

国际商事争端预防与解决组织章程

The Charter of the International Commercial Dispute

Prevention and Settlement Organization

第一章 总则

CHAPTER I GENERAL PRINCIPLES

第一条 本组织名称为国际商事争端预防与解决组织（以下简称“本组织”），英文名称为：International Commercial Dispute Prevention and Settlement Organization, 缩写为 ICDPASO。

Article 1 The name of the organization is the International Commercial Dispute Prevention and Settlement Organization (hereinafter referred to as “ICDPASO”).

第二条 本组织为国际性、非营利性社会组织。主要由世界各国商业/行业协会、法律服务机构、学术研究机构等自愿结成。

Article 2 ICDPASO is an international non-governmental and non-profit organization composed of commercial institutions, trade associations, legal service providers as well as other entities around the world on a voluntary basis.

第三条 本组织遵守登记国宪法、法律、法规，遵守社会道德风尚。本组织的宗旨是提供从国际商事争端预防到解决的多元化服务，保护当事人合法权益，营造高效便捷、公平公正的营商环境，推动构建公正合理的国际经济秩序。

Article 3 ICDPASO abides by the constitution, laws, regulations and ethics of the country of registration. ICDPASO is committed to providing diversified services

relating to international commercial dispute prevention and settlement, protecting the legitimate rights and interests of the parties, fostering a business atmosphere with efficiency, fairness and justification, and promoting a more justifiable and equitable international economic order.

第四条 本组织依照中华人民共和国相关法律在中国注册登记。

Article 4 ICDPASO is registered in China in accordance with the relevant laws of the People's Republic of China.

第五条 本组织住所在中国北京市。

Article 5 The domicile of ICDPASO is located in Beijing, the People's Republic of China.

第二章 业务范围

CHAPTER II SCOPE OF BUSINESS

第六条 本组织的业务范围：

(一) 依法提供国际商事争端预防和解决服务，包括宣传培训、对话磋商、合规建设、预警防范、标准合同推广、多元化争端解决等；

(二) 举办国际会议、论坛，搭建信息交流和共享平台，探讨国际商事法律领域的热点问题；

(三) 收集整理国际商事争端预防与解决领域的意见、建议和利益诉求，参与有关国际机构或组织议题讨论、规则制定与修改等国际事务；

(四) 发布国际商事争端预防与解决方面的统计数据 and 研究报告，加强对国际商事案件的信息化管理和大数据分析，开展大数据应用，形

成出版物，建立相应资料中心；

(五) 培养和储备国际化法律人才，建立具有高尚道德水平与精良专业素质的专家队伍；

(六) 根据相关法律法规、国际条约等，与其他机构签署备忘录、合作协议或开展其他有关活动；

(七) 建立日常沟通联系机制，促进与世界其他商事组织、争端解决机构、学术机构、智库的经验交流与业务合作，共同维护公平有序的交易环境等。

Article 6 Scope of Business

(1) To provide services of international commercial dispute prevention and settlement in accordance with relevant laws, including but not limited to the following activities: publicity and training, dialogue and consultation, compliance of laws and regulations, early warning and precautionary measures, promotion of the standard contract, and diversified dispute settlement mechanism;

(2) To organize international conferences and seminars, build up a platform for information sharing and communication, and discuss issues of common concern in the field of international commercial law;

(3) To collect the opinions, suggestions, concerns and requests on the international commercial dispute prevention and settlement, participate in the international events related to the deliberation, adoption and modification of international rules under the auspices of relevant international institutions or organizations;

(4) To release statistical data and research reports concerning the international dispute prevention and settlement, strengthen capability of information management and big data analysis with respect to the international commercial cases, put big data into use, make publications and set up a data center accordingly;

(5) To cultivate legal talents with global vision, and set up expert team with high standard of morality and outstanding professional qualifications;

- (6) To sign Memorandum of Understandings and cooperation agreements with other institutes, carry out other relevant activities in accordance with relevant laws, regulations and international treaties;
- (7) To establish a mechanism for regular communication, promote experience sharing and business cooperation among commercial organizations, dispute settlement institutes, academic institutions and think tanks around the world, and jointly maintain a fair and stable international business transaction environment.

第三章 会员

CHAPTER III MEMBERS

第七条 本组织会员为单位会员。主要包括世界各国、各地区的商业/行业协会、法律服务机构、学术研究机构、法人组织等。

Article 7 ICDPASO is an institutional membership organization, mainly made up of commercial institutions, trade associations, legal service providers, academic institutions and legal entities at global, regional and national level.

