judges, students and arbitration organizations worldwide to cooperate in activities related to international dispute resolution;
- (b) organizing international arbitration congresses and meetings;
- (c) publishing, encouraging and sponsoring authoritative texts;
- (d) exchanging information, sharing knowledge and promoting research;
- (e) promoting harmonization of treaties, laws, rules, procedures and standards;
- (f) making submissions to national courts and other national or international entities on matters relating to its object;
- (g) acting as a non-governmental organization recognized by the United Nations;
and
- (h) cooperating with other international organizations.

Article 2 Operation

(1) The Governing Board, the Executive Body and the ICCA Bureau shall operate as provided in these Bylaws.

(2) ICCA operates through ICCA Foundation Inc., a Not-for-Profit New York-incorporated entity ("ICCA Foundation Inc.") in a number of respects as provided in Section VI of these Bylaws.

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Section II Members

Article 3 Membership

- (1) The categories of ICCA membership (collectively “ICCA members”) are:
 - (a) general members, as defined in Article 4;
 - (b) Governing Board members, as defined in Article 9 and Article 10;
 - (c) Executive Body members, as defined in Article 11 and Article 12;
 - (d) honorary members, as defined in Article 5; and
 - (e) advisory members, as defined in Article 6.
- (2) The members referred to in sub-sections (1)(b), (1)(c), (1)(d) and (1)(e) must also be general members as referred to in sub-section (1)(a).
- (3) The Executive Body members referred to in sub-section(1)(c) must also be Governing Board members as referred to in sub-section (1)(b).

Article 4 General Members

- (1) Any individual or legal person in good standing with an interest in arbitration or other forms of international dispute resolution may apply for general membership.
- (2) General members shall enjoy such benefits as determined by the Governing Board, including:
 - (a) recognition as general members on the ICCA website and in ICCA directories;
 - (b) access on preferential terms to ICCA publications and events;
 - (c) listing of select academic publications on the ICCA website;
 - (d) eligibility for membership on the Governing Board; and
 - (e) eligibility to sit on ICCA Committees upon designation by the Governing Board.
- (3) The benefits referred to in sub-sections (2)(c), (2)(d) and (2)(e) apply only to individual persons.
- (4) The President shall report annually to the general members on the activities of ICCA, including its achievements and goals, by posting a written report on ICCA’s website.
- (5) The Governing Board and the Executive Body may consult general members on matters of interest to ICCA.
- (6) Best efforts shall be made to base general membership on the calendar year. General membership shall renew automatically, unless a general member notifies the Executive Director in writing prior to 1 January of the relevant year that the member does not wish to continue general membership.

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Article 5 Honorary Members

- (1) The Governing Board may elect outgoing Presidents or Vice-Presidents as honorary members.
- (2) Honorary members are elected for life and may participate in meetings of the Governing Board without the right to vote.

Article 6 Advisory Members

- (1) The Governing Board may elect outgoing Governing Board members as advisory members.
- (2) Advisory members are elected for life and may participate in meetings of the Governing Board without the right to vote.

Article 7 Membership Contribution

All ICCA members shall pay a membership contribution to ICCA Foundation Inc. as determined by the Governing Board. The Governing Board may establish various categories of membership and may require different levels of contribution based on the category of membership.

Article 8 Admission and Removal of Members

- (1) New ICCA Members shall be admitted as determined by the Governing Board.
- (2) The Governing Board may remove any ICCA member on recommendation of the Nomination and Membership Committee, for the following reasons:
 - (a) failure to pay the required membership contribution; or
 - (b) conduct inconsistent with the objectives of ICCA.

Section III

Governing Board, Officers, Executive Body, Committees, ICCA Bureau and General Editor

Article 9 Governing Board

The Governing Board shall comprise no more than 40 members, who shall be recognized specialists in arbitration or other forms of international dispute resolution.

Article 10 Election to the Governing Board

- (1) The Governing Board shall elect its members on recommendation of the Nomination and Membership Committee.

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(2) In electing its members, the Governing Board shall consider such factors as regional, gender and age diversity, without prejudice to the requirements of Article 9.

(3) Only individuals who confirm their availability and willingness to devote time to ICCA may be considered for election to the Governing Board.

