



# Constitution and Bylaws

*“GBCC+ICDT is not to be a pure-play conventional dispute resolution or international arbitration organization like others around the world, but an institution that operates as an ecosystem featuring businesses and legal professionals operating under uniform code and cohesive integrated systems that prevent disputes to escalate and resolve them quickly and cost effectively.*

*The power of GBCC+ICDT is harnessed to facilitate international trade and transactions like never before.*

**- Founding President, FICM**

GBCC+ICDT is the emerging new world order for the global trade and cross border transactions. A Neutral body that belongs to the modern world - permeating geographic boundaries, cultures, language, industries, religions and races to efficiently minimize risks, support growth and yield a culture of competition and cooperation.

A front-line of defense against international trade violations, helping companies overcome their trade compliance and dispute management challenges.

Going by the aggressive growth in the GBCC+ICDT membership of 1000+, we are now precisely defined as -

- A global network of international businesses, legal practitioners, dispute and commercial contract experts together improve the business and their own professional effectiveness in international markets.
- A source of need-to-know information on all aspects of international trade and regulatory compliance. Where businesses and legal / trade professionals operate with absolute certainty of success in their international transactions.
- A global-wide system of dispute prevention and management designed to help overcome fear and ignorance, motivate and increase export and import activity, and reduce the incidence of regulatory mistakes and misunderstandings between trading partners.
- The Interdependent systems that help legal and trade professionals improve their practice with performance driven tools and resources.
- A language Neutral, Geography Neutral, Non Partisan organization with no bias of cast, creed, cultures and positions, owned and governed by its members, with an objective to serve commercial community around the world - to manage risk from legal compliance and dispute and improve the state of international trade.
- The ecosystem that nurtures international legal practice, and in turn nurtures global trade. A system that builds confidence of businesses for operating with certainty in international markets.
- A new legal order and "Commercial Justice System" that belongs to the generation of today and tomorrow.
- A vibrant community of businesses operating in international markets and legal professionals including mediators, arbitrators, expert determiners, adjudicators, restorative justice practitioners and other dispute resolution professionals.
- The institution that values integrity, excellence, innovation, collaboration and diversity and reflects these values in its work for and with member stakeholders around the world.

**GBCC+ICDT is committed to expanding the international flow of goods, services, capital and technology in a safe legal environment, translating its principles into practical services to the business and legal community that facilitates commercial exchanges across borders;**

## **GBCC+ICDT Goals and Objectives**

The fundamental objective of GBCC+ICDT is to further the development of an open world ecosystem to support the international trade and international legal community with an array of systems, tools and resources that help them succeed in an environment of competition and cooperation.

All the activities of GBCC+ICDT, whether of a policy or technical nature, aim:

- to promote international trade, services and investment, while eliminating legal compliance failures and distortions to international commerce;
- to foster the economic growth of developed and developing countries alike, particularly with a view to better integrate all regions into one defined system;

# GBCC+ICDT Constitution

## **Article 1: Name, Purposes, Means of Action and International Back office**

1. The international body together, initiated by Federation of Integrated Conflict Management (FICM) is called GBCC+ICDT, also known as the “Global Ecosystem for Business Compliance and Dispute Prevention”.
2. GBCC+ICDT is a system of dispute prevention and resolution through inclusive integrated ecosystem delivering modern practical and expert services to the international business as well as legal community.
3. Encourage effective harmony and cooperation among businessmen and legal professionals in different countries.
4. In order to achieve its purposes, GBCC+ICDT may in particular create and/or acquire structures of any nature (e.g. company, grouping, not-for-profit institution), execute any and all understandings, cooperation agreements, or joint venture agreements with one or more entities governed by any law or be involved in any and all restructuring operations carried out in connection with the organization of the operations of the GBCC+ICDT.
5. The International back-office of GBCC+ICDT is in New Delhi, India.

## **Article 2: Membership**

GBCC+ICDT is composed of members sharing the objectives as set forth above and contributing to its purposes stated in Article 1.

Following are eligible for GBCC+ICDT membership:

- a) National and local organizations, associations, institutions, which are truly representative of the business and professional interests of their members and which are not conducted primarily for political purposes;
- b) Corporations, companies, firms and other legal entities as well as individuals involved in international business activities;
- c) Law practice professionals, law firms, legal service providers, dispute system administrators. Judges, contract and other business services and trade professionals etc.

