

Articles of Association Of the Catalan Association for Arbitration

TITLE I DENOMINATION, PURPOSES, DURATION AND PUBLIC COMMUNICATION

Article 1. Name

The Catalan Association for Arbitration – Barcelona Arbitration Court [*Associació Catalana per a l'Arbitratge-Tribunal Arbitral de Barcelona*] (ACA-TAB) is a non-profit Association of general interest, with its own legal personality and full capacity to manage and dispose of its assets and to carry out the purposes for which it is intended.

The Association is governed in accordance with the provisions of: 1) Act 4/2008, of April 24, of the third book of the CCC, relating to legal persons, 2) Organic Law 1/2002, of March 22, regulating the right of Association and 2) its articles of association.

Article 2. Purposes

The purposes of the Association are to promote, encourage, disseminate, study, develop and foster the values of the different alternative dispute resolution procedures, such as arbitration, mediation, conciliation of interests and pacts.

For the fulfilment of the purposes set forth in the preceding paragraph, the Association, through its bodies, referred to in Article 11, develops, without being exhaustive, the following activities:

- a) To administer the arbitrations, conciliations and mediations entrusted to it, for the resolution of conflicts between the parties submitted in accordance with the legal provisions.
- b) To promote the realization, collaboration and dissemination of studies, editions, publications, congresses, seminars, courses and the like.
- c) To enter into collaboration agreements with national or international entities with similar purposes.
- d) And, in general, to carry out all the activities that contribute to the better knowledge of the diverse social agents and legal operators of the alternative procedures of conflict resolution.

Article 3. Duration

The duration of the Association is indefinite.



Article 4. Headquarters and scope of action

The Association's registered office is Barcelona (08037), at Carrer Roger de Llúria, 113, ground floor, without prejudice to the delegations that may be agreed by the Board of Directors or the Assembly. Its scope of action is worldwide and it exercises its functions mainly in Catalonia.

Article 5. Public communication: language and website

1. The official languages of the Association and of the TAB shall be Catalan, Spanish and English, without prejudice to the use of other languages.

2. The official means of public communication of the Association and the TAB is its website, the URL addresses of which are the following: www.tab.cat or www.tab.es.

Article 6. Calculation of time periods

All time periods contained in these articles of association shall be counted in calendar days.

TITLE II MEMBERS OF THE ASSOCIATION. RIGHTS AND OBLIGATIONS

Article 7. Associated legal entities

1. Corporations, associations or entities that represent collective professional or sectorial interests and assume as their own the objectives and purposes of the Association may become members of the Association. With the previous request of the interested legal entity, the status of associate is acquired by resolution of the Assembly by two thirds of the associated legal entities.

2. The legal entities must be represented by the natural person who represents them or to whom the legal entity has delegated the representation in the Association, by resolution of its governing body.

3. The Catalan Association for Arbitration shall be made up of two types of associated legal entities:

- Legal persons or entities associated with full rights: those that have assumed the payment of the financial contributions established by the General Assembly as from 1 January 2021 and expressly assume the payment of the financial contributions established at any time by the General Assembly.
- Collaborating associated legal persons: those that do not contribute to the Association's common fund, that is to say, that are not up to date with the financial contributions established by the General Assembly as from January 1, 2021, nor with those established at any time by the General Assembly.

4. The collaborating associated legal entities shall have the right to attend the General Assembly with the right to speak but not to vote, and may not form part of the Board of Directors of the Association.

5. The full associated legal entities shall lose this status, becoming collaborating associated entities should they be in arrears with their financial obligations, if so agreed by the General Assembly.

6. The collaborating associate legal entities shall obtain the status of full associate legal entities from the moment they expressly assume, before the General Assembly, the commitment to contribute to the support of the Association, by paying their corresponding contributions.

Article 8. Rights of associated legal entities

1. The rights that correspond to the full associated entities are the following:
 - a) To attend the meetings of the General Assembly with the right to speak but not to vote.
 - b) To hold office in the Association.
 - c) To elect the individuals who are to hold positions on the Board of Directors, who, by virtue of this condition, may also be members of the TAB under the terms established in Articles 18 and 28 of these articles of association.
 - d) To be recognized and publicly use the status of full members and to make use of the distinctive signs of the ACA-TAB.
 - e) To receive information on the activities of the Association.
 - f) To participate and collaborate in the activities carried out by the Association and also in the promotional events held by the TAB.
2. Collaborating member entities shall have the following rights:
 - a) To attend the meetings of the General Assembly with the right to speak but not to vote.
 - b) To elect the individuals who are to hold office as members of the TAB under the terms established in Article 28.
 - c) To be recognized and publicly use the status of collaborating members and to make use of the distinctive signs of the ACA-TAB.
 - d) To receive information on the activities of the Association.
 - e) To participate and collaborate in the activities carried out by the Association and also in the promotional events held by the TAB.