(4) The term of a Governing Board member shall commence on 1 April of the year of his or her election, unless another commencement date is determined with the election vote under Article 19(2)(a) or Article 20. Unless otherwise determined, the term of an ICCA President shall commence on the final day of the ICCA Congress held in the year in which the President takes office, and conclude on the final day of the ICCA Congress held two years later.

Article 11 Executive Body

(1) The Executive Body shall consist of the President, two Vice-Presidents and the Treasurer (the "Officers").

(2) The Governing Board shall elect the Officers on recommendation of the Nomination and Membership Committee.

(3) The Governing Board shall elect the incoming President (the "President-elect") at the latest 12 months before the expiry of the term of the incumbent President. The President-elect may only be elected from the members of the Executive Body or the Governing Board.

(4) A President-elect who is also a member of the Executive Body shall continue to be an Officer. A President-elect who is not a member of the Executive Body shall become a member of the Executive Body upon his or her election. The President-elect becomes President upon expiry of the term of the incumbent President.

Article 12 Officers' Duties

(1) The President shall:

- (a) function as ICCA's Chief Executive Officer;
- (b) act as the principal spokesperson for ICCA;
- (c) direct the activities of ICCA;
- (d) preside at meetings of the Governing Board and the Executive Body; and
- (e) exercise powers delegated by the Governing Board in addition to the powers inherent to the office;
- (f) represent ICCA in matters concerning the Cooperation Agreement with the Permanent Court of Arbitration.

(2) If the President is absent or unable to act, the functions of the President shall be performed by the Vice-President designated by the Governing Board.

(3) The Vice-Presidents shall:

- (a) assist the President in fulfilling his or her duties; and

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- (b) have such other duties as may be delegated by the President or determined by the Governing Board.
- (4) The Treasurer shall:
 - (a) act as the Chief Financial Officer of ICCA;
 - (b) ensure the financial stability of ICCA as directed by the Governing Board, with the support of the Finance Committee and under the supervision of the Audit Committee; and
 - (c) report annually to the Governing Board on the financial condition of ICCA.

Article 13 Committees

- (1) There shall be the following Standing Committees:
 - (a) Audit Committee
 - (b) Congress Committee
 - (c) Finance Committee
 - (d) Governance Committee
 - (e) Judiciary Committee
 - (f) Nomination and Membership Committee
 - (g) Publications Committee
 - (h) Users Committee
 - (i) Young ICCA Committee
 - (j) ICCA Initiatives Committee
- (2) The Governing Board may establish and abolish such Special Committees as it deems appropriate.
- (3) The Executive Body shall appoint the chairperson and members of each Standing and Special Committee for such period as it shall determine.
- (4) The chairperson of each Standing Committee shall be a Governing Board member, save for Article 16(3). The members of each Committee shall be ICCA members but need not be Governing Board members. The chairperson of each Special Committee shall be an ICCA member, but need not be a Governing Board member.
- (5) The chairperson of each Special and Standing Committee shall report to the Governing Board at least annually.

Article 14 Standing Committees' Duties

- (1) The Audit Committee shall:
 - (a) ensure that the financial functions of ICCA are undertaken with care and diligence;
 - (b) review reports of the independent accountants; and

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- (c) monitor internal financial controls.
- (2) The Congress Committee shall:
 - (a) review bids to host ICCA Congresses and advise the Governing Board on such bids;
 - (b) prepare the programme for ICCA Congresses; and
 - (c) liaise between the Governing Board and local Congress organizers;
- (3) The Finance Committee shall:
 - (a) oversee the operating and capital needs of ICCA;
 - (b) submit an annual budget as provided in Section V;
 - (c) establish guidelines for the management and investment of funds of ICCA; and
 - (d) advise the Treasurer concerning financial matters.
- (4) The Governance Committee shall:
 - (a) oversee the implementation of ICCA's Constitution and Bylaws; and
 - (b) initiate and oversee the implementation of future amendments to ICCA's Constitution and Bylaws.
- (5) The Judiciary Committee shall:
 - (a) initiate and implement projects relating to the judicial function in national courts, including the New York Convention; and
 - (b) initiate and oversee the production of publications intended for judges, in consultation with the Publications Committee and the ICCA Bureau.
- (6) The Nomination and Membership Committee shall:
 - (a) recommend the admission or removal of general members; and
 - (b) recommend the election or removal of Governing Board members and Officers.
- (7) The Publications Committee shall:
 - (a) assist the General Editor of the ICCA Publications in the execution of the functions described in Article 16; and
 - (b) oversee the maintenance and content of the ICCA website, in consultation with the ICCA Bureau.
- (8) The Users Committee shall:
 - (a) consider the perspectives and needs of the users of arbitration and other forms of international dispute resolution, including those of corporate counsel;
 - (b) initiate and implement studies or projects relating to ethics and best practices in international arbitration; and
 - (c) propose candidates to the Governing Board to receive an occasional ICCA Award for Lifelong Contribution to International Arbitration, and recommend to the Governing Board such other awards as the Committee deems appropriate.