## **Article 3: National and Regional Partnerships and Groups**

Subject to the provisions of Article 2 hereof,

organizations, legal entities and individuals referred to in Article 2 may establish a National system of GBCC+ICDT by signing the Global Partnership Agreement between the GBCC+ICDT. The articles of association of a National system must be approved by the Global Council. Their precise names are left to the discretion of their members, provided that their relationship with GBCC+ICDT is clearly indicated on their letterhead, publications and documentation.

Prior consultation with, and approval by, the Global Council are prerequisite conditions for the establishment of a National system. The withdrawal by the Global Council of its recognition as a National system is a prerequisite condition for its dissolution.

Subject to the provisions of this Article and the Global Partnership Agreement, National systems [Groups]

1. freely establish their own rules in their country;
2. act as a permanent liaison between International Back office and GBCC+ICDT members in their countries;
3. organize activities intended to make known the work of GBCC+ICDT in general, and as appropriate, in coordination with International Back office;
4. work to mobilize, formulate and advocate the views of the business and legal community in its country on the issues dealt with by GBCC+ICDT; it informs GBCC+ICDT on important issues and views affecting the business community of its country;
5. provide services and information responsive to the needs of GBCC+ICDT members and the business and legal community in its country;

6. promotes the adoption and implementation of the policies advocated by GBCC+ICDT by the governmental authorities, administrative agencies and other institutions with a view to their implementation in its country;
7. strive, by all appropriate means, to promote a better understanding and a greater application of the rules, codes, uniform systems and practices established by GBCC+ICDT.

Each National system must have available an administrative structure to facilitate the active participation of the members of GBCC+ICDT in its country in the activities of GBCC+ICDT.

Should a National system no longer be able to meet this condition, the Global Council may take such measures as it may deem necessary to ensure proper communication with GBCC+ICDT members in the country in question.

Each National system sets its membership fees so as to enable it to meet its own operational expenses as well as its financial obligations vis-à-vis GBCC+ICDT..

Each National system shall communicate to International Back office its annual balance sheet and a statement of its income and expenses.

When a National system is declared inactive or dissolved, its members may become Direct Members in accordance with Article 4.

The permanent heads in charge of the day-to-day operation of National systems shall meet at least once a year, normally at the International Back office or via organized video / teleconference.

When conditions so require, founders referred to in Article 3. may form a Group on a national or regional basis. By decision of the Global Council taken by a majority of two thirds, such a Group may become entitled to participate in the meetings of the Global Council and in the work of the working bodies and commissions of GBCC+ICDT.

The modalities for such participation and the rights of the various recognized Groups shall be defined on a case-by-case basis. In the absence of specific provisions, a Group shall be considered as a National system, in particular with respect to this Article. In or for any given country, either a National system or a Group can exist, but not both.

## Article 4: Direct Members

Where no National system or Group exists, the Global Council may accept the organizations, legal entities and individuals referred to in Article 2 as Direct Members.

Direct Members may participate in GBCC+ICDT Conferences upon invitation

Upon proposal of the Secretary General, the Global Council may decide to associate a Direct Member to the work of any GBCC+ICDT Commission.

The delegation representing the Direct Members shall designate one delegate to cast the number of votes to which they are entitled pursuant to Article 5.

## Article 5: Global Council

The Global Council ensures the implementation of the provisions of this Constitution and the Global Partnership Agreement and exercises all the prerogatives with which it is vested.

The Global Council has the following prerogatives:

Upon recommendation of the Executive Board:

1. it elects the Chair, the Vice-Chairs, the President and members of the Executive Board;
2. it appoints the Secretary General;
3. it establishes the scale and amounts of contributions of National systems and contributions of Direct Members;
4. it approves the annual accounts;
5. it amends the Constitution of GBCC+ICDT and the Global Partnership Agreement;
6. it approves in principle the establishment of new National systems and it authorizes their founders to take the necessary measures for their establishment;
7. it approves their Articles of Association;
8. it accepts Direct Members;
9. it approves the withdrawal of recognition of a National system, including the prohibition to use the name and all distinctive signs of GBCC+ICDT, should a National system not fulfill its obligations towards GBCC+ICDT; and recognizes the dissolution of the National system;
10. it approves the creation and termination of GBCC+ICDT working bodies,
11. it takes major decisions concerning GBCC+ICDT assets, in accordance with applicable law;
12. it appoints the external auditors.

