

# Swiss Arbitration Association

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## ARTICLES OF ASSOCIATION OF THE SWISS ARBITRATION ASSOCIATION (ASA)

### Name, seat and purpose

#### Article 1

1. An association exists under the name Swiss Arbitration Association (Association Suisse de l'Arbitrage; Schweizerische Vereinigung für Schiedsgerichtsbarkeit; Associazione Svizzera per l'Arbitrato, ASA). The Association is governed by the present Articles of Association and by Articles 60 *et seq.* of the Swiss Civil Code.
2. The seat of the Association is in Geneva, Switzerland.

#### Article 2

The purpose of the Association is to promote the development of arbitration, in Switzerland and abroad.

### Members

#### Article 3

1. Individuals and legal entities with an interest in arbitration may become members of the Association.
2. The General Meeting may appoint honorary members; they enjoy the same rights as the other members but they are exempted from any financial contribution.

#### Article 4

1. Applications for membership are filed in writing with the Executive Committee, which decides on the application. The decision is notified to the applicant without reasons being given.
2. The Executive Committee regularly reports to the Board on its decisions concerning membership. Upon request of the applicant or on its own motion, the Board may reverse the membership decisions of the Executive Committee.
3. The Board may exclude any member who, in its view, has acted contrary to the purpose of the Association or whose conduct causes harm to it. Any excluded member may appeal to the General Meeting within 30 days from the notification of the exclusion. The General Meeting decides without giving reasons and with no further appeal.

# Swiss Arbitration Association

4. A member who is in arrears with more than one annual membership fee, despite a reminder to the last known address, shall lose membership at the expiration of the period stated in the reminder.
5. Any member who resigns or otherwise loses his or her membership must settle all outstanding fees including for the current calendar year.

## Organisation

### **Article 5**

1. The Association has the following organs/bodies:
  - A) the General Meeting
  - B) the Board
  - C) the Executive Committee
  - D) the President
  - E) the Executive Director
  - F) the Auditors.

### A. General Meeting

### **Article 6**

1. The General Meeting is the supreme authority of the Association.
2. It is ordinarily convened by the Executive Committee once a year to deal with business in accordance with these articles. Further meetings may be convened by the Executive Committee when needed. The Executive Committee must convene the General Meeting upon request of the Board or upon receipt of a written request by at least one hundred members or one-fifth of the membership indicating the subject to be dealt with. When convening a General Meeting, the Executive Committee indicates the agenda. The invitation including the agenda shall be sent in writing at least three weeks in advance of the General Meeting.
3. Votes may be cast by correspondence, including means of electronic communication, when not in person. The Executive Committee settles the modalities on a case-by-case basis; the members are informed about these modalities with the invitation to vote.

### **Article 7**

1. The General Meeting shall have the following irrevocable responsibilities:
  - setting or amending the Articles of Association;
  - electing the members of the Board and designating among them the President of the Association;
  - appointing the Auditors
  - approving the report of the President on the activities and the accounts of the Association during the past year;

# Swiss Arbitration Association

- releasing from responsibility the Board, the Executive Committee and the Executive Director;
  - determining membership fees;
  - approving the Auditors' report;
  - deciding on appeals on the exclusion of members;
  - giving directions on the policy of the Association.
2. The General Meeting shall have all other responsibilities not otherwise allocated to another body of the Association.

## Article 8

1. Each member is entitled to one vote.
2. The General Meeting makes decisions by simple majority of the votes cast, including when voting by correspondence. Any amendment to the Articles of Association, as well as the decision to dissolve the Association, requires a majority of two-third of the votes cast.
3. All votes take place by a show of hands, unless the Executive Committee or at least 15 members request a secret ballot or the votes take place by correspondence.

## B. The Board

## Article 9

1. The General Assembly elects the Board, which consists of a maximum of 25 members, including the President and any Vice-President(s).
2. Members of the Board are elected for a three-year term and may not hold office for more than 12 years (whether consecutively or cumulatively), unless their re-election is recommended by the Executive Committee or they are elected as President or Vice-President.
3. The Board has the following responsibilities:
  - defining the long-term objectives of the Association and the general strategy for achieving them;
  - providing guidance on issues of concern to the Association;
  - deciding on membership applications upon review and deciding on the exclusion of members;
  - appointing the Executive Committee.
4. The Board meets at least twice a year, preferably in conjunction with a conference of the Association. It is convened by the President, or in case of an impediment, a Vice-President.
5. The Board makes decisions by simple majority of the members present; in the event of a tie vote, the vote of the President prevails. If so, decided by the Executive Committee, the Board may make its decisions by correspondence, as well as through deliberations held by phone or by electronic means.

# Swiss Arbitration Association

6. The Board may form specialized committees from among Board members and ASA members at large. Specialized committees report to the Executive Committee.