Article 9. Obligations of all associated legal entities

1. Obligations corresponding to the full associated entities:
 - a) To attend the meetings of the Assembly with the right to speak but not to vote.
 - b) To comply with and enforce compliance with the resolutions of the bodies of the Association.
 - c) To collaborate in the good functioning of the Association and in the development of the TAB.
 - d) To refrain from promoting activities that are in opposition to the aims and purposes of the Association and the TAB.
 - e) To promptly pay the fees or dues established by the Assembly.

2. Obligations corresponding to collaborating member entities:

- a) To attend the meetings of the Assembly with the right to speak but not to vote.
- b) To comply with and enforce the resolutions of the bodies of the Association.
- c) To collaborate in the good functioning of the Association and in the development of the TAB.
- d) To refrain from promoting activities that are in opposition to the aims and purposes of the Association and the TAB.

Article 10. Termination as associated legal entity

The status of associated legal entity shall be lost by:

- a) The will of the legal entity concerned upon written notification to the Board of Directors.
- b) Extinction of the corporation, association or member entity.
- c) Disciplinary sanction.

TITLE III BODIES OF THE ASSOCIATION

Article 11. Bodies of the Association

The Association has the following bodies:

- a) The General Assembly,
- b) The Board of Directors,
- c) The Advisory Council,
- d) The Tribunal Arbitral de Barcelona [*Barcelona Arbitration Court*] (TAB)

Chapter I The General Assembly

Article 12. Composition of the General Assembly

1. The General Assembly, which is constituted by all the associated entities, is the supreme body of the entity. The associated legal entities act through their respective dean, president or legal representative. In the event of delegation of representation, this shall be granted by resolution of the governing body of the associated entity and shall be formalized in writing, being specific for each Assembly.

2. The General Assembly shall be presided over by the President of the Board of Directors, who shall act with the right to speak but not to vote.

Article 13. General Assembly. Powers

The General Assembly has the following powers:

- a) To approve the balance sheet and annual accounts of the Association and the annual report of the activities of the Board of Directors.
- b) To approve the annual budget of the Association at the proposal of the Board of Directors.
- c) To elect and remove the members of the Board of Directors, assigning the positions they are to occupy.
- d) To give discharge to the Board of Directors.
- e) To agree on the form and amount of the contributions to the financing of the Association.
- f) To modify the articles of association of the Association.
- g) To decide on the acquisition, sale or encumbrance of the Association's real estate.
- h) To agree on the transformation, merger, demerger or dissolution and liquidation of the Association and the application to be made of the association's assets.
- i) To establish which associate entities are full members and which associate entities are collaborators.
- j) To accept new associated entities and agree or ratify the disciplinary termination of membership, if applicable.
- k) To agree to join or leave federations or confederations.
- l) To request the declaration of public utility.
- m) To approve the internal regulations for the application and interpretation of the articles of association at the proposal of the Board of Directors.
- n) To resolve issues not expressly attributed to any other body of the Association or those proposed by a number of associated legal entities representing at least 10% of those entitled to vote, as well as to resolve issues submitted to it by the Board of Directors, which must be included in the agenda.

Article 14. General Assembly. Meeting

1. The General Assembly shall ordinarily meet at least once a year, within the first six months of the financial year, to approve the management of the Board of Directors, the budget and the annual accounts.

2. The General Assembly must meet, on an extraordinary basis, to deal with any other matter not established in the previous paragraph in the following cases:

- If the Board of Directors deems it convenient.
- If requested by 10% of the associated entities.

Article 15. Convening of the General Assembly

1. The President of the Board of Directors shall convene the General Assembly at least fifteen days before the scheduled date of the meeting.

2. The General Assembly shall be convened by any legally admissible means, including telematic means, which provide a record of receipt of the communication. The notice of meeting shall be sent to the e-mail address that each member entity has previously designated.

3. The General Assembly shall be held on the date, at the place and at the time indicated in the notice of meeting.

4. The President and the Secretary of the Board of Directors shall attend all meetings, as President and Secretary of the Assembly, respectively, with the right to speak but not to vote.

