



Club Español  
e Iberoamericano  
del Arbitraje

**BYLAWS**  
**SPANISH AND IBERO AMERICAN**  
**ARBITRATION CLUB**

**2025**

## TITLE I CONSTITUTION AND PURPOSES

### **Article 1.-** DENOMINATION

Under the name of Spanish and Ibero-American Arbitration Club (hereinafter, the "**Association**" or the "**Club**"), a non-profit Association is created in accordance with the provisions of Organic Law 1/2002, of 22 March, regulating the Right of Association, and complementary regulations, with its own and unique legal personality and full legal capacity to act, which aims to encourage arbitration and promote its use in Latin America.

### **Article 2.-** SCOPE OF ACTION

The scope of the Association will extend mainly to Spain and Latin America, without prejudice to the activities that it may promote or develop in other countries without any restriction, especially through the International Chapters, and the possibility it has of becoming associated a others with similar purposes at the international level.

### **Article 3.-** REGISTERED OFFICE AND ADDRESS

The registered office of the Association are located in Madrid, Calle José Ortega y Gasset 2224.  
The transfer of domicile must be agreed by the general assembly.

### **Article 4.-** DURATION

The Association is constituted for an indefinite period.

### **Article 5.-** OBJECT AND PURPOSES OF THE ASSOCIATION

1. The purpose of the Association is to promote the use of arbitration as a method of dispute resolution, to promote Spain as an international arbitration centre, as well as to develop arbitration in the Ibero-American area.
2. Its immediate purposes shall be:
  - a. To publicise arbitration and promote its use in Spain and the rest of Latin America, facilitating mutual understanding between the parties in any arbitration process.
  - b. Promote the advantages of arbitration as a method for the resolution of disputes.
  - c. To establish a set of good guiding practices for the conduct of arbitration in Ibero-America.
  - d. To familiarize legal operators with the practice of arbitration in Spain and in the rest of Latin America.
  - e. To make, where appropriate, proposals for improvement to the legislator for the regulation of arbitration.
  - f. To encourage and promote the advantages of Spain as an international centre for the practice of arbitration.
  - g. Those others agreed upon by the general assembly.

3. In order to fulfil the purposes indicated, the Association shall undertake, but is not limited to, the following activities:
  - a. To organise colloquiums, congresses, conferences and equivalent activities, both nationally and internationally, related to arbitration.
  - b. To encourage the publication of articles in specialized journals and to create their own dissemination organs.
  - c. To organize cultural and social events related to the world of arbitration.
  - d. To encourage the creation of foundations or funds whose purpose is to disseminate and promote the practice of arbitration in Ibero-America.
  - e. To promote the holding of international meetings, especially aimed at the Ibero-American community and the Mediterranean area, related to the practice of arbitration.
  - f. To establish collaborative relations with equivalent associations in the international arena.
  - g. Any other that the general assembly decides.
4. In no case shall the Association become or exercise the functions of an arbitration court. It will collaborate with all of them, unless duly motivated by the agreement of the general assembly, and will not compete with any of them.

## TITLE II TYPES OF MEMBERS, RIGHTS AND OBLIGATIONS

### **Article 6.-** REQUIREMENTS TO ACCESS THE STATUS OF ASSOCIATE

1. The Association shall include individuals with full capacity to act, who are invited by the Board of Directors to belong to this Association and who have extensive professional experience in the field of arbitration.
2. Likewise, natural persons interested in the purposes of the Association, who meet the requirement indicated in the previous section and who request it in writing, the Club's management committee resolving on the admissibility of these requests, may also be part of the Association.

### **Article 7.-** TYPES OF ASSOCIATES

1. The Association shall have the following types of members:
  - a. **Senior Members** of the Association, which are classified into the following groups:
    - (i) **Residents in Spain or Residents outside Spain who decide to pay the full fee:** they will pay 100% of the annual fee (and any other benefits that are set by the competent bodies), they will have full political rights y may benefit from all the services of the Association (they shall be called "**Full Members**").
    - (ii) **Residents outside Spain who decide to pay a reduced fee:** by their own voluntary choice, they will pay 50% of the annual fee (and any other benefits set by the competent bodies) and will be able to benefit from all the services of the Association except the

physical reception of the *Iurgium* Magazine or other materials that the Club publishes on paper (unless they separately bear the shipping costs), but will not have voting rights (they will be referred to as "**Ordinary Members**").