The number of votes that may be cast by the delegation of a National system or its authorized proxy is fixed as follows:

1. three votes for each National system paying thirty per cent or more of the total amount of contributions from National systems to the GBCC+ICDT budget;
2. two votes for each National system paying twenty per cent of the total amount of contributions from National systems to the GBCC+ICDT budget;
3. one vote for each other National system;
4. one vote for Direct Members taken together.

Quorum shall be one third of the total votes that may be cast; however for decisions concerning any amendment of the Constitution or the dissolution of GBCC+ICDT, the quorum shall be one half.

The decisions of the Global Council shall be taken by a majority of the votes cast by the delegations by videoconference, by mail or by proxy, except with regard to the following matters which shall be decided by a majority of two thirds:

- any change to the scale and amounts of the contributions of National systems to the budget of GBCC+ICDT;
- interpretation or amendment of the Constitution of GBCC+ICDT;
- recognition or withdrawal of recognition of National systems;
- termination of the membership of a GBCC+ICDT member pursuant to article 9.

National systems shall notify the International Back office of the name(s) of the delegate(s) selected in accordance with Article 3; such notification shall avail for three-year renewable terms, each commencing on 1 January. National systems shall inform the International Back office of changes in the composition of the

delegation, which may occur during any three-year-term, at least three weeks prior to the Global Council meeting at which such change is to take effect. National systems may appoint one or more alternates, within the same limits and in accordance with the same notification procedure.

The proxy is authorized by a National system or by Direct Members. Proxies and votes by mail must be received by the Secretary General at the International Back office at least eight calendar days prior to the date of the Global Council meeting.

The Global Council, acting as the Annual General Meeting of GBCC+ICDT, shall be convened once a year. The Chair can also convene the Global Council for extraordinary meetings upon requests emanating from at least ten National systems.

The Secretary General shall attend all meetings of the Global Council and be its Secretary.

The meetings of the Global Council are convened upon at least six weeks' notice by the Chair who shall establish its agenda. At the request of at least ten National systems, the agenda shall include any issue that those National systems consider to be of major concern to the organization as a whole. Notices of the meeting and the agenda are validly communicated when forwarded to National systems and, as the case may be, to the Groups and Direct Members concerned.

## **Article 6: Executive Board**

The Executive Board is responsible for developing and implementing the strategy,

policy and program of action of GBCC+ICDT as well as for overseeing the financial affairs of GBCC+ICDT. It is vested for these purposes with all the necessary powers.

The Executive Board is composed of thirty-one (31) members comprising ex officio and elected members, each having equal rights.

The ex officio members are the Chair, the Vice-Chairs, the Honorary Chair, the Chair of the GBCC+ICDT, and the Chair of FICM-MCN.

The other 21 members shall be elected by the Global Council, upon recommendation of the Executive Board, from among the following five categories:

- senior businessmen, having a sound knowledge of global trade, and GBCC+ICDT, proposed by National systems from among their members;
- individuals, being corporate heads or corporate board members representing a company which is, or becomes forthwith, a member of GBCC+ICDT,;
- individuals having the qualities and characteristics described in either of the preceding categories;
- representatives, with proven international trade business experience,; and
- persons with proven experience of modern dispute management, prevention or resolution modes, proposed by the President.

The term of office of the elected members of the Executive Board is three years. The Executive Board is, in particular, responsible for:

- recommending for election by the Global Council the Chair, the Vice-Chairs, the President, and members of the Executive Board;

- proposing organizations, legal entities and individuals referred to in Article 2 for acceptance by the Global Council as Direct Members;
- recommending to the Global Council the appointment of the Secretary General;
- appointing the members of the Committees of the Executive Board upon proposal;
- adopting GBCC+ICDT's annual budget;
- proposing to the Global Council the scale and amounts of the contributions of National systems and Direct Members;
- submitting to the Global Council the annual accounts for approval;
- deciding on possible sources for external financing;
- overseeing periodic reviews of Global Partnership Agreement implementation with a view to creating a stronger global network of National systems;
- deciding on the suspension of services to and voting rights of National systems;
- recommending to the Global Council the recognition and withdrawal of recognition of National systems;
- recommending to the Global Council the creation and termination of GBCC+ICDT working bodies,;
- approving modifications to the terms of reference of GBCC+ICDT working bodies;
- establishing, terminating and merging GBCC+ICDT Commissions as well as extending the term of their mission otherwise limited to five years;
- approving all GBCC+ICDT policy documents;
- ensuring the maintenance of high quality and relevance of GBCC+ICDT Commission activities;