Article 16. Meetings of the General Assembly

1. The presidency and the secretariat of the Assembly shall correspond to the persons who have been appointed to these positions in the Board of Directors of the Association or, failing that, to those chosen by the majority of those present.

2. The General Assembly shall be validly constituted when more than half of the full members, that is to say, those with the right to vote, are present or represented.

3. All members may be represented by prior written proxy, especially for each meeting, which may be formalized by means of an e-mail addressed to the person presiding over the Assembly.

4. The meetings of the General Assembly may be held in person or by telematic means.

5. Full members may attend the meetings of the General Assembly and cast their vote in person or by telematic means. Telematic voting may be used provided that the requirements of paragraph 6 below are met.

6. Meetings not held in person. Assemblies may be held without physical presence, by telematic means, when the identity of the person using the means can be assured, of which the person holding the secretariat of the Assembly must leave a record, and provided that the aforementioned means allow for continuity of communication, the possibility of intervening in the deliberations and the casting of votes. Anyone wishing to make use of these facilities must inform the President and Secretary of the Board of Directors at least three days in advance and must proceed at their own expense to use the necessary means to make this possible, guaranteeing the confidentiality of the transmission. For quorum purposes, those who use telematic means in the established manner shall be considered to be present, and the place where the meeting is held shall be considered to be the place where the President of the Assembly is located.

7. Non-meeting resolutions:

a) Assemblies may be held by means of the procedure of circulating a draft or minutes of resolution or resolutions to be adopted, provided that all the associated entities accept it beforehand and sign the minutes of resolution in conformity as a sign of having approved the holding of the Assembly.

- b) The resolution shall be deemed to have been adopted on the date of the last signature, and no more than five days may elapse between this and the first signature.
- c) The introduction of amendments or deletions in the text is equivalent to dissent.

Article 17. Resolutions of the General Assembly

1. The resolutions of the General Assembly shall be adopted by a majority vote of the full member entities. The resolutions referred to in Article 13 (f), (g) and (h) of, as well as the election of the President of the Board of Directors, require the favourable vote of three quarters of the full members. The resolutions referred to in Article 13 (c), when it is decided to remove the President of the Board of Directors before the end of the term of office, shall be adopted by a qualified majority of three quarters of the members.
2. However, in the event of a tied vote on the adoption of resolutions of the Assembly, the entity holding the office of President of the Board of Directors may, in this case only, use a casting vote.
3. The deliberations and resolutions of the Assembly shall be recorded in the minutes book, which shall be kept at the registered office under the responsibility of the person acting as Secretary of the Board of Directors. The minutes shall be drawn up and signed by the Secretary, with the approval of the person acting as President. The minutes, thus drawn up, shall be sent to the full associated entities within seven days of the meeting and shall be deemed approved if the majority of the full associated legal entities do not object within one month.
4. The resolutions are enforceable from the moment they are adopted, unless otherwise agreed or in the case of resolutions of compulsory registration.

Chapter II The Board of Directors

Article 18. Composition of the Board of Directors

1. The Board of Directors is integrated solely of the persons appointed for this purpose by the full member legal entities. Each entity shall have a designated representative.
2. For the proper functioning of the Board of Directors, it is established that this body shall be composed of the same number of members as the number of full associated entities, with the following distribution: a presidency, two vice-presidencies, the secretariat and the rest of the members who shall be members. In this sense, if the number of associates increases or the Assembly decides to increase the number of representatives for each associate on the Board of Directors, the number of members shall also increase in proportion.
3. The appointment of the members of the Board of Directors corresponds to the Assembly and shall take place according to the following election procedure:

- a) Each fully associated legal entity shall have the right to propose, on a rotating basis, a representative for the office of President. In relation to this election, the associated legal entity to which the right of proposal corresponds at any given time shall submit three candidates to the Assembly, which shall decide. These candidates for the presidency must meet the requirements of Article 22 of these articles of association.
- b) For the remaining positions on the Board of Directors, that is to say, the two Vice-presidents and the Secretary, the same procedure as in paragraph (a) shall be followed, but with the following exceptions: only one person may be proposed as a candidate and shall not be required to meet the requirements set forth in Article 22 of these articles of association.

4. The positions of the Board of Directors shall be chosen as established above, by a two-thirds majority vote of the votes of the Assembly.

5. The members of the Board of Directors, who shall be appointed for this purpose by the full associated legal entities, shall be chosen by the Assembly, by a simple majority vote of the votes of the Assembly.

6. All the members of the Board of Directors shall be elected for a period of four years, without prejudice to a single renewal for the same period.