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- (9) The Young ICCA Committee shall:
 - (a) liaise between the Governing Board and Young ICCA; and
 - (b) provide assistance to Young ICCA as required.
- (10) The ICCA Initiatives Committee shall:
 - (a) evaluate proposals made to the ICCA Governing Board or Executive Body regarding the establishment of new Special Committees and projects and make recommendations to the Executive Body regarding such Special Committees and projects;
 - (b) generate proposals regarding ICCA's future work for consideration by the Executive Body and Governing Board.

Article 15 ICCA Bureau

- (1) The ICCA Bureau keeps its books and records of account at the Peace Palace, The Hague, The Netherlands.
- (2) The ICCA Bureau operates within the framework of the Cooperation Agreement between ICCA and the Permanent Court of Arbitration.
- (3) The ICCA Bureau shall assist the Governing Board, the Executive Body, and the Standing and Special Committees.
- (4) The ICCA Bureau's assistance includes:
 - (a) production of ICCA publications;
 - (b) marketing initiatives;
 - (c) maintenance of the ICCA website;
 - (d) administration of the general membership; and
 - (e) coordination and assistance with ICCA projects.
- (5) The Executive Body shall appoint the Executive Director of the ICCA Bureau, after consultation with the Governing Board.
- (6) The Executive Director shall:
 - (a) direct the staff of the Bureau in the fulfillment of the functions mentioned in paragraph (4);
 - (b) report to and advise the President;
 - (c) act as Secretary to the Executive Body and the Governing Board, including recording and distributing to the members of the Governing Board minutes of all meetings of the Board; and
 - (d) have general charge of the books and documents of ICCA.
- (7) The Executive Director may participate in all ICCA meetings, including Governing Board and Executive Body meetings.

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(8) If the Executive Director is absent or unable to act, the functions of the Executive Director shall be performed by a person designated by the Executive Body.

Article 16 General Editor of ICCA Publications

- (1) ICCA publishes the *Yearbook Commercial Arbitration*, *The International Handbook on Commercial Arbitration*, *ICCA Congress Series*, and *ICCA's Guide to the Interpretation of the 1958 New York Convention*, available in hard copy and on-line and such other publications as the Publications Committee may determine from time to time (the "ICCA Publications").
- (2) The Governing Board appoints a General Editor for the ICCA Publications for such period of time as it may from time to time determine.
- (3) The General Editor shall be an ICCA member but need not be a Governing Board member.
- (4) The General Editor shall be the chairperson of the Publications Committee.
- (5) The General Editor shall:
 - (a) ensure the collection and editing of materials for the ICCA Publications;
 - (b) supervise the production of the ICCA Publications at the ICCA Bureau; and
 - (c) participate on behalf of ICCA in matters concerning publishing contracts.
- (6) The Governing Board may additionally appoint a different person as General Editor of an ICCA publication for the purposes of paragraph (5)(a).

Section IV

Meetings

Notice, Quorum and Voting

Article 17 Calling, Venue and Notice of Meetings of the Governing Board

- (1) The President shall call meetings of the Governing Board.
- (2) The President shall call at least one Governing Board meeting annually.
- (3) A Governing Board meeting may also be called upon the written request of at least five Governing Board members to the Executive Director.
- (4) The Executive Body shall determine the venue of meetings of the Governing Board, taking into account, to the extent possible, a rotation of venues in recognition of the global nature of ICCA.
- (5) The Executive Director shall transmit a written notice of the time, venue and general purpose of the meeting to the Governing Board members at least 30 days before the date of the meeting.

