

# Bylaws

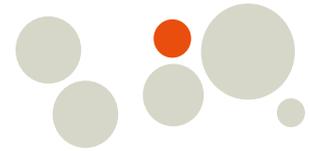
Effective 15 October 2019



**MIAC**

Madrid  
International  
Arbitration  
Center

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## Section I: Introduction

### Article 1

1. The Madrid International Arbitration Center (the “Center”) is established as a body of the Madrid International Arbitration Association (the “Association”).
2. The purpose of the Center is to administer any international arbitrations submitted to it.
3. When administering arbitration proceedings, the Center shall be independent of the Association and it shall act in accordance with these bylaws (the “Bylaws”) and its Arbitration Rules (the “Rules”).

### Article 2

The Center shall perform the following duties through its bodies:

- a) Administering the arbitrations submitted to the Center in accordance with its Rules. The Center has the necessary powers to fulfil this duty.
- b) Providing advice and assistance during the course of arbitration proceedings. The Center shall have the necessary human, material and organizational resources to fulfil this duty.
- c) Preparing, approving and amending the Rules subject to these Bylaws.
- d) Appointing arbitrator(s) for each arbitration administered by the Center in accordance with these Bylaws and the Rules.
- e) Acting in the capacity of Nominating Authority in arbitration proceedings not submitted to the Center.
- f) Preparing any requested reports on the issues arising from the practice of commercial and investment arbitration.



- g) Reviewing commercial and investment arbitration law and submitting to public authorities any relevant proposals in this regard.
- h) Maintaining relationships with other domestic and international arbitration bodies as well as entering into cooperation agreements within the scope of their respective powers.
- i) Keeping records of the awards rendered in arbitrations administered by the Center.
- j) Generally, disseminating, promoting and fostering arbitration (through conferences, seminars and other means), as well as engaging in any other activities related to commercial or investment arbitration.

### **Article 3**

1. The Center shall prepare a model arbitration agreement (the “**Model Agreement**”), without prejudice to any arbitration agreement voluntarily entered into between the parties.
2. If, under this Model Agreement, or under any other arbitration agreement, the parties agree to submit to arbitration administered by the Center, the Rules will apply, unless otherwise expressly stated by the parties; this statement shall require the Center’s express approval.



## Section II: Bodies of the Center

### Article 4

1. The Center shall be made up of: the Council, the President, the Support Committee for the President, the Secretary General, the Support Committee for the Secretary General and the Arbitrator Appointment Committee.
2. Additionally, the Center may appoint one or more Deputy Presidents and up to three Deputy Secretaries.
3. The Center shall have the necessary human and material resources, as well as the necessary advice, to ensure its proper functioning and the performance of its projects.

## Section III: Council

### Article 5

1. The Council will have thirteen members. All of them shall be experts of recognized standing within legal and arbitration circles, and they will be appointed as follows:
  - a) Six of them will be appointed by the Association's Governing Board.
  - b) The remaining members will be appointed by the Council.<sup>1</sup> These members may not be part of the Association's governing bodies or of any of the Association's associated bodies or affiliates.

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<sup>1</sup> Exceptionally, as for the first Council meeting, the members will be agreed upon by the Association's Governing Board. Additionally, two of these members shall be appointed for a two-year term, another two shall be appointed for a three-year term, and three other members shall be appointed for a four-year term. All of these members may be reappointed for an ordinary four-year term.



2. Council members shall be appointed for a four-year term, and may be reappointed only for another term.<sup>2</sup> Until the end of their respective terms of appointment, Council members will continue to perform their duties.
3. The Council will be chaired by the President or, in case of absence, vacancy or illness, by one of the Deputy Presidents provided that he or she is a member of the Council.
4. The Secretary General will attend the Council meetings as a non-voting participant, and he or she will act as secretary.

#### **Article 6**

1. The Council shall meet at least twice a year. Meetings shall be called by the President at least five days in advance. Exceptionally, in case of emergency, which shall be duly justified, meetings can be called upon 24-hours notice.
2. If they are unable to attend a meeting, Council members may delegate their representation and voting rights in writing to any other Council member. No delegations of a general nature applicable to more than one meeting shall be permitted.
3. Council meetings will be deemed validly constituted as long as at least seven members are present or duly represented. Attendance through telephone conference, videoconference or any other similar means will be counted for quorum purposes.
4. The adoption of Council resolutions will require eight favourable votes. Exceptionally, the appointment of Council members referred to in Article 5(1)(b) and the decision mentioned in Article 7(a) shall require ten favourable votes.