7. In execution of the provisions of Article 13 (c) of these articles of association, when the General Assembly proceeds to the removal of the person occupying the presidency of the Board of Directors, before the end of the term of office, it shall immediately proceed to choose the person to replace the said person, from among the candidates referred to in section 3 (a) above, who shall hold office until the term of office of the person initially appointed has expired.

8. The functions of ordinary governance of the Association shall not entitle the persons forming part of the Board of Directors to any payment and, therefore, the office is not remunerated, without prejudice to the right to the advance payment and, as the case may be, to the reimbursement of duly justified expenses.

Article 19. Functions of the Board of Directors

The Board of Directors administers and represents the Association and is empowered in general to carry out the acts necessary for the fulfilment of the purposes of the Association, except those that require the approval of the same according to the law or the articles of association. Without being exhaustive, the Board of Directors has the following functions and powers:

1. Powers of representation:
 - a) To represent the Association in and out of court, exercising the actions and appeals that are within its competence for the defence of the interests of the Association.
 - b) To represent the Association before all kinds of State bodies, autonomous communities, provincial councils, autonomous bodies, civil servants, natural and legal persons in the compliance, defence and development of its purposes.

2. Powers of administration:
 - a) To organize its own functioning in order to carry out the management and governance of the Association; to create commissions, sections or organizational divisions; to establish their functions and appoint the members who are to carry them out.
 - b) To create delegations in any place.
 - c) To hire and dismiss employees; to fix their remuneration; and to contract all kinds of services and sign all kinds of documents to incorporate internships, scholarships and the like, related to arbitration.
 - d) To draft, modify and approve internal rules of conduct for the members of the Board of Directors.
 - e) To draft, modify and interpret the internal rules of the Association.
 - f) To negotiate before public or private organizations for aid and subsidies, and the use of real estate for the development of the purposes of the Association.

3. Economic and disposal powers:
 - a) With non-delegable character, to formulate the annual accounts and budgets for each financial year to be submitted to the approval of the Assembly.
 - b) To administer and manage the financial, economic and patrimonial resources of the Association in the broadest possible manner.
 - c) To establish the rates for the services rendered by the Association and the allowances and other compensations for specific acts carried out by the members of the Board of Directors.
 - d) To open current accounts and deposits of any kind in banks and financial institutions and to dispose of their funds under the terms established by the Assembly.
 - e) To enter into contracts with third parties under any title, establishing the agreements and conditions it deems appropriate.

4. Powers related to arbitration:
 - a) To draw up, modify and approve, at the proposal of the TAB, the arbitration rules, which in any case must be notarized and give it the publicity it deems necessary.
 - b) To monitor all arbitrations administered by the TAB and to defend the awards and arbitrators.
 - c) To encourage and promote legislative initiatives for the development of arbitration and alternative dispute resolution.
 - d) To promote study and research on matters related to arbitration; to negotiate collaboration agreements with other institutions and entities and to issue publications.

Article 20. Meetings of the Board of Directors

1. The Board of Directors shall meet at least once a quarter to discuss the progress of the Association.

2. The person holding the office of President shall convene the Board of Directors at least seven days prior to the date scheduled for the meeting to deal with the items on the agenda included in the notice of the meeting. The meeting may be convened by any means admitted by law, including electronic mail, which provides a record of receipt of the communication.

The person exercising the presidency shall convene the Board of Directors at the request of any member of the Board to deal with the matters that that person indicates to be included in the agenda.

3. The Board of Directors shall be validly constituted when more than half of its members are present in person or duly represented. Likewise, it shall be validly constituted if, all the members of the Board of Directors being present, they unanimously decide to hold the meeting and accept the agenda.

Each member of the Board of Directors may be represented by another member, always in writing and before the meeting is held. If it is impossible to do so in writing, this may be done by telephone to the management or to the Secretary of the Board, who shall record it in the minutes.

The Board shall be presided by the President. In the event of absence, it shall be presided by one of the persons occupying one of the two vice-presidencies, at the choice of the President or, failing this, alternatively.

4. In the event of unjustified absence of a member of the Board of Directors from more than two consecutive meetings, the absent member of the Board of Directors shall cease to hold office and shall be replaced by the member entity being represented until the term of office of the person initially appointed has expired.

Article 21. Resolutions of the Board of Directors

1. Resolutions are adopted by a simple majority of the votes of the persons in attendance. In the event of a tie, the President shall have the casting vote.

