

ASA ORGANISATIONAL RULES

Approved by ASA Board on 2 February 2023

1. PREAMBLE - SCOPE AND PURPOSE OF THE RULES

- 1 The present Organisational Rules (the “**Rules**”) are issued by the Board of the Swiss Arbitration Association (“**ASA**”).
- 2 These Rules set out the principles for the governance of ASA on matters not specifically addressed in the ASA Articles of Associations (the “**Articles**”). They outline in particular the tasks, competences, powers, election process as well as the rights and duties of the officers and members of the ASA bodies.
- 3 Capitalized terms used but not defined herein shall have the meaning assigned to such terms in the Articles.

2. ASA ORGANISATION

- 4 The ASA bodies, officers and groups are the following:
 - a) General Meeting;
 - b) The Board, which is composed of
 - The Executive Committee (“**ExCo**”), which is composed of
 - The President,
 - Vice President(s) (“**VP(s)**”),
 - Members of the ExCo,
 - Specialized committees (“**Board Committees**”);
 - The members of the Board;
 - c) The Honorary Presidents and VPs;
 - d) The Executive Director;

- e) The ASA Local Groups;
- f) The ASA Foreign Chapters;
- g) ASA below 40 (“ASAb40”);
- h) Other ASA Groups;
- i) The Swiss Arbitration Marketing Committee; and
- j) Ad hoc commissions, including the Findungskommission.

3. PRESIDENT AND VICE PRESIDENT(S)

3.1 President

- 5 The President is elected by the General Meeting among the Board members upon a proposal by the *Findungskommission* (Art. 11.1 of the Articles).
- 6 The President is elected for a three-year term with one possible renewal (Art. 11.2 of the Articles).
- 7 The President leads and oversees the work of the ExCo, the Executive Director and, more generally, the activities of ASA pursuant to Art. 11.3 of the Articles.
- 8 In case the President is unavailable or is, becomes or may be perceived as having a conflict of interest with regard to a particular task or project of which the President or ExCo is seized, the President shall be replaced by a VP, pursuant to para. 13 below.
- 9 Where ASA is invited to appoint an arbitrator, determine the place of an arbitration or perform any other similar services in support of an arbitration these shall be performed by the President or, in case of conflict, by the most senior available VP (Art. 11.4 of the Articles).
- 10 In case the President resigns or otherwise becomes unable to serve until the end of her/his term the replacement President shall be elected for the remaining part of the three-year term in accordance with para. 5 above. Such remainder of a term shall not count as a term for purposes of para. 6 above.

3.2 Vice President(s)

- 11 The Board elects the VP(s) from amongst its members (Art. 10.1 of the Articles). The VPs are elected for a three-year term with one possible renewal (Art. 11.2 of the Articles).
- 12 The VPs' role generally is to replace the President when the latter is unavailable or is, becomes or may be perceived as having a conflict of interest with regard to a particular task or project of which the President or ExCo is seized.
- 13 In case a VP resigns or otherwise becomes unable to serve until the end of her/his term the replacement VP is selected among and by the remaining ExCo members, excluding from any decision those ExCo members who express an interest to serve as VP (and are therefore conflicted). The selected candidate is then proposed to the Board for election. Should the remaining ExCo members be unable to reach an agreement on one candidate or the Board disagree with the candidate proposed, the Board elects the VP through a confidential circular vote of all its members. A term remainder (less than three years) shall not count as a term for purposes of para. 12 above.

4. BOARD

4.1 Composition and election

- 14 The General Meeting elects the Board, which consists of a maximum of 30 members, including the President and any VP(s) (Art. 9.1 of the Articles).
- 15 In order to ensure a general coherence of the Board, all its members are in principle elected on the occasion of the same General Meeting, for a three-year term (Art. 9.2 of the Articles).
- 16 Members of the Board may not hold office for more than 12 years (whether consecutively or cumulatively), unless their re-election is recommended by the ExCo or they are elected as President or VP (Art. 9.2 of the Articles).
- 17 Candidates to serve on the Board should (i) have sufficient standing in the arbitration community in Switzerland or in their jurisdiction or internationally, (ii) be able and willing to serve as Board members, and (iii) undertake to commit the necessary time to the activities of ASA, which commitment typically includes:
 - a) Attendance at least at every other ASA Board meeting;
 - b) Attendance at one ASA conference per year;

- c) Participation in one project per term, if asked to contribute; and
 - d) Participation (as discussion leader or normal participant) at one ASA Arbitration Practice Seminar per term.
- 18 The election process of the Board is the following:
- a) Selection of the *Findungskommission* by the Board, upon recommendation of the ExCo, as per Section 11.1 below;
 - b) Call for interest to serve as member of the Board to the ASA members and the community at large, such call including a call for interest to serve on the ExCo and as VP; the result of such calls shall be addressed to the President and to the Executive Director and forwarded by them to the *Findungskommission*;
 - c) Proposal of candidates considered suitable by the *Findungskommission*, not necessarily limited to those who have expressed an interest to serve;
 - d) Collection of comments from the current Board members on the *Findungskommission's* proposed candidates and finalization of the proposed candidates to be submitted to the General Meeting;
 - e) Election by the General Meeting.