## C. The Executive Committee

### Article 10

1. The Board appoints an Executive Committee composed of not more than nine persons, selected among the members of the Board, including the President and the Vice-Presidents who are part of the Executive Committee as of right.
2. Members of the Executive Committee are appointed for a three-year term.
3. The Executive Committee has the following responsibilities:
  - conducting the Association's ordinary business to the extent that it has not been delegated to the Executive Director;
  - preparing the meetings of the Board and the General Assembly;
  - deciding who, beside the President, is authorised to sign on behalf of the Association;
  - determining the fees for services provided by the Association and its bodies;
  - deciding on membership applications.
4. The Executive Committee meets as and when required, upon invitation of the President or a Vice-President. It is chaired by the President or, in case of an impediment, by a Vice-President.
5. The Executive Committee may appoint individuals, task forces and other groups, permanent or temporary, to which it may delegate some of its functions. These individuals or groups need not be members of the Executive Committee or the Board.
6. The Executive Director attends the Executive Committee meetings.

## D. The President

### Article 11

1. The General Meeting elects the President among the members of the Board upon a proposal by a selection committee ("*Findungskommission*") composed of the outgoing President, one of the Honorary Presidents and one or more other members named by the Board. The Board elects the Vice-President(s) from amongst its members.
2. The President and the Vice-Presidents are elected for a three-year term with one possible renewal.
3. The President leads and oversees the work of the Executive Committee, the Executive Director and, more generally, the activities of the Association.
4. Where the Association is invited to appoint an arbitrator, determine the place of arbitration or perform any other similar services in support of an arbitration these

# Swiss Arbitration Association

shall be performed by the President or, in case of conflict, by the most senior available Vice-President.

## E. The Executive Director

### Article 12

1. The Board may appoint an Executive Director.
2. The Executive Director has the following responsibilities:
  - Making recommendations to the President and the Executive Committee on the promotion and coordination of the activities of the Association,
  - implementing the policy and instructions decided by the President and the Executive Committee,
  - reporting regularly to the President and the Executive Committee;
  - preparing the budgets and the accounts of the Association;
  - preparing the General Meeting and the meetings of the Executive Committee and the Board;
  - establishing the minutes of these meetings; and
  - representing the Association according to the directions of the President.
3. The contract between the Executive Director and the Association is concluded by the Executive Committee.

## F. Auditors

### Article 13

1. The General Meeting elects the Auditors.
2. The Auditors are appointed for a three-year term.
3. The Auditors have the following responsibilities:
  - reviewing the accounts of the Association;
  - preparing a report for the General Meeting.

## Local and other ASA groups

### Article 14

1. Members may constitute local or regional groups, in particular in the centres of arbitration of Basel, Bern, Geneva, Lausanne, Lugano and Zurich, which may use the name of ASA.
2. The group of younger persons formed under the name of ASA below 40 and supporting the purpose of the Association may use the name of ASA without requiring its members to be members of ASA.
3. The formation of any groups, using the name of the Association, is subject to the approval by the Executive Committee.

# Swiss Arbitration Association

4. The person(s) in charge of any of these groups shall inform the Executive Committee periodically about their past and planned activities. They may be invited to attend meetings of the Executive Committee and the Board.

## Finance

### Article 15

1. The revenues of the Association are:
  - the membership fees,
  - income from publications and events,
  - income from the provision of services or other activities of the Association as approved by the Board.
  - donations and sponsorship income provided they are compatible with the purpose and policy of the Association;
  - income on capital and assets.
2. The members of the Association are required to pay an annual membership fee. The General Assembly may determine the amount of the fee or waive it depending on the category of members.
3. The commitments of the Association are secured solely by the assets of the Association. The members do not incur any personal liability.
4. The members of the Board, including the President and the Vice-Presidents, and of the Executive Committee, perform their duties on a voluntary basis. Upon resolution of the Board, its members and those of the Executive Committee may be indemnified for their travelling expenses and other costs on an exceptional basis.
5. Should the Association be wound up or dissolved for any reason, any asset that should remain available after payment of all its debts will be devolved to an association having similar purposes.

## Transitory Provisions

### Article 16

1. These Articles of Association, drafted in English only, are in effect as from 4 April 2013. They replace all previous versions.
2. At the first Ordinary General Meeting following adoption of these Articles of Association, a new Board shall be elected (the "Incoming Board").
3. The members of the Board ("*Comité*") elected under the previous Articles of Association ("*Statuts*") remain in office until 31 December 2013, with the functions and powers of the Board as enumerated in Articles 9 and 10 of these Articles of Association. The period from the end of the 2013 Ordinary General Meeting through 31 December 2013 is the "Transition".
4. The Incoming Board elects the Executive Committee during the Transition.

# Swiss Arbitration Association

5. On 1 January 2014, the Incoming Board takes office as the Board, and the Executive Committee takes office.
6. For purposes of Article 9.2, years of service under the Statuts are not taken into account for computing the 12-year maximum term, except where a candidate for the Incoming Board declares otherwise.

Valid as of 4 December 2013, revised on 17 September 2021.