2. In cases of urgency deemed necessary by the President, resolutions may be adopted without a meeting, provided that the vote cast by each member of the Board of Directors is made in writing and sent to the President, the Secretary of the Association, or the management, by any means, including e-mail, which leaves a record of receipt of the vote.

3. The deliberations and resolutions of the Board of Directors shall be recorded in a minute book under the custody of the Secretary. These minutes shall be approved by the Board of Directors at its next meeting.

Article 22. Presidency of the Board of Directors

The President of the Board of Directors must be a jurist of recognised prestige, independent and with a minimum of fifteen years of professional practice. The term of office is four years, without prejudice to a single renewal for the same period.

Article 23. Duties of the President of the Board of Directors

The following functions of the Board of Directors shall be responsibility of the person holding the office of President:

- a) The representation and direction of the Association in all kinds of acts and legal business, judicial and extrajudicial.

- b) The signature and endorsement of the documents, minutes, correspondence and certificates issued in the name of the Association.
- c) The remaining powers pertaining to the office and those delegated by the General Assembly or the Board of Directors.
- d) To attend all assemblies with the right to speak but not to vote.
- e) To propose to the Board commissions, sections or organisational divisions and to appoint persons to carry out executive, management, director or similar functions and those organisationally convenient.
- f) To lift or limit confidentiality for justified cause, temporarily or definitive reasons, notifying those affected and leaving a written record of the reasons and urgency.
- g) To make and authorise expenditures by signing the pertinent checks or transfer orders.

Article 24. Replacement or Vacancy of the President of the Board

1. The President may be replaced by delegating specific functions. General delegations of authority or powers inherent to the office may not be made. Delegations representing the institution must necessarily be made to another member of the Board of Directors.

2. In the event of vacancy or inability to hold the office of president for any reason, as well as in the case provided for in Article 18.7, until the person holding the office of president is replaced, it is expressly established that all the powers of the president shall be exercised on an interim basis by one of the persons holding one of the two vice-presidencies, who shall act at the election of the president or, failing this, alternatively.

Article 25. Duties of the Secretariat

1. The person who holds the office of Secretary shall keep the register book of associated entities, take, draft and sign the minutes of the meetings of the Board of Directors. The Secretary shall draw up and authorise the certificates as may be required to be issued under the signature of the president and call meetings of the Board of Directors if so requested by the President. The Secretary shall perform such other duties as may be entrusted to this office by the Board of Directors.

2. In the event of the absence or inability of the person performing the duties of Secretary, the latter shall be replaced by the member appointed by the Board of Directors by majority vote, who shall continue until the absence or inability to act ceases.

Article 26. Minutes of the Board of Directors

Minutes of the meetings of the Board of Directors shall be taken by the Secretary or the person acting as such appointed by the Board. These minutes must be approved at the conclusion of the meeting or, if this is not possible, shall be forwarded to all members so that those present at the next meeting may approve or amend them. The approved minutes must be signed by the Secretary with the approval of the President and filed and bound, and also kept in an electronic format for consultation.

Chapter III The Advisory Council

Article 27. The Advisory Council

The Board of Directors shall be assisted by an Advisory Council composed of a minimum of three (3) and a maximum of nine (9) members appointed at the proposal of the Board of Directors and ratified by the General Assembly.

The appointment of the members of the Advisory Council shall be made to persons of recognised professional prestige and they shall remain in office for four (4) years from their appointment, without prejudice to a single renewal for the same period.

The Advisory Council, which shall meet at least twice (2) a year, shall receive a full report from the Court on the activities carried out and the fulfilment of its objectives. The Advisory Council shall contribute ideas, suggestions, proposals and criticisms in order to make the TAB's activity better known and better recognised with a view to extending arbitration as an alternative means of dispute resolution, especially in the commercial sphere, thereby promoting international arbitration.

Chapter IV Tribunal Arbitral de Barcelona (TAB) *[Barcelona Arbitration Court]*

Article 28. Name, functions and members of the Tribunal Arbitral de Barcelona

1. The Tribunal Arbitral de Barcelona (hereinafter TAB) *[Barcelona Arbitration Court]* is the permanent body which carries out the administration of arbitrations, in accordance with its own rules and procedure

2. The functions of the TAB are

- a) To accept arbitrations and integrate the elements necessary for their correct constitution and development.
- b) To appoint and confirm arbitrators.
- c) To organise and promote the continuous training of arbitrators.
- d) To interpret the rules of procedure of the TAB.