4.2 Tasks and powers

- 19 The Board acts as a “sounding board” rather than in any executive capacity.
- 20 In consideration thereof, the Board has the following responsibilities (Art. 9.3 of the Articles):
- a) Defining the long-term objectives of ASA and the general strategy for achieving them;
 - b) Providing guidance on issues of concern to ASA;
 - c) Deciding on membership applications upon review and deciding on the exclusion of members;
 - d) Appointing the ExCo and the Board Committees.
- 21 The Board may suggest to the General Meeting candidates for appointments as Honorary Presidents and/or Honorary VPs in recognition of service to ASA upon the respective departure of a President or VP from office.

4.3 Mode of operation

- 22 The Board meets at least twice a year, preferably in person and in conjunction with an ASA conference. It is convened by the President, or in case of an impediment, a VP (Art. 9.4 of the Articles). The ExCo may decide to hold the Board meeting online by videoconference or in a hybrid manner.
- 23 As foreseen in Art. 9.5 of the Articles, 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 no member objects, the Board may make its decisions by correspondence, as well as through deliberations held by telephone or by electronic means. Any member may require that the vote be held confidentially (Art. 9.5 of the Articles).

5. EXECUTIVE COMMITTEE

5.1 Composition and election

- 24 The Board appoints an ExCo composed of not more than nine persons, selected among the members of the Board, including the President and the VPs who are part of the ExCo as of right (Art. 10.1 of the Articles).
- 25 Members of the ExCo are appointed for a three-year term (Art. 10.2 of the Articles).
- 26 The election process of the ExCo is the following:
 - a) Call for interest to serve as ExCo member and as VP as provided at para. 19.b);
 - b) Joint selection for recommendation to the Board of the members of the ExCo, including the one(s) who might act as VP(s), by (i) the *Findungskommission* and (ii) the candidate foreseen by the *Findungskommission* to act as President, subject to their election by the Board;
 - c) Election by the Board immediately following the election of the President and the new Board.
- 27 In case an ExCo member resigns or otherwise becomes unable to serve until the end of her/his term the election process of the replacement ExCo member shall be as follows:
 - a) Call for interest to serve on the ExCo sent to the Board members;
 - b) Selection and recommendation to the Board made by the remaining ExCo members among the pool of candidates; and

- c) Election by the Board of the candidate deemed appropriate among those who express an interest to serve, through a confidential circular vote of all its members.

5.2 Tasks and powers

- 28 The task of the ExCo is to closely support the President. The activities of the ExCo are led and overseen by the President.
- 29 The ExCo has the following responsibilities (Art. 10.3 of the Articles):
 - a) Conducting ASA's ordinary business to the extent that it has not been delegated to the Executive Director;
 - b) Preparing the meetings of the Board and the General Meeting;
 - c) Deciding who, beside the President, is authorised to sign on behalf of ASA;
 - d) Determining the fees for services provided by ASA and its bodies;
 - e) Deciding on membership applications.
- 30 At the start of its term, the ExCo assigns specific responsibilities to its members on which the ExCo will report to the Board, including, but not necessarily limited to:
 - a) Oversight of the activities of the Board Committees;
 - b) Oversight and coordination of the activities of the ASA groups (Local Groups, Foreign Chapters, ASAb40, etc.);
 - c) Oversight and coordination of the activities of the Swiss Arbitration Marketing Committee;
 - d) Liaison with other arbitration institutions and associations;
 - e) Liaison with academic institutions and the legislator;
 - f) Oversight of finance (in coordination with the Executive Director);
 - g) Swiss Arbitration/ASA website and social media;
 - h) ASA Bulletin and Special Series;
 - i) ASA Arbitration Practice Seminar.
- 31 The ExCo is responsible for the final validation of the programme of each ASA conference.

- 32 The ExCo is responsible for the allocation of other specific recurring projects among its members or to other Board members (such as the selection committee for the ASA Advocacy Prize, the representation of ASA at UNCITRAL Working Groups, particular regional initiatives, in-house counsel specific projects, etc.).
- 33 Whenever the ExCo is seized of, or becomes involved in, a project in respect of which it is apparent that an ExCo member has, or may be perceived as having, a conflict of interests, that ExCo member shall abstain from any involvement in the discussions, decisions and recommendations relating to such project or its implementation.

5.3 Mode of operation

- 34 The ExCo meets as and when required, upon invitation of the President or a VP. It is chaired by the President or, in case of impediment, by a VP (Art. 10.4 of the Articles).
- 35 In accordance with Art. 10.5 of the Articles, the ExCo 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 ExCo or of the Board (Art. 10.5 of the Articles).
- 36 In accordance with Art. 10.6 of the Articles, the Executive Director attends all ExCo meetings unless such meetings concern a matter in respect of which the Executive Director has a conflict (Art. 10.6 of the Articles).
- 37 ExCo decisions are adopted by simple majority of the members present with the President holding a casting vote.