- b. **Members -40.** The "-40 Members" will be those associates who are 40 years of age or younger, who will be part of the "**-40 Club**". They are classified into the following groups:
    - (i) **Residents in Spain or Residents outside Spain who decide to pay the full fee:** They will have the same rights as Full Members and will enjoy a **50% reduction** in the annual fee (and any other benefits that are set by the competent bodies).
    - (ii) **Residents outside Spain who decide to pay a reduced fee:** By their own voluntary choice, they will enjoy a **75% reduction** of the annual fee (and any other benefits that are set by the competent bodies) and will be able to benefit from all the services of the Association except the physical reception of the *Iurgium* Magazine or other materials published by the Club on paper (unless they separately bear the costs of postage), but they will not have political rights.
    - (iii) **Student Members.** The "**Student Members**" will be those associates who are under 40 years of age, are part of the Club-40 and who are pursuing university studies of undergraduate, bachelor's, master's, postgraduate or equivalent. They will have the same rights as Ordinary Members and will enjoy a 75% reduction in the annual fee. Student Members may not be self-employed or employed by others at the time of their application for membership or renewal, except in the case of internships related to their studies. For this purpose, they must provide a certificate from the institution where they are studying.
  - c. **Honorary Members.** Those individuals who, in the opinion of the Board of Directors, deserve such distinction for their constant and significant support to the initiatives of the Association, may be appointed "**Honorary Members**" of the Association. The status of Honorary Member will be merely honorary and will not give rise to any right or obligation of its holder.
2. The references to "**Members**" made in the other articles of these Articles of Association shall include the categories of Senior Members and Members-40 stipulated in paragraphs 1.a. y 1.b. precedents, including honorary Presidents, not including honorary members expressly stated.
  3. The references to "**Full Members**" made in the other articles of these Articles of Association shall include the categories stipulated in paragraphs 1.a.(i) and 1.b.(i) above (Members resident in Spain or residents outside Spain who decide to pay the full fee, whether they are Senior Members or Members -40) and honorary Presidents.
  4. The references to "**Ordinary Members**" made in the remaining articles of these Bylaws shall include the categories stipulated in paragraphs 1.a.(ii), 1.b.(ii) and 1.b.(iii) above (Members residing outside Spain who decide to pay a reduced fee -both Senior Members and Members -40- and Student Members).

## **Article 8.-** ADMISSIONS AND WITHDRAWALS

1. Individuals who wish to become members of the Association must apply in writing to the Secretary General, or make their application through the website, expressing their desire to belong, as members, to the Association and indicating the specific category to which they wish to join (Full Members, Ordinary Members, Members -40 -indicating the level of reduction of the fee requested- or Student Members). The Secretary General will forward the request to the Club's management committee, which will decide without the possibility of any appeal against

their agreement. In the case of individuals who are invited by the Association to be part of it, they must send a letter of acceptance to the President, who will report to the Club's management committee.

2. Members shall be withdrawn for the following reasons:
  - a. Voluntary resignation, which will not exempt them from complying with the obligations they have pending with the Association nor will it give them the right to be reimbursed for the contributions they have made up to that moment.
  - b. Failure to comply with the agreements of the governing bodies or their obligations and, in particular (without limitation), the economic obligations, if they fail to pay a periodic fee.
  - c. For serious misconduct in the opinion of the Board of Directors, in accordance with the provisions of Articles 10 and 11 of these Bylaws, corresponding to the disciplinary regime and in accordance with the internal regulations that, where appropriate, the Association approves.

#### **Article 9.-** RIGHTS OF MEMBERS

2. All members shall have the following rights:
  - a. To participate in the activities promoted by the Association in the fulfilment of its purposes and, in particular, in the social events that it organises for all members.
  - b. To enjoy the advantages and benefits that the Association may obtain.
  - c. To attend and participate in the congresses, meetings and reunions promoted by the Association.
  - d. To be informed of the balance sheet and of the expenses and income of the Association every year.
  - e. To be informed about the composition of the governing and representative bodies of the Association and the development of its activities.
  - f. To possess a copy of these Bylaws and to be aware of the agreements adopted by the governing bodies.
3. In addition, Members shall have the following rights, **except** in the case of Ordinary Members:
  - a. Be voters and eligible for management positions.
  - b. To participate and cast their vote in the general assemblies.

#### **Article 10.-** OBLIGATIONS OF THE ASSOCIATES

All members shall have the following obligations:

- a. To abide by and comply with the Bylaws, as well as to observe the provisions, rules, decisions and agreements validly taken by the bodies of the Association, including without limitation the guidelines issued by its board of directors or commissions, such as those applicable to the organization and dissemination of the Club's activities, the relating

- to the renewal of steering committees of International Chapters and any others that are in force at any given time.
- b. To pay punctually the fees, spills or other contributions that are set by the competent bodies.
  - c. To attend the social events to which they are summoned and to collaborate at all times with the Association.
  - d. To contribute to the success of the Association and its aims, providing as much information as possible on matters related to its activities, as well as maintaining a public and professional profile appropriate to the objectives of the Club y that it is not likely to damage their reputation.
  - e. Not to use the Association's own activities for one's own benefit or with a lack of loyalty.
2. In addition, the Members shall have the obligation to diligently exercise those positions for which they have been elected and which they have accepted, without obtaining remuneration or reimbursement of the expenses incurred in such exercise unless expressly agreed otherwise by the board of directors.

#### **Article 11.- INFRINGEMENTS**

1. Any conduct by members that is detrimental to the Club's associative interests, such as serious or repeated non-compliance with the obligations stipulated in Article 10 and in particular (without limitation) the failure to pay the mandatory fee, the circumstance that their public or professional profile is not adequate to the objectives of the Club or is likely to damage its reputation and the use of the activities or resources of the Association for the exclusive benefit of individuals.
2. Sanctions may consist of mere written warnings or, in cases of repeated failure to comply with warnings or serious conduct against the associative interests of the Club, in the separation from the Association and the consequent loss of the status of member of the same.
3. In any case, the body called upon to exercise the sanctioning power will be the board of directors.