All the member entities of the Association, that is to say, both full members and collaborating member entities, shall be represented in the TAB. To this end, each of the institutions that make up the Association shall appoint two individuals to form part of this body and shall be members of the TAB. The term of office of the members of the TAB shall be four years, without prejudice to a single renewal for the same period.

4. The members of the TAB shall appoint among themselves two persons, who shall each hold a vice-presidency, and another person who shall act as Secretary.

5. The members of the TAB shall hold office with no remuneration, without prejudice to the reimbursement of any expenses that they may be obliged to incur in the performance of their duties.

Article 29. The Presidency, two Vice-presidencies and the Secretariat of the TAB

1. The president of the Board of Directors shall hold the office of president of the TAB. The status of president of the TAB shall depend on whether said person holds the position of president of the Board of Directors.

2. The duties corresponding to the President of the TAB are as follows:

- a) To preside the TAB.
- b) To organise and direct the TAB.
- c) To call and direct the meetings of the TAB.
- d) To monitor and process the files.
- e) To have the casting vote in the event of a tie in the adoption of resolutions.
- f) To sign or endorse the documents, minutes and correspondence issued on behalf of the TAB.

3. One of the persons holding one of the two Vice-presidencies shall substitute the President when the latter delegates representation or in cases of absence or impossibility.

4. The function of the Secretary shall be to draw up and sign the minutes of the TAB and to keep a written and bound copy, which shall be confidential and must be included in the minutes book, which must always be available at the Association's registered office. The Secretary must also keep electronic copies available to TAB members.

Article 30. Sessions of the TAB

1. The TAB shall be validly constituted when more than half of its members are present in person or duly represented. Likewise, it shall be validly constituted if, all members being present, they unanimously decide to hold the meeting, accepting the agenda.

2. The members of the TAB shall meet at least once a month, called by the person holding the office of President, unless the progress of the arbitration proceedings administered requires greater urgency, or if so required by any of the members of the Tribunal, indicating the agenda to be discussed.

3. The sessions may be held in person or by telematic means, in this case, in a manner analogous to that established in Article 16.6 for meetings of the Board of Directors.

4. The members of the TAB are obliged to keep secret all deliberations, resolutions, data or background information that they may become aware of in relation to the files of the Tribunal.

5. Minutes of the TAB meetings shall be drawn up by the Secretary or whoever acts as such designated by the members of the TAB. These minutes should be approved at the conclusion of the TAB session

or, if this is not possible, they should be transmitted to all the members of the TAB so that those present at the following TAB session may approve or amend them. The approved minutes must be signed by the Secretary with the approval of the President and must be filed and bound and, also, saved in an electronic format that allows consultation. The minutes and the book or file containing them are confidential and are only available to the President of the TAB, the other members of the Tribunal, the members of the Board of Directors and the member entities at the Association's registered office.

6. In the event of unjustified absence from more than two consecutive sessions by a member of the TAB, the individual member of this body who has been absent shall cease to hold office and shall be replaced by the associate entity which the member represents until the term of office corresponding to the person initially appointed has elapsed.

TITLE IV FINANCIAL REGIME OF THE ASSOCIATION AND ANNUAL BUDGET

Article 31. Financial resources

The financial resources of the Association are constituted by the fees of the full associated entities, which are fixed by the Assembly upon proposal of the Board of Directors; by the legacies, inheritances, donations and other subsidies that may be received; by the income received from the training activities, services and publications of the Association and any other income from the activities of the Association in accordance with the law and these articles of association.

Article 32. Accountability and budgeting

1. The financial year shall coincide with the calendar year and end on December 31.
2. The Board of Directors shall submit the annual statement of accounts to the Assembly for approval and shall present the budget of income and expenditure for the following financial year within the first six months of the year. The annual accounts must be presented, if appropriate, as required by the applicable legislation and, in any case, with a report of the activity carried out in the financial year ended and the report of the auditors. If deemed appropriate, an advance of the action plan for the following year shall be submitted. These obligations may not be delegated.
3. The accounts of the Association shall be audited annually by the professional auditors appointed by the Assembly for a period of four years, which may only be extended for periods of one year up to a maximum of four years.

TITLE V THE DISCIPLINARY REGIME

Article 33. Disciplinary proceedings

Failure by members of the Association, members of the Board of Directors and members of the TAB to comply with their respective duties and obligations shall give rise to the application of the disciplinary regime established in the following Articles:

Article 34. Typification

Infringements may be classified as minor or serious.