第八条 申请加入本组织的会员，必须具备下列条件：

- (一) 拥护本组织的章程；
- (二) 有加入本组织的意愿；
- (三) 在所属区域和本组织的业务领域内具有一定的影响力；
- (四) 本组织认为需要的其他条件。

Article 8 Candidates applying for ICDPASO 's membership shall meet the following conditions:

- (1) Endorse and comply with ICDPASO 's Charter;
- (2) Voluntarily apply for ICDPASO 's membership;
- (3) Have significant influence in their regions and ICDPASO's business fields; and

(4) Other conditions required by ICDPASO.

第九条 会员入会的程序是:

- (一) 提交入会申请书;
- (二) 经理事会审议通过;
- (三) 由理事会授权的机构颁发会员证。

Article 9 Application procedures for membership are as follows:

- (1) To submit the application;
- (2) To be approved by the Council; and
- (3) To be granted with membership certificates by institutions authorized by the Council.

第十条 会员享有下列权利:

- (一) 本组织的选举权、被选举权和表决权;
- (二) 参加本组织举办的活动;
- (三) 获得本组织服务的优先权;
- (四) 对本组织工作进行监督, 提出批评和建议的权利;
- (五) 入会自愿、退会自由的权利;
- (六) 会员可享有的其他权利。

Article 10 ICDPASO 's members shall have the following rights:

- (1) To elect and be elected, and to vote;
- (2) To participate in activities organized by ICDPASO;
- (3) To get services provided by ICDPASO with priority;
- (4) To supervise the work of ICDPASO and to offer criticism and suggestions;
- (5) To voluntarily join or withdraw from ICDPASO;

(6) Other rights granted by ICDPASO.

第十一条 会员履行下列义务:

- (一) 遵守本组织章程, 执行本组织决议;
- (二) 维护本组织的合法权益和会员共同利益;
- (三) 积极配合本组织开展工作并完成本组织相关任务;
- (四) 按规定缴纳会费;
- (五) 向本组织反映情况, 提供有关资料;
- (六) 会员应履行的其他义务。

Article 11 Members shall fulfill the following obligations:

- (1) To comply with ICDPASO 's Charter and implement its resolutions;
- (2) To safeguard ICDPASO 's legitimate rights and interests as well as members' common interests;
- (3) To actively assist ICDPASO with its work and accomplish tasks assigned by ICDPASO;
- (4) To pay membership fees as stipulated;
- (5) To give briefings to ICDPASO and provide relevant documents;
- (6) Other obligations to be fulfilled by members.

第十二条 会员退会应提前 3 个月书面通知本组织, 自接到本组织书面确认后失去会员资格, 会员证自动失效。会员如果 1 年内无故不缴纳会费或不参加本组织活动, 经通知后 1 个月内仍未缴纳或按要求参加本组织活动的, 视为自动退会。

Article 12 A member shall inform ICDPASO in writing of its withdrawal from the organization three months in advance and its membership shall be terminated upon the receipt of written confirmation from ICDPASO. Membership is automatically

terminated if a member does not pay its membership fees or participate in ICDPASO's activities within one month upon receipt of warning when the member fails to pay the fees or participate in ICDPASO's activities without due cause for one year.

第十三条 会员发生合并、分立等情形的，其会员资格相应变更。

Article 13 In case of merger, division or other situations happened to a member, its membership shall be changed accordingly.

第十四条 会员严重违反本章程或损害会员共同利益的，经理事会表决通过，予以除名。

Article 14 Members who violate ICDPASO's Charter, or cause damage to the common interests of other members shall be expelled from ICDPASO by voting in the Council.

第四章 组织机构和负责人产生、罢免

CHAPTER IV ORGANIZATIONAL STRUCTURE, ELECTION AND DISMISSAL OF THE PERSONNEL IN CHARGE

第十五条 本组织的最高权力机构是会员大会，会员大会的职权是：

- (一) 制定和修改章程；
- (二) 选举和罢免理事；
- (三) 审议理事会的工作报告和财务报告；
- (四) 决定终止事宜；
- (五) 制定和修改理事和秘书长的产生办法；

(六) 决定组织的工作目标和重大发展规划；

(七) 决定其他重大事项。

Article 15 The General Assembly is the supreme authority organ of ICDPASO, its functions and powers shall be:

(1) To adopt and amend ICDPASO's Charter;

(2) To elect and oust members of the Council;

(3) To deliberate on and approve work reports and financial statements of the Council;

(4) To determine issues concerning dissolution of ICDPASO;

(5) To formulate and amend the method of electing members of the Council and the Secretary-General;

(6) To determine the work programme and development strategy of ICDPASO; and

(7) To make decisions on other major issues.