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<sup>2</sup> The Council shall come up with an appointment procedure to ensure the members' suitability to perform their duties.



## **Article 7**

The Council shall perform the following duties:

- a) Preparing, approving and amending the Rules, as well as any rules of internal procedure governing the Center's activities subject to its Bylaws.
- b) Proposing amendments of these Bylaws and submitting the same to the Association.
- c) Proposing amendments to the scale of arbitrator fees and the Center's filing and administrative fees, as well as any other aspect related to the costs of the arbitral proceedings.
- d) Approving and monitoring the Center's activities, initiatives and strategic plans.
- e) Appointing the other bodies of the Center subject to Articles 8, 10(1), 11(1), 12, 14(2) and 15(3) below.
- f) Establishing advisory committees, appointing and dismissing the members thereof and laying down their rules of procedure.
- g) Allocating powers in the terms of Article 13(a) herein.
- h) Settling any conflicts or disputes that may arise between the other Center bodies or within them.
- i) Generally, deciding on any matters relevant for the Center that are not expressly allocated to another of its bodies.



## Section IV: President and Deputy Presidents

### Article 8

The President shall be a Council member. The President shall be appointed for a four-year term and may only be reappointed once.

### Article 9

The President shall perform the following duties:

- a) Being the Center's institutional representative.
- b) Calling and chairing Council meetings, Support Committee for the President meetings and Arbitrator Appointment Committee meetings, as well as calling and chairing any advisory committee meetings; when establishing advisory committees, a chair other than the President may be appointed.
- c) Preparing proposals and commercial and strategic plans for the Center for consideration and, where appropriate, approval by the Council. The President shall also supervise the development and implementation of these proposals and plans. The Secretary General will assist the President in this duty.
- d) Examining and resolving any issues brought by the Secretary General regarding the Center's activities.
- e) Entering into cooperation agreements with arbitration bodies within the scope of his or her powers.
- f) Performing any other duties entrusted by the Rules or the Council.



#### **Article 10**

1. The Council may appoint Deputy Presidents, who may or may not be Council members. Deputy Presidents shall be appointed for a four-year term and may only be reappointed once.
2. The President will determine the duties to be performed by Deputy Presidents.

### **Section V: Support Committee for the President**

#### **Article 11**

1. The Support Committee for the President shall be made up of the following members: the President of the Center, who will chair the committee, and two additional members, who shall be Council members. These two additional members shall be appointed by the Council at the President's request for a non-renewable one-year term.
2. The Support Committee for the President shall perform the following duties:
  - (a) settling any challenges and claims for removal or replacement of arbitrators brought under the Rules following the issuance of a report by the Secretary General.
  - (b) making the decisions referred to in Articles 17(2) and 19 of these Bylaws.
  - (c) performing any other duties entrusted thereto by the Council.
3. The Support Committee for the President shall make decisions by consensus. Absent an agreement, the matter will be settled by the Council.



## Section VI: General Secretariat

### Article 12

The Secretary General shall be appointed by the Council at the President's request for a five-year term, and may only be reappointed once.

### Article 13

The Secretary General shall perform the following duties:

- a) Making any decisions to be made by the Center under the Rules, unless these Bylaws or the Council entrust these decision-making powers to a different body.
- b) Submitting any proposals regarding appointment and confirmation of arbitrators to the Arbitrator Appointment Committee subject to the arbitrator appointment provisions of the Rules.
- c) Managing and monitoring the legal and administrative staff within the Secretariat of the Center.
- d) Implementing commercial and strategic plans in coordination with the President.
- e) Monitoring the Center's administrative, economic and financial aspects as well as exercising budgetary control and oversight.
- f) Preparing the reports and memorandums necessary for the Center's activities.
- g) Calling and chairing the Support Committee for the Secretary General.
- h) Keeping records of the minutes of the Council and Arbitrator Appointment Committee meetings as well as of the remaining administrative documents.
- i) Performing any other duties entrusted thereto by the Council or the President in the exercise of their functions.