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Article 18 Attendance at Meetings of the Governing Board

- (1) Meetings of the Governing Board require attendance of a majority of all Governing Board members.
- (2) Attendance within the meaning of this Article shall include attendance in person, or by telephone, video conference or other electronic means.

Article 19 Voting at Meetings of the Governing Board

- (1) The vote of a majority of all Governing Board members shall be required to adopt any decision, except for the matters mentioned in paragraph (2).
- (2) The vote of at least two-thirds of all Governing Board members shall be required:
 - (a) to elect or remove Governing Board members and Officers;
 - (b) to amend the Constitution, as provided in Article 9(2) of the Constitution; and
 - (c) to remove any ICCA member, as provided by Article 8(2) of the Bylaws.
- (3) If a two-thirds vote is not achieved for the election of an Officer as referred to in paragraph (2)(a), a second round of voting will take place between the two candidates having obtained the most votes in the first round. The candidate who obtains most of the votes in the second round shall be elected as Officer.
- (4) Governing Board members may delegate their voting rights under this Article by proxy in writing to other members of the Governing Board. Proxies shall be transmitted to the Executive Director in advance of the meeting.

Article 20 Voting by Correspondence

- (1) The Executive Body may submit any matter to the Governing Board members for voting by correspondence, subject to the following conditions:
 - (a) the notice shall be in writing and contain a clear description of the matter in respect of which the Executive Body requests a vote and shall include the period of time for casting the vote;
 - (b) the time limit for casting the vote shall be at least 15 days from the date of dispatch of the notice; and
 - (c) at least two-thirds of all Governing Board members vote within the period of time stated in the notice.
- (2) If a majority of all Governing Board members object to a matter being considered by correspondence, that matter shall be considered at an in-person meeting of Governing Board members. Any such objection shall be received within 10 days of the date of dispatch of the notice.
- (3) The provisions of Article 19 shall apply to voting by correspondence under this Article *mutatis mutandis*.

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Article 21 Urgent Cases

- (1) The President may determine a period for calling the meeting in urgent cases that is shorter than the period mentioned in Article 17(5). In such a case, the quorum required for the meeting as referred to in Article 18(1) shall be at least two-thirds of all Governing Board members.
- (2) The President may determine a period for voting by correspondence in urgent cases that is shorter than the minimum period referred to in Article 20(1)(b). In such a case, the participation of the Governing Board members as referred to in Article 20(1)(c) shall be at least 90 percent of all Governing Board members.

Article 22 Further Rules regarding Voting

- (1) Governing Board members who abstain from voting at meetings or by correspondence, or who fail to respond to an invitation to vote by correspondence within the applicable period of time, shall be deemed not to have participated in the voting process for the purposes of calculating a majority or two-thirds majority.
- (2) For avoidance of doubt, the reference to “all Governing Board members” in Article 9(2) and Article 9(3) of the Constitution, and Article 18(1), Article 19(1), Article 19(2), Article 20(1)(c), Article 20(2), Article 20(3), Article 21(1), and Article 21(2) of the Bylaws means Governing Board members except those referred to in Article 22(1) above.
- (3) In the event of a tie in the case of majority voting, the President shall have the deciding vote.
- (4) The Executive Director shall be in charge of the voting process and tally the votes, save where the voting concerns matters directly affecting his or her position.
- (5) All votes by correspondence shall be addressed to the Executive Director.
- (6) Where the provisions of these Bylaws permit notice to be given or votes to be cast by correspondence, such notice or vote may be by email, telefax or other electronic means.
- (7) Voting shall take place by a show of hands, unless the Executive Body or at least 5 Governing Board members request a vote by ballot or that the voting take place by correspondence.
- (8) Voting by ballot or by correspondence shall be secret.

Article 23 Meetings and Voting at the Executive Body

- (1) The Executive Body meets as and when required, upon invitation of the President. At least 3 Officers must attend such meetings, in person, or by telephone, video conference or other electronic means.
- (2) In all cases within the competence of the Executive Body, voting shall be by simple majority of all members of the Executive Body. Matters on which the members of the Executive Body are unable to decide shall be referred to the Governing Board. The Executive Body has discretion to refer any other matter to the Governing Board.