第十六条 会员大会须有 2/3 以上的会员出席方能召开，其决议须经到会会员半数以上表决通过方能生效。

Article 16 The General Assembly shall be convened only if at least two-thirds of all members are present, and resolutions shall be passed by the votes of at least half of attending members.

第十七条 会员大会每届 5 年，每 5 年召开一次会议。因特殊情况需要提前或延期换届的，须由理事会表决通过，报相关单位审查并经登记机关批准同意。但延期换届最长不超过 1 年。

Article 17 The General Assembly serves on a five-year term and holds one conference every five year. In case of an earlier or deferred change of term under special circumstances, it shall be approved by voting in the Council, reported to relevant authorities for review and to the registration authority for approval. However, such deferment shall not be more than one year.

第十八条 会员大会闭会期间，理事会可根据 1/3 以上会员的书面提议，筹备召开临时会员大会，讨论需由会员大会处理的重大事项。

Article 18 When the General Assembly is out of session, the Council can hold interim conferences upon written proposals by at least one-third of the members to discuss significant issues which are subject to the authority of the General Assembly.

第十九条 理事会是会员大会的执行机构，在会员大会闭会期间领导本组织开展工作，对会员大会负责。

Article 19 The Council, the authorized executive body of the General Assembly, shall run ICDPASO and be held accountable to the General Assembly when it is not in session.

第二十条 理事会的职权是：

- (一) 执行会员大会的决议；
- (二) 选举和罢免理事长、副理事长和秘书长；
- (三) 筹备召开会员大会；
- (四) 向会员大会报告工作和财务状况；
- (五) 决定会员吸收或除名；
- (六) 决定设立办事机构、分支机构、代表机构和实体机构；
- (七) 决定副秘书长的聘任；
- (八) 领导本组织各机构开展工作；
- (九) 制定内部管理制度；
- (十) 决定其他重大事项。

Article 20 Functions of the Council are as follows:

- (1) To execute the resolutions adopted by the General Assembly;
- (2) To elect the Chair, Vice Chairs of the Council and the Secretary-General;
- (3) To prepare for plenary sessions of the General Assembly;
- (4) To report work and financial situations to the General Assembly;
- (5) To decide on admission and dismissal of a member;
- (6) To decide on establishment of branches, representative offices and entities;
- (7) To decide on the appointment of Deputy Secretary-Generals;
- (8) To lead the work of all branches, offices and other subsidiaries;
- (9) To set up rules of interior management system;
- (10) To decide on other major issues.

第二十一条 理事会须有 2/3 以上理事出席方能召开，决议须经到会理事 2/3 以上表决通过方能生效。

Article 21 The Council shall hold a meeting only if two-thirds or more of the Council members are present, and resolutions shall be adopted by votes of two-thirds majority of attending members.

第二十二条 理事会每年至少召开一次会议，情况特殊可以采取通讯形式召开。

Article 22 The Council shall hold at least one meeting each year. Under special circumstances, the meeting can be held through telecommunications.

第二十三条 理事会每届 5 年，由理事长、副理事长及理事组成。理事会成员总数不超过会员 1/3。秘书长永久由居住在中国境内并具有中国国籍的人士担任，为理事会当然成员。

Article 23 The Council serves on a five-year term and shall be composed of Chair,

Vice-Chairs and council members. The membership of the Council shall not exceed one-third of the membership of the General Assembly. The Secretary General shall be an *ex officio* member of the Council, who shall be a permanent resident in China and of Chinese nationality.

第二十四条 本组织的理事长、副理事长、秘书长必须具备下列条件:

- (一) 遵纪守法、勤勉尽职, 公道正派, 个人信用记录良好;
- (二) 具备相应的专业知识、经验和能力, 在本组织业务领域内有较大影响力;
- (三) 最高任职年龄不超过 70 周岁;
- (四) 身体健康, 能正常履职;
- (五) 具有完全民事行为能力;
- (六) 不存在禁止任职的其他情形。

Article 24 The Chair and Vice Chairs of the Council and the Secretary-General shall meet the following qualifications:

- (1) To abide by laws and disciplines, be diligent and dedicated, impartial and decent, and to have a good personal credit record;
- (2) To have relevant professional knowledge, experience and capabilities, and major influence in business fields of ICDPASO;
- (3) The maximum age shall be less than 70;
- (4) To be healthy and able to fulfill responsibilities;
- (5) To have full capacity for civil conduct;
- (6) To have no other conditions that bar one from taking office.