## **Section VII: Support Committee for the Secretary General**

### **Article 14**

1. The Support Committee for the Secretary General shall be made up of the following members: the Secretary General, who will chair the Committee, and three Deputy Secretaries.
2. The three Deputy Secretaries shall be appointed by the Council from the member arbitration courts of the Association. Their appointment will require the favourable vote of the six Council members referred to in Article 5(1)(a).
3. Deputy Secretaries shall be appointed for a four-year term and they are eligible for reappointment.
4. The Support Committee for the Secretary General shall cooperate with the Secretary General. In particular, it will assist the Secretary General in preparing the lists of prospective arbitrators to be submitted to the Arbitrator Appointment Committee.
5. The Support Committee for the Secretary General shall perform any other duties entrusted thereto by the Council or the Secretary General.
6. Meetings of the Support Committee for the Secretary General shall be called by the Secretary General at least three days in advance. Exceptionally, in case of emergency, which shall be duly justified, meetings can be called upon 24-hours notice.

## **Section VIII: Arbitrator Appointment Committee**

### **Article 15**

1. The Arbitrator Appointment Committee shall be responsible for appointing and confirming arbitrators subject to the Rules.



2. The Arbitrator Appointment Committee shall be made up of: the President, who will chair the Committee, and at least four additional members, who shall not be members of the Council or of the Association's governing bodies, associated bodies or affiliates. The Secretary General will attend the Arbitrator Appointment Committee meetings as a non-voting participant.

3. The members of the Arbitrator Appointment Committee shall be experts of recognized standing within arbitration circles. They shall be appointed by the Council for two-year terms renewable for one year only.

#### **Article 16**

1. Meetings of the Arbitrator Appointment Committee shall be called by the President at least three days in advance. Exceptionally, in case of emergency, which shall be duly justified, meetings can be called upon 24-hours notice.

2. Any Arbitrator Appointment Committee resolutions shall be adopted by a majority vote. The President shall have a casting vote in the event of a tie.

3. Any Arbitrator Appointment Committee resolutions shall be deemed valid as long as the meeting has been called sufficiently in advance and as long as there are at least two members present. Attendance through telephone conference, videoconference or any other similar means will be counted for quorum purposes provided that these means allow to verify the identity of participants. Members may not delegate their representation.

## **Section IX: Conflicts of interest**

#### **Article 17**

1. If anyone holding a position in the Center has a direct interest in an arbitration administered thereby, he or she shall be ineligible to participate in any capacity in the decisions related to that arbitration.



2. The existence of potential conflicts of interest shall be resolved by the Support Committee for the President, following the issuance of a report by the Secretary General. Potential conflicts of interest allegedly affecting more than one Council member shall be settled by the Council; the members allegedly affected by these conflicts shall not participate in any Council deliberations.

3. During their term, members of the Council and of the Arbitrator Appointment Committee may be appointed arbitrators by the parties, but they may not be proposed as prospective arbitrators or appointed by the Center. The same applies where the Center acts in the capacity of Nominating Authority.

4. During their term, the President, the Secretary General, the Deputy Secretaries and the remaining members of the Secretariat may not be appointed arbitrators in any arbitration administered by the Center.

## **Section X: Transparency and confidentiality**

### **Article 18**

1. The identity of Council members, Arbitrator Appointment Committee members, members of the Support Committee for the President and of the Support Committee for the Secretary General shall be disclosed.

2. The identity of the President, Deputy Presidents, the Secretary General and any Deputy Secretaries shall also be disclosed.

### **Article 19**

The Center's activities, as well as any deliberations within the Center and the resolutions adopted thereby, shall be kept confidential unless otherwise expressly allowed in writing by the Support Committee for the President.



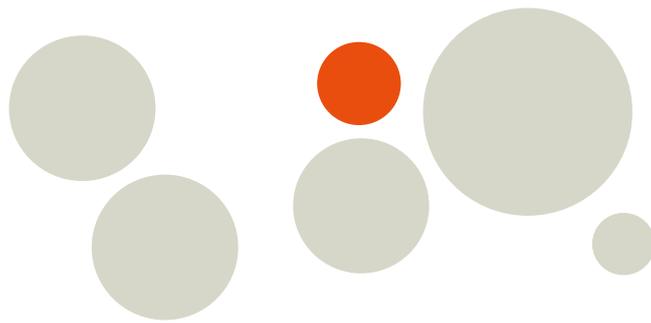
## **Section XI: Miscellaneous**

### **Article 20**

The repeal or amendment of these Bylaws shall require the Association's prior approval.

### **Sole additional provision**

These Bylaws will enter into force on 15 October 2019.



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