### **TITLE III GOVERNING BODIES AND FORM OF ADMINISTRATION**

#### **Article 12.- GOVERNING AND ADMINISTRATIVE BODIES**

The Association shall be governed and administered by the following bodies:

- a. The general assembly.
- b. The board of directors, within which there will be a management committee.

## Section I:

### The General Assembly

#### **Article 13.-** FUNCTIONS AND COMPOSITION

1. The General Assembly is the supreme governing body of the Association, it will be constituted by the Members and will adopt its resolutions by the majority principle in accordance with Article 18 of these Bylaws. Its agreements, adopted by statute, will be binding on all members. For the avoidance of doubt, it is expressly clarified that (i) Ordinary Members may express their opinions at the meetings of the general assembly, but shall not cast votes, and (ii) Honorary Members may be invited to attend the meetings of the assembly y in such a case they may express their opinions therein, but they shall not cast votes.
2. The general assembly shall be the competent body for the adoption of the following resolutions:
  - a. To approve, where appropriate, the management of the board of directors.
  - b. To examine and approve, where appropriate, the annual accounts of the Association and its budget.
  - c. To elect and remove the members of the board of directors, as well as to set their number, all in accordance with the provisions of these Bylaws.
  - d. To set the fees, ordinary or extraordinary, as well as the other complementary economic contributions that the members must pay.
  - e. Dissolve the Association.
  - f. To modify the Bylaws.
  - g. To approve the internal regulations that, where appropriate, are established, without prejudice to the capacity of the board of directors and its management committee to issue, under the same or, failing that, under these Bylaws, any provisions y relevant guidelines to govern associative life.
  - h. To dispose of or dispose of the Association's assets.
  - i. To resolve those matters that the board of directors agrees to submit to it.

#### **Article 14.-** MEETINGS

1. The meetings of the general assembly shall be ordinary and extraordinary.
2. The ordinary meeting of the general assembly shall be held once a year and, in any case, within six months of the date of the end of the financial year. The powers of the ordinary general assembly are:
  - a. The approval, where appropriate, of the management of the board of directors during the closed financial year.

- b. The approval, where appropriate, of the annual accounts for the closed financial year presented by the board of directors.
  - c. The approval, if applicable, of the budget for the following financial year prepared by the board of directors, which shall include the determination of the amount of the ordinary fees or other contributions to be paid by the members during the financial year in question.
  - d. To resolve those matters that the board of directors agrees to submit to it and are not expressly reserved to the competence of the extraordinary general assembly.
3. Extraordinary meetings of the general assembly shall be held whenever circumstances so warrant in the opinion of the chairman of the board of directors, when the board of directors agrees to do so in accordance with the provisions of these Articles of Association or when requested in writing by at least one tenth of the Members.
4. The following matters are reserved for the deliberation of the extraordinary general meeting:
- a. The modification of the Bylaws.
  - b. The dissolution of the Association.
  - c. The appointment and, where appropriate (in accordance with Article 22.3 of these Bylaws), the removal for non-compliance of the members of the board of directors.
  - d. Any matters submitted to it by the board of directors because, affecting the future or the proper functioning of the Association, they cannot be delayed until the next ordinary general assembly.

**Article 15.-** NOTICE OF MEETINGS

1. The Board of Directors shall convene the meetings of the General Assembly by means of written communications sent by e-mail (or similar system of similar reliability) addressed personally to each member at the e-mail address that he or she has previously communicated to the Association. The notices will indicate the place, day and time of the meeting, as well as the link to the electronic meeting that may be used to attend telematically and will contain the agenda with a specific expression of the matters to be discussed. The date and time of the meeting will be announced on the Association's website, indicating the Association's email address that can be used to request more information.
2. At least fifteen days shall elapse between the notice and the date set for the ordinary general assembly on first call, and the notice may also specify, if applicable, the date and time for the general assembly on second call, with a minimum interval of one hour between the first and second calls
3. In the case of an extraordinary general assembly meeting, the period referred to in the preceding paragraph shall be reduced to seven days.
4. Unless it is materially impossible, the information or documentation to be submitted to the general assembly for approval shall be made available to the members of the Association from the very moment of the call.
5. Any general assembly meeting, whether ordinary or extraordinary, may be held in whole or in part by telematic means, with all Members who are present or duly represented at the meeting,

either physically or electronically, at the time the meeting begins to be considered participants in person (for the purposes of the constitution of the meeting).

**Article 16.-** CONSTITUTION

1. The meetings of the general assembly, whether ordinary or extraordinary, shall be validly constituted, on first call, when one third of the Members attend them; and, on second call, regardless of the number of Members attending. By exception, the attendance of fifty percent of the Members, present or duly represented, will be required to constitute a meeting of the general assembly whose purpose is (i) to approve the voluntary dissolution or merger or division of the Association, or (ii) to approve the modification of its Bylaws.
2. The President and Secretary General of the board of directors shall act as chairman and secretary of general assembly meetings, unless the assembly appoints other Members present at the beginning of the meeting. The President of the meeting of the general assembly shall open and close the sessions of the assembly, direct the discussions, grant and withdraw the use of the floor and present the proposals for resolutions for voting by the Members present or represented. Likewise, it will interpret the Bylaws and other internal regulations when doubts arise or gaps arise in relation to the general progress of the assembly. The Secretary General shall proceed to count the votes cast, to count them and to draw up minutes of the meeting.