第二十五条 本组织的理事长、副理事长、秘书长如超过最高任职年

龄的，须经理事会表决通过，报相关单位审查并经登记管理机关批准同意后方可任职。

Article 25 If the age of the Chair and Vice Chairs of the Council and the Secretary-General exceeds the limitation as stipulated, it shall be approved by voting in the Council and then reported to relevant authorities for review and to the registration authority for approval before they take office.

第二十六条 本组织的理事长、副理事长、秘书长,每届任期 5 年。理事长、副理事长、秘书长任期最长不得超过两届。上述人员因特殊情况需延长任期的，须经会员大会 2/3 以上会员表决通过，报相关单位审查并经登记管理机关批准后方可任职。

Article 26 The term of the Chair, Vice Chairs and the Secretary General shall be five years and shall not be renewed for more than one term. Under special circumstances, terms of the above-mentioned personnel can be extended with approval by votes of two-thirds majority of members of the General Assembly, and then reported to relevant authorities for review and to the registration authority for approval before they resume duties.

第二十七条 本组织法定代表人由理事长授权秘书长担任。本组织法定代表人不兼任其他团体的法定代表人。

Article 27 The legal representative of ICDPASO shall be the Secretary-General authorized by the Chair of the Council. The legal representative of ICDPASO shall not concurrently be the legal representative of other organizations.

第二十八条 本组织理事长行使下列职权：

(一) 召集和主持理事会；

- (二) 检查会员大会、理事会决议的落实情况;
- (三) 提名秘书长;
- (四) 其他应由理事长行使的职权。

Article 28 The Chair of the Council shall exercise the following powers:

- (1) To convene and chair the Council meetings;
- (2) To supervise the execution of resolutions adopted by the General Assembly and the Council;
- (3) To nominate the candidate of the Secretary-General; and
- (4) Other powers within the authority of the Chair.

第二十九条 本组织秘书长行使下列职权:

- (一) 代表本组织签署有关重要文件;
- (二) 主持办事机构日常工作, 组织实施年度工作计划;
- (三) 协调各分支机构、代表机构、实体机构开展工作;
- (四) 提名副秘书长以及各办事机构、分支机构、代表机构、实体机构主要负责人, 交理事会审议决定;
- (五) 决定办事机构、代表机构、实体机构专职工作人员的聘用;
- (六) 处理其他日常事务。

Article 29 The Secretary-General shall exercise the following powers:

- (1) To sign important documents on behalf of ICDPASO;
- (2) To be in charge of daily work and administer the implementation of annual work plan;
- (3) To coordinate work among all branches, representative offices and entities;
- (4) To nominate Deputy Secretary-Generals, the principals of branches, representative offices and entities and submit the nomination to the Council for adoption;
- (5) To decide on the employment of the full-time staff of the Secretariat, the

representative offices and other entities of ICDPASO;

(6) To handle other daily affairs.

第五章 资产管理、使用原则

CHAPTER V PRINCIPLES OF MANAGEMENT AND USE OF ASSETS

第三十条 本组织经费来源:

- (一) 会费;
- (二) 捐赠;
- (三) 政府资助;
- (四) 在核准的业务范围内开展活动或提供服务的收入;
- (五) 利息;
- (六) 其他合法收入。

Article 30 Sources of ICDPASO's funds are as follows:

- (1) Membership fees;
- (2) Donations;
- (3) Governmental endowments;
- (4) Income from approved activities or services;
- (5) Interest;
- (6) Other legitimate income.

第三十一条 本组织按照国家有关规定收取会员费。

Article 31 ICDPASO shall charge membership fees according to relevant regulations of the country of registration.

第三十二条 本组织经费必须用于本章程规定的业务范围和事业发展，不得在会员中分配。

Article 32 ICDPASO's funds shall be used for business development within the scope as stipulated in ICDPASO's Charter, and shall not be distributed among members.

第三十三条 本组织建立严格的财务管理制度，保证会计资料合法、真实、准确、完整。

Article 33 ICDPASO shall establish a strict financial management system to ensure legitimacy, truthfulness, accuracy and completeness of accounting information.