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Section V

Budget and Financial Matters

Article 24 Budget

- (1) The financial year of ICCA shall correspond to the calendar year.
- (2) The Finance Committee shall submit an annual budget to the Governing Board for approval, at least two months prior to the beginning of the financial year. The budget shall be based on proposals submitted by the Executive Body with the assistance of the Executive Director, and with recommendations from such other committees as may be appropriate.
- (3) If a significant variation in the budget develops, or appears likely to develop, the Executive Director shall promptly inform the President, the Treasurer, the chair of the Audit Committee, and the chair of the Finance Committee, who shall promptly take appropriate remedial action.

Article 25 Financial Matters

- (1) The Treasurer shall manage and invest the funds of ICCA pursuant to guidelines to be prepared by the Finance Committee.
- (2) The Treasurer shall maintain the funds of ICCA in appropriate accounts in such institutions and under such terms and conditions as he or she shall determine.
- (3) The Executive Director or the Treasurer shall authorize all disbursements, except that any disbursement, other than for payroll, greater than €3,000 shall be approved by both the Executive Director and either the Treasurer or the chair of the Finance Committee. Such approvals may be given via email or other method leaving a written or electronic record of the approval.

Article 26 Review of Accounts

The Executive Body shall provide for an annual review of accounts of the financial transactions of ICCA. The Audit Committee, after consultation with the Executive Director, the Treasurer, and the chair of the Finance Committee, shall make recommendations concerning selection of an accountant.

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Section VI ICCA Foundation Inc.

Article 27 Object

- (1) ICCA Foundation Inc., a Not-for-Profit entity incorporated under the laws of the State of New York, United States of America with its books and records of account kept at the Peace Palace in The Hague, is an affiliated entity within the meaning of Article 4(4) of the Constitution.
- (2) ICCA Foundation Inc. is a Not-for-Profit entity that carries out ICCA's interests regarding, *inter alia*:
 - (a) financial matters;¹
 - (b) funding of activities of standing and special committees and special ICCA projects;²
 - (c) contracting with the Permanent Court of Arbitration;³
 - (d) contracting with publishers of the ICCA Publications;⁴
 - (e) contracting with host organizations of ICCA's Congresses;⁵ and
 - (f) intellectual property rights in the ICCA Publications.⁶
- (3) Where these Bylaws mention ICCA in relation to the subject matters mentioned in paragraph (2), they are deemed to refer also to ICCA Foundation Inc.⁷

Article 28 The ICCA Foundation Inc. Board

- (1) The Board of ICCA Foundation Inc. shall consist of a minimum of four and a maximum of eight directors drawn from ICCA's Officers, the General Editor, and such other ICCA member or members as the Governing Board may designate, but always including ICCA's President, Vice-Presidents and Treasurer.
- (2) One of the Vice-Presidents shall be the Secretary of ICCA Foundation Inc.⁸

Article 29 Acting in ICCA's Interest

The Board of ICCA Foundation Inc. shall act in the best interest of ICCA.

1. See, in particular, Article 12(4)(b); Article 12(4)(c); Article 14(1)(a); Article 14(3)(a); Article 14(3)(c); Article 24(1); Article 24(2); Article 24(3); Article 25(1); Article 25(2); Article 26.
2. See, in particular, Article 13; Article 14.
3. See, in particular, Article 15(2); Article 16(5)(d).
4. See, in particular, Article 16(5)(c).
5. See, in particular, Article 14(2); Article 16(2).
6. See, in particular, Article 1(b); Article 4(2)(b); Article 15(4)(a); Article 16.
7. See references in the preceding footnotes.
8. The Executive Director shall perform the tasks outlined in Articles 15(6)(c) and Article 15(6)(d) in consultation with the Secretary to ICCA Foundation Inc.

ICCA BYLAWS

Section VII Final Provisions

Article 30 Amendments

- (1) The Bylaws may be amended at the initiative of the Governing Board.
- (2) The Bylaws may be amended by vote of the Governing Board in accordance with Article 19 or Article 20.

Article 31 Effective Date

The Bylaws shall enter into force on 1 January 2014.

Article 32 Transitional Provision

Transitional matters are governed by the provisions in Annex A to the Constitution.

ICCA BYLAWS