**Article 17.-** REPRESENTATION

1. Members who are unable to attend the meetings of the general assembly in person may be represented at them by any other Member. Such representation must be granted in writing and in the possession of the Secretary General of the board of directors, at least twenty-four hours before the meeting is held and may be sent by e-mail to the attention of the Secretary General by the Member granting his or her representation.
2. Representation granted to any person who is not a Partner shall not be valid. The Member representing another Member may only cast the votes that, where appropriate, correspond to the category of said Member and to his or her own; therefore, an Ordinary Member may represent a Full Member by casting his votes, but not his own personal vote (because he lacks one), and the representation of an Ordinary Member by a Full Member will not confer on the former any voting rights.

**Article 18.-** ADOPTION OF AGREEMENTS

1. In general, the general assembly will adopt resolutions by a simple majority of the Members present or represented at the meeting, excluding the Ordinary Members from the count, that is, when the affirmative votes exceed the negative votes.
2. As an exception to the general rule established in the previous paragraph, a two-thirds majority of the Members present or represented at the meeting, excluding the Ordinary Members, will be necessary for the valid adoption of the following resolutions:
  - a. the dissolution or division of the Association,
  - b. the modification of its Bylaws, and
  - c. the disposition or disposal of assets that are part of its fixed assets.

**Article 19.-** DOCUMENTATION OF THE AGREEMENTS

The Secretary General of the general assembly meeting, at the end of the meeting, will draw up a minute stating the matters discussed, the interventions of the members whose record has been requested in the minutes and the agreements adopted. The minutes shall be approved by the general assembly at the same meeting, signed by the President and the secretary-general of the meeting of the general assembly and incorporated into a minute book whose keeping and custody corresponds a the board of directors.

Section II  
The Board of Directors

**Article 20.-** FUNCTIONS OF THE BOARD OF DIRECTORS

1. The board of directors is the management and representative body of the Association.
2. The functions of the board of directors are to program and direct social activities, to represent to the Association in all matters relating to its purpose, with no exception other than those matters which, in accordance with the Law and these Bylaws, are reserved exclusively to the general assembly. It is vested with the highest powers and full faculties to act on behalf of the Association, to regulate its own procedures and to carry out the operations necessary for the achievement of its purposes in all areas of fact. y spheres of law.
3. The functions of the Board of Directors include, among others, the following:
  - a. To direct social activities and carry out the administrative and economic management of the Association, agreeing to carry out the appropriate contracts and acts.
  - b. To execute the agreements of the general assembly.
  - c. To formulate an annual budget of income and expenses, the annual accounts for the previous year and the management report and submit them to the general assembly for approval.
  - d. To decide on the admission of new members through the Club's management committee.
  - e. To set the amount of the annual membership fee as well as the other contributions that they may have to make, which must be submitted, in both cases, to the approval of the general assembly.
  - f. To represent the Association legally, granting powers of attorney to the proxies designated by the board of directors in order to exercise all rights and actions in court and outside of it, before all kinds of authorities, corporations and courts, with the highest representation and without exception, as well as to perform all kinds of acts of disposition and dominion and to contract obligations with respect to all its assets.

**Article 21.-** COMPOSITION

1. The board of directors shall be made up of a minimum of fifteen (15) and a maximum of thirty-two (32) members, who shall be Full Members. The Board of Directors shall elect from among its members, in the manner provided for in these Bylaws, the following

positions: the President(s), the Vice-Presidents, the Secretary General and the Treasurer. In addition, they will be ex officio permanent members of the board of directors who, by having held the presidency of the Association for at least two years or by decision of the board of directors, acquire the status of honorary Presidents, without being counted for the purposes of determining the maximum number of members that make it up. The ex officio members will have a voice and vote on the board of directors.

2. To be a member of the board of directors, it is necessary to be a member, of legal age, to be in full use of civil rights and not to be subject to the grounds of incompatibility established in current legislation.
3. Two or more members of the board of directors who are legal representatives, members or employees of the same legal entity or the same professional firm may not be elected. For these purposes, the ex officio members of the board of directors referred to in paragraph 1 above shall not be considered.
4. The status of member of the board of directors shall give the right to attend and vote at its meetings.
5. The board of directors may appoint honorary members. These members will act as an advisory body of the same, with voice but without vote.