The Executive Board establishes Committees to help it fulfil its responsibilities. The Committees

can be terminated and new ones can be established by the Board at its discretion;

The Committees of the Executive Board provide support and advice to the Executive Board. As such, they are responsible for reviewing and preparing material for the Executive Board, each in the area of their competence and in conjunction with other interested Committees as the case may be;

The members of the Committees of the Executive Board are appointed mainly from among its members but also from outside considering the advisability of associating personalities with specific competence;

## **Article 7: Secretary General**

The Secretary General is appointed by the Global Council upon recommendation of the Executive Board;

The Executive Board assesses periodically the performance of the Secretary General, taking into account in particular the current policies and the programs, and makes appropriate recommendations.

The Secretary General implements the strategic decisions and policies taken by the Executive Board and the program of action. The Secretary General also defines or submits general policy solutions for the GBCC+ICDT and for the drafting of regulations which are submitted for review to the Executive Board.

The Executive Board may delegate such power as it deems necessary to the Secretary General to perform his duties. The Secretary General reports thereon to the Executive Board.

The Secretary General is responsible for developing and maintaining strong working relationships with any international, governmental and non-governmental organizations whose activities are related to GBCC+ICDT's activities. In this context, the Secretary General appoints GBCC+ICDT representatives to conferences and other events to which GBCC+ICDT is invited and which are useful for its works.

The Secretary General maintains close contact with National systems, in particular by calling the meeting referred to in Article 3, monitors their activities and reports thereon to the Executive Board. He ensures proper coordination for an efficient working relationship between the National systems and GBCC+ICDT's International Back office. The Secretary General keeps a record of the admissions and deletions of the members of GBCC+ICDT as communicated by National systems.

If by reason of death, long-term disability or resignation, the Secretary General can no longer fulfil his function, the Executive Board takes all necessary measures, after having consulted and sought such advice as he deems appropriate, with a view to finding an interim solution.

## **Article 8: GBCC+ICDT Commissions**

GBCC+ICDT policy statements, recommendations and technical documents shall be normally prepared by its Commissions.

The Executive Board shall establish GBCC+ICDT Commissions and define their terms of reference upon proposal from its

Committee on Policy and Commissions. The same procedure shall be followed in case of termination or merger of Commissions.

The term of each GBCC+ICDT Commission shall be limited to five years but this period may be extended by a decision of the Executive Board upon recommendation of its Committee on Policy and Commissions.

Chairs and Vice-Chairs of GBCC+ICDT Commissions shall be appointed by the Chair for a three-year period, renewable at his discretion.

Policy statements, recommendations and other technical documents prepared by the Commissions shall be submitted to the Executive Board.

## **Article 9: Conference**

One or more Conferences of GBCC+ICDT may be held upon the invitation of a National system or of the Chair.

The purpose of the Conference is to discuss one or more specific themes of major importance to the international business and legal community, and to contribute to the action of GBCC+ICDT. The Chair shall convene and preside over the Conference.

The participants in the Conference shall be selected by National systems. The Chair may also invite persons of his choice to the Conference, including Direct Members.

## **Article 10: Resignations and Termination of Membership**

Members may terminate their membership in GBCC+ICDT by resignation.

Any member whose affiliation to a National system is terminated for any reason shall ipso facto be removed from membership in GBCC+ICDT.

Either at the request of the National system to which the member belongs, or at that of the Secretary General for Direct Members or on its own motion, the Global Council may terminate the membership of any member provided that two-thirds of the votes cast by the delegates at the relevant meeting of the Global Council judge such termination of membership to be in the best interests of GBCC+ICDT.

Any such termination of membership as set forth in the preceding paragraph shall be final.

Termination of membership shall be notified to the member by the National system to which the member belongs or, in the case of countries without a National system, by the Secretary General.

Direct Members who have not remitted their dues to GBCC+ICDT for two consecutive years shall be automatically removed from membership in GBCC+ICDT.