The following are considered minor offenses

- a) Unjustified failure to attend the Assembly, the Board of Directors and the TAB.
- b) Failure to appear at an opening hearing or at any other appointment of a file, except for reasons of force majeure.
- c) Lack of diligence in the fulfilment of the duties assumed by the members of the Assembly, the Board of Directors and the TAB.
- d) Failure to attend external events in which the representation or delegation of the Board should have been exercised, without having sought to be replaced.
- e) Failure to comply with the resolutions of the Assembly, the Board of Directors and the TAB.
- f) Misdemeanours which are classified as such in the internal regulations and in other mandatory documents for the Board.

The following shall be considered serious misconduct

- a) Repeated breach of any of the obligations set forth in articles 9, 19 and 28.2 by member entities, members of the Board of Directors and members of the TAB, respectively.
- b) Failure to comply with the duties of confidentiality, loyalty and respect for the values and principles governing the Association and the TAB.
- c) Repetition of minor offences.
- d) Misdemeanours which are classified as such in the internal rules and regulations and in any other statutory or regulatory rule which so typifies.

Article 35. Processing

1. Disciplinary proceedings shall be initiated ex officio by the Board of Directors or as a result of a complaint or communication from the General Assembly.

2. The Board of Directors shall appoint an investigator to process the disciplinary file and propose a resolution. The persons concerned shall be given a hearing for a period of ten days, after notification of the charges, in order to present allegations. Once the investigation has been completed, the instructor must submit a proposal to the Board of Directors so that the latter, within fifteen days, may adopt the final resolution, which must be reasoned.

Article 36. Penalties

Minor offences shall result in a reprimand and serious offences may result in temporary exclusion for a maximum of six months, up to definitive exclusion from the Assembly, the Board of Directors and the TAB.

Article 37. Right to review

The person sanctioned or the associate entity which has appointed the person sanctioned, who does not agree with the resolutions adopted, may request the General Assembly to review them by making the appropriate allegations within fifteen days of being notified of them. The Assembly may confirm them or agree to the resolutions of dismissal or other appropriate resolutions. To this effect, the Assembly must be convened as soon as possible.

Article 38. Precautionary suspension

The Board of Directors, when appointing the investigating person, may agree to the precautionary suspension of the person being prosecuted, who, for this reason, may not intervene in proceedings, nor in the appointment of arbitrators, nor in any other of the functions attributed and from which the prosecuted person must be relieved.

TITLE VI DISSOLUTION AND LIQUIDATION

Article 39. Dissolution

The Association is dissolved and goes into voluntary or legal liquidation for any of the following reasons:

- a) By conclusion of its social purpose, by manifest impossibility of fulfilling it or by force majeure.
- b) When so decided by the competent authority in accordance with the legislation in force on the subject of associations, without prejudice to the applicable appeals.
- c) When so resolved by the Extraordinary General Assembly convened for this purpose and with the favourable vote of two thirds of the associated entities with voting rights.
- d) For any other cause established by law.

Article 40. Liquidation

1. In the event of dissolution, the Board of Directors must automatically cease to hold office, and the Assembly shall designate the person or persons who are to carry out the liquidation operations, fixing at the same time their functions, attributions and remuneration.

2. At the discretion of the Assembly, the social patrimony shall be allocated to the public or private entity which, in the territorial scope of action of the Association, has been the most outstanding in carrying out similar purposes.

TITLE VII CONFIDENTIALITY, CONFLICT OF INTEREST AND DATA PROTECTION

Article 41. Confidentiality

1. The associated entities, the persons representing them, the members of the Board of Directors and the TAB, as well as the persons working for the association, are subject to the duty of confidentiality of all deliberations and resolutions adopted in the exercise of their functions and powers. Acceptance of the status of associate entity or of the corresponding position implies submission to the duty of confidentiality.
2. The content of all documentation transmitted to the members of the Assembly, the Board of Directors and the TAB shall also be considered confidential.
3. The members of the TAB are obliged to maintain the confidentiality of all information in the files and matters entrusted to the TAB.
4. Deliberations and resolutions which by their very nature and purpose must be of external importance or those which the Board of Directors or the TAB explicitly state as non-confidential shall be exempt from this obligation.
5. The President shall be empowered to lift or limit confidentiality for justified, temporary or definitive reasons, notifying those affected and the Board of Directors or the TAB, leaving a written record of the reasons and the urgency.