**Article 22.-** ELECTION AND DURATION OF THE MEMBERS

1. The members of the Board of Directors, with the sole exception of ex officio members, shall be elected by the Extraordinary General Assembly from among the closed candidatures that have been submitted to the Board of Directors at least eight days before the meeting is to be held. The board of directors resulting from each election will have a duration of three years.
2. Once the extraordinary general meeting has been convened in accordance with the requirements established in these bylaws, the candidacies for the board of directors shall be presented subject to the following rules and requirements:
  - a. Each candidacy must be composed of a minimum number of fifteen (15) and a maximum of thirty-two (32) members and must be made up of Members of the Association who are up to date with the payment of the fees.
  - b. Candidatures must be submitted to the Secretary General of the Association's board of directors at least eight days before the date scheduled for the holding of the extraordinary general meeting and will be communicated to the Members by email sent by the Secretary General at least five days before the scheduled date of the extraordinary general meeting. If only one list of candidates has been submitted, the e-mail sent to the Members by the Secretary General will indicate this and said candidacy will be considered automatically chosen.
  - c. Once the quorum requirements for the constitution of the extraordinary general assembly have been met, the polling station will be constituted, which will be made up of any two of the honorary Presidents, as well as the President and the Secretary General of the board of directors, all of whom will be assisted in the process by the administrative management of the Association.
  - d. At the beginning of the meeting of the extraordinary general assembly, (i) the Secretary General will report on the only candidacy presented, if applicable, which will be automatically approved by the general assembly, or (ii) in the case of several candidacies, a

- vote will be taken by the Members who have political rights. This vote will be carried out by adding the votes cast in the face-to-face meeting of the assembly and those that are cast simultaneously through the telematic platform used to hold the meeting, counting and summing that will be carried out by the polling station. At the end of this count, the candidacy that obtains the absolute majority (half plus one) of the valid votes that would have been cast by the Members, excluding the Ordinary Members from the calculation, will be approved as the new board of directors of the Association.
- e. In the event that none of the candidatures presented obtains the absolute majority of the valid votes cast by the Members, excluding the Ordinary Members from the calculation, a second election will be held at the same meeting of the extraordinary general assembly on the two candidacies with the most votes. The candidacy that obtains a simple majority of the votes of the members of the extraordinary general meeting, present or represented (excluding Ordinary Members), will be elected.
  - f.
  - g. The appropriate file will be instructed for this entire electoral process that will end with the minutes of the meeting of the extraordinary general assembly in which the incidents of the same will be recorded, if any, the count with its results and the proclamation of the elected List. This act will be signed by the members of the polling station and by the secretary of the assembly, with the approval of the President.
- 3. The members of the board of directors may resign by voluntary resignation communicated in writing to the chairman of the board of directors, for failure to comply with the obligations entrusted to them and for the expiration of their mandate.
  - 4. In any case, the members of the board of directors who have exhausted the term for which they were elected shall hold their positions until such time as the members who replace them are accepted.

#### **Article 23.-** REMUNERATION OF POSITIONS

The positions that make up the board of directors will not be remunerated, nor will they be reimbursed by the Association for the costs they incur in the exercise of their functions.

#### **Article 24.-** MEETINGS

- 1. The Board of Directors shall meet at least once every three months. In any case, it shall hold its sessions as often as the President determines, on its own initiative or at the request of any of its members, by writing addressed to the President. The call must include an agenda and attach the documentation corresponding to the matters to be discussed.
- 2. The board of directors shall meet at the registered office or at the registered office designated in its notice, or totally or partially telematically. The calls will be addressed by the President or by the Secretary General personally and in writing or by email to each of the members of the Board of Directors, at least five calendar days prior to the date on which the meeting is to be held. It will be chaired by the President and, in his absence, by the Vice-President (or, failing that, by the member of the board agreed by a simple majority at the beginning of the session).

3. The members of the board of directors must attend its meetings in person. When, for justified reasons, they are unable to attend, they may grant representation to another member of the board by means of a specific writing for each session.
4. The board of directors shall be validly constituted when half plus one of its members are present, present or represented.

**Article 25.-** ADOPTION OF AGREEMENTS

In order for the resolutions of the board of directors to be valid, they must be adopted by a simple majority of votes of the attendees. In the event of a tie, the President shall have the casting vote.

**Article 26.-** DOCUMENTATION OF THE AGREEMENTS

At the end of each meeting of the board of directors, its Secretary General, or the person delegated by him, will draw up a minute in which the matters discussed, the interventions of the members of the board of directors have been requested to be recorded in the minutes and the agreements adopted. The minutes will be approved by the board of directors at its next meeting and, once approved, will be signed by the Secretary General with the approval of the President and will be incorporated into a minute book whose keeping and custody corresponds to the board of directors.

**Article 27.-** THE MANAGEMENT COMMITTEE

1. The President, the Honorary Presidents, the Vice-Presidents, the Secretary General and the Treasurer shall form the Association's steering committee.
2. The functions of the management committee shall be:
  - a. To assist the President in the performance of his functions and, in general, to guide the activity of the Association and to formulate or report on the proposals for modification of the Bylaws that are considered appropriate for deliberation and, where appropriate, approval by the board of directors.
  - b. To define the strategic plans of the Association and to prepare projects of activities for their execution and, in the case of activities of singular relevance, for their submission, as proposals, to the board of directors.
  - c. To submit to the Chair, where appropriate, the proposals for the hiring or dismissal of the Director General or the administrative director of the Association or, where appropriate, to report on the proposal for dismissal submitted to him by the President.
  - d. To propose to the Board of Directors, for submission to the General Assembly, the candidate or candidates who are to hold the presidency of the Association in any circumstance in which the replacement of the person holding it should be carried out. In particular, after two years from the election of the board of directors, the management committee shall propose the candidate or candidates to replace the chairman after the expiry of his term of office. If this proposal is approved by the board of directors for submission, within the appropriate period, to the General Assembly, the candidate or candidates thus proclaimed will be designated by the board of directors to hold the first Vice-presidency of the Association.
  - e. Any other functions that the board of directors or the President may entrust to them.