第三十四条 本组织配备具有专业资格的会计人员。会计不得兼任出纳。会计人员必须进行核算，实行会计监督。会计人员调动工作或离职时，必须与接管人员办清交接手续。

Article 34 ICDPASO shall employ qualified professional accounting personnel. Accountants shall not serve as a cashier. Accounting personnel shall carry out financial accounting and implement accounting supervision. Accounting personnel must go through the handover procedures with the takeover personnel when transferred to another post or resign.

第三十五条 本组织资产管理执行国家财务管理制度，接受会员大会和财政部门的监督。资产来源属于国家拨款或者社会捐赠、资助、赞助的，必须接受审计机关的监督，并将有关情况以适当方式向社会及会员公布。

Article 35 ICDPASO's assets management shall follow the financial management

system of the country of registration, and be subject to supervision of the General Assembly and the government financial department. ICDPASO's assets from government appropriations of the country of registration or from social donations, endowment and sponsorship are subject to supervision from audit authorities. Audit results shall be made available to ICDPASO's members and the general public as appropriate.

第三十六条 本组织换届或更换法定代表人之前必须接受登记管理机关和相关单位组织的财务审计。

Article 36 ICDPASO shall be subject to financial audits from the registration authority and relevant authorities at the end of term or prior to the change of the legal representative.

第三十七条 本组织的资产，任何单位、个人不得侵占、私分和挪用。

Article 37 Assets of ICDPASO shall not be embezzled, distributed privately or misappropriated by any entity or individual.

第三十八条 本组织专职工作人员可领取薪酬，薪酬标准根据本组织所从事的业务领域及同类性质的国际组织薪酬标准等综合因素确定。

Article 38 Full-time staff are entitled to claim the remuneration from ICDPASO, and such remuneration shall be determined through multiple factors such as the engaged specific business areas and the remuneration standard of the international organizations with similar nature.

第六章 章程的修改程序

CHAPTER VI PROCEDURES TO AMEND THE CHARTER

第三十九条 对本组织章程的修改，须经理事会表决通过后报会员大会审议。

Article 39 Amendments to ICDPASO's Charter shall be adopted by votes of the Council, and then submitted to the General Assembly for deliberation.

第四十条 本组织修改的章程，须在会员大会通过后 15 日内，经相关单位审查同意，并报登记管理机关核准后生效。

Article 40 Amendments to ICDPASO's Charter shall be submitted to the relevant authorities for review and approval within 15 days after they are approved by the General Assembly, and come into effect after ratification by the registration authority.

第七章 终止程序及终止后的财产处理

CHAPTER VII DISSOLUTION PROCEDURES AND DISPOSAL OF PROPERTY

第四十一条 本组织完成宗旨或自行解散或由于分立、合并等原因需要注销的，由理事会提出终止动议。

Article 41 If ICDPASO completes its missions or dissolves, or needs to be deregistered due to any division or merger, the Council shall propose a motion of dissolution.

第四十二条 本组织终止动议须经会员大会表决通过，并报相关单位审查同意。

Article 42 The dissolution motion shall be adopted by votes of the General Assembly and submitted to the relevant authorities for review and approval.

第四十三条 本组织终止前，须在相关单位及有关机关指导下成立清算组织，清理债权债务，处理善后事宜。清算期间，不开展清算以外的活动。

Article 43 Before dissolution, a liquidation committee shall be set up under the guidance of the relevant authorities and other related organizations to settle claims and debts and handle post-dissolution issues. ICDPASO shall not conduct any business irrelevant to liquidation during the course of liquidation.

第四十四条 本组织经登记管理机关办理注销登记手续后即终止。

Article 44 ICDPASO shall be dissolved upon completion of the deregistration procedures with the registration authority.

第四十五条 本组织终止后的剩余财产，在相关单位和登记管理机关的监督下，按照国家有关规定，用于发展与本组织宗旨相关的事业。

Article 45 ICDPASO's residual assets after dissolution shall be used for the endeavor related to ICDPASO's missions under supervision of the relevant authorities and the registration authority in accordance with relevant government regulations.

第八章 附则

CHAPTER VIII SUPPLEMENTARY PROVISIONS

第四十六条 本章程经 2020 年 9 月 29 日会员大会表决通过。

Article 46 This Charter is adopted by votes of the General Assembly on September

29, 2020.

第四十七条 本章程解释权属本组织的理事会。

Article 47 The Council of ICDPASO reserves all rights of interpretation of the Charter.

第四十八条 本章程自登记管理机关核准之日起生效。

Article 48 This Charter shall come into effect on the date when ICDPASO obtains approval from the registration authority.