Article 42. Conflict of interest

Whenever any associated entity or member of the Board of Directors, the Advisory Council or the TAB is affected or believes that it may be affected by any type of conflict of interest or incompatibility or feels that its independence has been compromised, it must make this known without the need to justify it, which must be recorded, and it must abstain from participating in the deliberations of the corresponding body, absenting itself temporarily from the debate. These incidents must be recorded in the minutes.

In this regard, it is considered a conflict of interest and is incompatible for individuals appointed by member entities to simultaneously act as a lawyer for one of the parties in an arbitration administered by the TAB and to be a member of the Board of Directors or the TAB at that time, in any of the positions held by these two bodies.

Article 43. Data protection

The Associació Catalana per l'Arbitratge - Tribunal Arbitral de Barcelona (ACA-TAB), its members, all its bodies and the persons working for it undertake at all times to respect the legislation on the protection of personal data, contained in Regulation (EU) 2016/679 of the European Parliament and of the Council, of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and Organic Law 3/2018 of 5 December on the Protection of

Personal Data and the guarantee of digital rights; and other regulations in force and applicable in this area.

TITLE VIII

First Additional Provision. Composition of the Association

At the date of approval of these articles of association, the Association is made up of the following legal entities or associated entities, all of which are full members:

- 1st Barcelona Bar Association (hereinafter ICAB).
- 2nd Chamber of Commerce, Industry, Navigation and Services of Barcelona (hereinafter referred to as the Chamber)
- 3rd Notarial Association of Catalonia (hereinafter referred to as Notaries)
- 4º Autonomous Dean's Office of the Registrars of Catalonia (hereinafter Registrars)
- 5th Council of the Catalan Bar Association (hereinafter CICAC)
- 6th Inter-collegiate Association of Professional Associations of Catalonia (hereinafter Intercol-legal)

Second Additional Provision. Proposal of candidates for the offices of the Board of Directors

a) For the purposes of the first renewal of the offices of the Board of Directors after the approval of these articles of association, the offices shall be proposed in the following order:

- For the office of President, to the full associated legal entity that appears in first place in the list specified in the first additional provision;
- For the two Vice-presidencies, it shall correspond to the full associated legal entities that appear in second and third place in the list specified in the first additional provision;
- For the position of Secretary, it shall correspond to the full associated legal entity listed fourth in the list specified in the first additional provision;
- For the offices of Members, they shall correspond to the full associated legal entities listed in fifth and sixth place in the list specified in the first additional provision;

b) For the renewal of offices on the Board of Directors that take place once the term of office of the presidency chosen in accordance with Section a) of this additional provision has ended, and if applicable the office has been renewed in accordance with Article 18.6 of these articles of association, the right to propose the offices shall correspond:

- For the office of President, to the full member legal entity that appears in second place in the list specified in the first additional provision;
- For the two Vice-presidencies, it shall correspond to the full associated legal entities listed third and fourth in the list specified in the first additional provision;
- For the position of Secretary, to the full associated legal entity appearing in fifth place on the list specified in the first additional provision;

- For the offices of Members, to the full associated legal entities listed in sixth and first place in the list specified in the first additional provision;

c) For successive renewals, once the term of office of the presidency chosen in accordance with paragraph (b) of this second additional provision has ended and, if applicable, the office has been renewed in accordance with the provisions of Article 18 Section 6 of these articles of association, it shall be communicated with the order of rotation advancing in the list specified in the first additional provision, so that in each successive renewal, at the end of the term or terms of office of the previous presidency, the right to propose the office shall correspond to the associated entities that occupy the following place in the list of the first additional provision, following the rotation in the offices contemplated in sections (a) and (b) of this additional provision.

d) In the event that new legal entities become full members of the Association, they shall be added to the list in order of incorporation and the same procedure shall be followed as established above.

TITLE IX DISPOSICIONES FINALES

First Final Provision. Prevailing version

These articles of association are originally drafted in Catalan, but versions translated into the other official languages of the Association -Spanish and English- shall be made available. In the event of any discrepancy between the translated versions and the original, the latter shall prevail.

Second final provision. Resolution of conflicts

All questions and discrepancies arising and relating to the interpretation, fulfilment and execution of these articles of association shall be submitted to arbitration in law to the decision of the person designated by mutual agreement of the parties and, if this is not possible, the natural person who at that time is Director of the Directorate General of Legal Entities of the Department of Justice of the Generalitat de Catalunya or the body of the Public Administration that replaces that person, who, as such natural person, and not as Director, may accept the assignment or designate another person who, in such a case, shall act as arbitrator.

For the record, these articles of association were approved at the General Assembly held on 27 April 2022.