3. The management committee shall adopt its resolutions by a two-thirds majority of its members.

#### **Article 28.- THE PRESIDENT**

1. The Board of Directors may appoint up to two Presidents, at the proposal of any of its members, by a qualified majority of two-thirds of those present or represented. The same procedure must be followed for their dismissal. The reference made in these Bylaws to "President" shall be understood to be made, if any, to the two Presidents.
2. To be President, you must have the status of Full Member. The term of office of the President shall coincide with that of the corresponding board of directors without the possibility of re-election, although, after such term, the President shall acquire the status of ex officio member of the board of directors as provided for in Article 21.1 of these Bylaws.
3. The President shall represent the Association before all kinds of public and private bodies and entities and, apart from the other powers given to him in these Bylaws, shall coordinate the activities of the Board of Directors and propose the lines to be followed, order payments and authorise with his signature the documents, minutes and correspondence, he will adopt any urgent measure that is necessary for the proper functioning of the Association, or that is necessary for the development of its activities, without prejudice to subsequently reporting to the board of directors and will be the maximum responsible for the operation of the Association.
4. Specifically, it is responsible for the following functions:
  - a. To interpret the Bylaws and replace them in case of omission.
  - b. To convene and preside over the board of directors and the general assembly.
  - c. To decide with their casting vote in cases of tie.
  - d. To sign, once approved by the board of directors, the management report and the annual balance sheet to be presented to the general assembly, as well as the reports to be published or submitted to the competent bodies.
  - e. To hire and, where appropriate, dismiss the general manager or the administrative director, at the proposal or after a report from the management committee.
  - f. To carry out urgent acts in defense of the interests of the Association, subsequently reporting on them to the board of directors.
  - g. Any functions derived from these Bylaws or entrusted to it in a specific manner and for each occasion by the general assembly.

#### **Article 29.- HONORARY PRESIDENTS**

The board of directors may appoint as honorary President of the Association, on a purely honorary basis and without any fee or consideration, those persons who, in the opinion of the board of directors, deserve such distinction. In any case, honorary Presidents will be those who have held the presidency of the Association for at least a period of two years. The honorary Presidents shall be ex officio members of the board of directors under the conditions stipulated in Article 21.1 of these Bylaws.

**Article 30.-** VICE-PRESIDENCY

1. The Vice-Presidents shall be appointed by and from among the members of the Board of Directors who have the status of Full Member, at the proposal of any of the members of the same, by a qualified majority of two thirds of those present or represented. The same procedure must be followed for their dismissal. All this is without prejudice to the provisions of Article 27.2.d. regarding the first Vice-presidency of the Association
2. The Vice-Presidents shall have representative functions of the Association and the person holding the first Vice-presidency (and in their absence, any other Vice-President) shall replace the President in the absence of the latter, due to illness or any other cause, and when he replaces him, he shall have the same powers as the former.

**Article 31.-** THE SECRETARY GENERAL

1. The Secretary General shall be appointed by and from among the members of the board of directors who have the status of Full Member, at the proposal of any of the members of the same, by a qualified majority of two thirds of those present or represented. The same procedure must be followed for their dismissal.
2. The Secretary General shall share with the President, the Honorary Presidents and the Vice-Presidents the representative functions of the Association and shall also be responsible for the management of the purely administrative work of the Association, shall issue the certificates with the approval of the President, shall keep the books of the Association legally or statutorily required and the file of members and shall safeguard the documentation of the entity.
3. The Secretary General shall also be responsible for sending the necessary communications for the registration of those agreements that can be registered in the corresponding registers and shall be responsible for complying with the documentary obligations in the terms that correspond to them.
4. Specifically, the Secretary-General shall also perform the following functions:
  - a. Drafting the minutes of the sessions of the general assembly or the board of directors.
  - b. To comply with the agreements of such bodies, supervising their execution.
  - c. To guard the Association's record books and minutes.
  - d. To issue the certifications of the minutes of the meetings of the bodies of the Association with the approval of the President, in the necessary and convenient cases or in favour of those members of the Association who formally request it.
  - e. Any other that, within the framework of these Bylaws, is punctually and specifically entrusted to it by the assembly, the board of directors or the President of the Association.
5. The Secretary General may delegate purely administrative tasks to a deputy secretary, who may be a professional hired by the Association or a member of the Club-40.

**Article 32.-** THE TREASURER

1. The treasurer shall be appointed by and from among the members of the board of directors, at the proposal of any of the members of the board, by a qualified majority of two thirds of those present or represented. The same procedure must be followed for their dismissal.
2. The treasurer shall collect and safeguard the funds belonging to the Association and shall comply with the payment orders issued by the President. He will also be in charge of preparing the financial statements and reporting, when required, to the board of directors of the economic progress of the Association.