6. BOARD COMMITTEES

- 38 The Board may appoint specialized committees. Currently, the following Board Committees are constituted:
 - Education and Training Committee;
 - User Committee; and
 - Infrastructure Committee.
- 39 The Board Committees report to the ExCo.

7. EXECUTIVE DIRECTOR

- 40 The Board may appoint an Executive Director.
- 41 The Executive Director has the following responsibilities:
- a) Making recommendations to the President and the ExCo on the promotion and coordination of the activities of ASA;
 - b) Implementing the policy and instructions decided by the President and the ExCo;
 - c) Reporting regularly to the President and the ExCo;
 - d) Preparing the budgets and the accounts of ASA;
 - e) Preparing the General Meeting and the meetings of the ExCo and the Board;
 - f) Establishing the minutes of these meetings;
 - g) Representing ASA in accordance with the directions of the President; and
 - h) Supervising the use of the Swiss Arbitration brand and logo by other Swiss Arbitration organisations, including any content linked by other Swiss Arbitration organisations to the Swiss Arbitration website.
- 42 The contract between the Executive Director and ASA is concluded by the ExCo.

8. SIGNATORY POWER

- 43 The President and a VP, together with the Executive Director or any member of the ExCo, shall have joint signatory power by two.
- 44 The President and a VP, as the case may be, have sole signatory power in the execution of the President's responsibilities (Article 11.4 of the Articles) and to the extent so authorized by the ExCo in a specific case (such as representing ASA vis-à-vis another arbitration-related organisation).

9. ASA GROUPS

- 45 The formation of any group, committee or the like using the "ASA" name, including local groups, foreign chapters, ASAb40, etc. ("**ASA Groups**") is subject to the previous approval by the ExCo.

- 46 The activities of all ASA Groups are under the oversight and coordination of the ExCo. The chairs in charge of the ASA Groups shall inform the ExCo periodically about their past and planned activities. They may be invited to attend meetings of the ExCo and the Board.
- 47 In accordance with the ASA Group Nomination Policy, outgoing chairs of the ASA Groups should, prior to contacting and/or nominating potential candidates as their successors, first provide the ExCo with an opportunity to comment on and/or, as the case may be, raise questions about a proposed name or series of names before any name is communicated to third parties. Communication to the Board and others can happen once this consultation has occurred.
- 48 ASA Groups may be represented at Board meetings on invitation by the ExCo.

10. SWISS ARBITRATION MARKETING COMMITTEE

- 49 ASA and the Swiss Arbitration Centre Ltd. (the "**Centre**") intend to join marketing efforts under the Swiss Arbitration brand. The chair(s) and the members of the joint Swiss Arbitration Marketing Committee shall be jointly appointed by the ExCo and the Board of Directors of the Centre. In the absence of a joint appointment, the ExCo shall establish a separate ASA Marketing Committee in lieu of the Swiss Arbitration Marketing Committee.
- 50 The objective of the Swiss Arbitration Marketing Committee shall be to define and implement a marketing strategy for Swiss Arbitration in general and ASA in particular, on the basis of the general marketing strategy defined by the Board and the ExCo and in cooperation and coordination with the partners of Swiss Arbitration (currently the Centre, the Swiss Arbitration Academy and the Swiss Arbitration Hub).
- 51 Within ASA, the Swiss Arbitration Marketing Committee reports to the ExCo. Its chair(s) may be invited to participate at ExCo and/or Board meetings.

11. AD HOC COMMITTEES

11.1 *Findungskommission*

- 52 A selection committee referred to as "*Findungskommission*" is set up from time to time when foreseen in the Articles or in these Rules, or otherwise when deemed useful by the Board.

- 53 As a matter of principle, the *Findungskommission* is composed of the current President, at least one of the Honorary Presidents and at least three other Board members designated by the Board upon recommendation of the ExCo. Out of these other Board members, at least two must have well-recognized standing in the arbitration community in Switzerland and, preferably, one abroad.
- 54 Members of the *Findungskommission* who are candidates, or whose partners are under consideration for election, or who are for any other reason conflicted, shall recuse themselves from the discussions held by the *Findungskommission*.

11.2 Other *ad hoc* committees

- 55 Other *ad hoc* committees may be set up from time to time by the Board. The Board may delegate the constitution of an *ad hoc* committee to the ExCo. All *ad hoc* committees report to the ExCo and include a member of the ExCo, unless otherwise provided.

12. EFFECTIVE DATE AND AMENDMENT

- 56 These Rules have been approved by the Board on 2 February 2023 and become effective upon such date.
- 57 They can be amended at any time by the Board.