**Article 33.-** THE MEMBERS

The members will have the obligations of their position as members of the board of directors and those that arise from the delegations or working commissions that the board of directors entrusts to them.

**Article 34.-** DELEGATION OF POWERS

The board of directors may permanently delegate all or some of its powers to one or more of its members. It may also set up working committees in order to delegate to them the preparation of certain acts or activities. The number of members of the board of directors determined by it will form part of these committees.

**TITLE IV  
OF THE INTERNATIONAL CHAPTERS**

**Article 35.-** THE CONSTITUTION OF INTERNATIONAL CHAPTERS

Non-Spanish members of the Association or resident outside Spain may group together to constitute the chapter of the Association corresponding to the country of origin or residence of the aforementioned members.

Its constitution must be authorised or promoted, where appropriate, by the board of directors of the Association.

International Chapters shall not enjoy legal personality distinct from that of the Association.

The activity of the international chapters will be coordinated by a President of international chapters, who will be appointed by the board of directors from among the Full Members, for a period of two (2) years, renewable, with the support of the general secretariat and the administrative management of the Association.

**Article 36.-** OBJECTIVES OF THE INTERNATIONAL CHAPTERS

The objectives and purposes of the international chapters consist of supporting and favouring, in their respective geographical areas, the aims and object of the Association provided for in Article 5 of these Bylaws.

**Article 37.-** OPERATION OF THE INTERNATIONAL CHAPTERS

1. Non-Spanish members of the Association or non-residents in Spain shall become members of the international chapter of the Association corresponding to their nationality and/or place

of residence once the chapters are constituted or, where appropriate, at the time when the new member joins the Association expressing his preference to belong to the chapter corresponding to his nationality, place of residence or both.

2. The members of each chapter shall elect, from among themselves, the candidates for President of the corresponding chapter and the members of its steering committee, which may not be higher  
8 members, including the President (who must have the category of Full Member). The Board of Directors may ratify a steering committee composed of more than eight members provided that it does not exceed a maximum of 12 members. Members belonging to two chapters in accordance with the preceding paragraph may only be members of a steering committee of one of these two chapters.

The Association's board of directors must ratify the appointments.

The term of office of members of the Chapters' Steering Committee shall be two years from the ratification of their appointment.

3. The international chapter shall be consulted and shall decide on the acceptance of the incorporation of new members of the nationality or residence of the corresponding chapter.
4. In the first quarter of the calendar year, each chapter shall prepare a proposal for activities for the current financial year, which shall be in line with the objectives of the Association and submitted to the President of the Association's international chapters for approval.
5. Minutes shall be drawn up of the meetings held by the steering committees or the plenary sessions of the chapters and sent to the general secretariat of the Association.

## **TITLE V OF THE CLUB COMMISSIONS**

### **Article 38.- CLUB -40**

1. Members aged 40 or under may group together to form the -40 Club.
2. The Club-40 shall not have a legal personality different from that of the Association.
3. The objectives and purposes of the -40 Club are those provided for in art. 5 of these Bylaws, but mainly focused on recipients aged 40 years or younger.
4. Members aged 40 or under will become members of the -40 Club at the time they join the Association expressing their desire to belong to it and will automatically cease as such when they reach the age of 41.
5. The members of the -40 Club shall elect their representatives from among themselves. The Association's board of directors must ratify the appointments. The duration of the representative positions will be two (2) years (non-renewable) from the ratification of their appointment.
6. In the first quarter of each calendar year, the Club-40 will prepare a proposal of activities for the current financial year that must be in line with the objectives of the Association y be submitted to the Association's board of directors for approval.

**Article 39.-** CEIA WOMEN

1. The commission called "CEIA Women" aims to increase the visibility of women in arbitration and improve their profile and representation, as well as to promote among women managers or those integrated in the legal advice of companies the knowledge and choice of arbitration as a means of dispute resolution.
2. In order to achieve these objectives, the Commission shall address, among others, the following activities:
  - a. Given that the CEIA is a signatory of the so-called *Pledge in Equal Representation in Arbitration*, it will be the responsibility of the Commission to follow up on the commitments acquired by the Association to promote equal opportunities in arbitration and to ensure their compliance, manifested especially in (i) the appointment of arbitrators and experts; (ii) the election of speakers at conferences and other forums; and (iii) the appointment of representatives in the governing bodies, chapters and commissions of the Association.
  - b. The Commission will create a *mentoring programme* in which CEIA members with more seniority and experience are encouraged to lend their support and guide to young women in the development of their arbitration practice.
  - c. The Commission will carry out activities aimed at improving knowledge of arbitration among women active in the economic and business environment, for which it may, among other actions, organize informative interviews with them and may participate or collaborate in its forums or meetings.
3. CEIA Women will be chaired by a woman who has the status of Full Member. The presidency of CEIA Mujeres will have a duration of two (2) years, subject to renewal for an additional biannual period. The proposal for the appointment or renewal of the President of CEIA Women will be submitted for approval to the board of directors of the Association. CEIA Women may also have a Vice-President, whose term of office will also be biannual, subject to renewal for an equivalent period and whose appointment will also be submitted for approval by the Board of Directors of the Association.

**Article 40.-** OTHER COMMISSIONS

With its approval by the board of directors, other commissions of the Association may be created to meet the various needs identified at any given time. These commissions may have a temporary or permanent vocation and will be self-regulated in accordance with the rules and leadership that are established after consultation and with the agreement of the board of directors, respecting in all cases the framework of these Bylaws and the objectives of the Association. As a general rule, each commission will be directed by a President who has the status of Full Member, whose position will have a duration of two (2) years subject to renewal for an additional biannual period.

**TITLE VI  
OF THE ECONOMIC REGIME**

**Article 41.-** GENERAL PRINCIPLES

The economic regime of the Association is governed by the principles of patrimonial unity, exclusive dedication of all economic resources to the fulfilment of the associative purposes, transparency of economic management and submission of the same to audit and control.

**Article 42.-** FOUNDATIONAL HERITAGE

1. The assets of the Association are made up of all the assets and rights of ownership of the Association, without exception, and will increase or decrease in each year according to the results of the activity, with the profits, if any, being integrated into the social fund of the Association.
2. The foundational assets of the Association are made up of the initial contribution of the founding members, and amount to 7,500 euros.
3. The Association is responsible for its obligations with all its present and future assets, and the members are not personally liable for the Association's debts.

**Article 43.-** RESOURCES

The income of the Association includes:

- a) The ordinary and extraordinary fees of the members.
- b) The proceeds of the goods and rights that correspond to it.
- c) Income obtained from subsidies, donations, inheritances or legacies, or from the sale of publications.
- d) Income received for any other purpose in order to serve statutory purposes and that is not in conflict with the purposes in force.

**Article 44.-** CONTROL OF FOUNDS

The administration of the Association's funds shall be carried out subject to the corresponding intervention and with sufficient publicity, so that the members may be periodically informed of their destination, without prejudice to the right set forth in this regard in Article 9.-d of these Bylaws.

**Article 45.-** FINANCIAL YEAR AND FINANCIAL STATEMENTS

1. The financial year of the Association shall coincide with the calendar year and shall begin on 1 January and end on 31 December of each year.
2. Within the first three months of the financial year, the board of directors shall draw up the annual statement of the accounts for the previous financial year, a report on the actions carried out and a report on the management carried out, as well as an annual budget of income and expenditure for the following year.
3. Such documents shall be submitted to the ordinary general assembly for approval within a maximum period of six months from the end of the financial year.
4. Any member shall have the right to examine the accounts of the previous financial year, the report of the actions carried out, the report of the management carried out and the annual budget of income and expenditure for the next financial year within the previous fifteen working days a the holding of the ordinary general meeting, at the registered office, and to obtain free of

charge in electronic format the documents that will be submitted for approval.

## **TITLE VII OF THE MODIFICATION OF THE BYLAWS AND THE DISSOLUTION OF THE ASSOCIATION**

### **Article 46.- MODIFICATION OF THE BYLAWS**

1. The modification of the Bylaws shall require an agreement adopted for this purpose by the extraordinary general assembly convened specifically for this purpose, at the proposal of the board of directors or at the request of one third of the members of the Association. It shall require the attendance of fifty percent of the Members, present or duly represented. Draft amendments to the Bylaws must be previously informed by the management committee.
2. The modification of the Bylaws must be registered within a period of one month and will only take effect, both for the members and vis-à-vis third parties, from the time they have been registered in the Register of Associations.

### **Article 47.- CAUSES OF DISSOLUTION**

The Association shall be dissolved by the will of its Members expressed in a general assembly convened for that purpose, for the reasons determined in Article 39 of the Civil Code, or by a final court ruling.

### **Article 48.- DISTRIBUTION OF SOCIAL ASSETS**

1. Once the dissolution has been agreed by the general assembly, it shall appoint a liquidation committee, made up of three members of the board of directors. The dissolution agreement will open the liquidation period, until the end of which the Association will retain its legal personality. When the dissolution is agreed by the judge, it will be determined as to the composition of the liquidation commission.
2. The liquidation committee shall be responsible for the existing funds and shall fulfil the functions established in art. 18.3 and 4 of Organic Law 18/2002, of 22 March, regulating the Right of Association.
3. In the event that there is still a remainder once the debts have been extinguished, it will not be distributed among the members but will be used for purposes that do not detract from the non-profit nature of the Association. Specifically, the resulting assets will be delivered to the General Council of Lawyers, so that it can be used to promote Arbitration.

### **Additional provision**

In all matters not provided for in these Bylaws, the current Organic Law 18/2002, of 22 March, regulating the Right of Association, and its complementary provisions, shall apply.

*This copy of the Articles of Association of the Spanish and Ibero-American Arbitration Club includes the modifications approved unanimously at the Club's General Assembly held on \* 2025 in accordance with the procedure established therein.*

*The Secretary General*

*Krystle Baptista*

*Vº Bº President*

*Alfonso Iglesia*

