



International Chamber of Commerce

The world business organization

Constitution of the International Chamber of Commerce

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Preamble

Whereas the fundamental objective of the International Chamber of Commerce, founded in 1919, is to further the development of an open world economy with the firm conviction that international commercial exchanges are conducive to both greater global prosperity and peace among nations,

Whereas all the activities of the International Chamber of Commerce, whether of a policy or technical nature, aim:

- to promote international trade, services and investment, while eliminating obstacles and distortions to international commerce;
- to promote a market economy system based on the principle of free and fair competition among business enterprises;
- to foster the economic growth of developed and developing countries alike, particularly with a view to better integrate all countries into the world economy;

Whereas the International Chamber of Commerce is committed to fighting protectionism in all its forms, expanding the international flow of goods, services, capital and technology, making policy recommendations on a wide range of international issues and translating its principles into practical services to the business community to facilitate commercial exchanges across frontiers; and

Whereas the International Chamber of Commerce is also convinced of the paramount need of enhancing the respect of high standards, equity and good faith in international professional and business relationships;

Therefore, it is governed by the following Constitution:

Article 1

Name, Purposes, International Headquarters

1. The Organisation is called International Chamber of Commerce, also known as the "World Business Organisation" or by the acronym "ICC".
2. ICC brings together the various economic sectors in market economy countries and acts to:
 - a. represent trade, industry, finance, transport, insurance and, in general, all sectors of international business;
 - b. ascertain the views of corporations, companies, organisations, firms and individuals involved in international trade and related business operations and voice them to the relevant intergovernmental institutions and, through its National Committees, Groups and Direct Members, to their governments and other bodies in their respective countries;
 - c. assure effective and consistent action in the economic and legal fields in order to contribute to the harmonious growth and the freedom of international commerce;
 - d. provide practical and expert services to the international business community;
 - e. encourage effective rapprochement and cooperation among businessmen* in different countries and among the organisations that bring them together.
3. Since its foundation in 1919, the seat and the International Headquarters of ICC have been located in Paris.

* Throughout this Constitution, words that import the masculine gender include the feminine gender.

Article 2

Membership

1. ICC is composed of members sharing the objectives as set forth in the Preamble and contributing to its purposes stated in Article 1.2.
2.
 - a. Provided that they belong to a National Committee or a Group, the following are eligible for ICC membership:
 - national and local organisations which are truly representative of the business and professional interests of their members and which are not conducted primarily for political purposes;
 - corporations, companies, firms and other legal entities as well as individuals involved in international business activities.
 - b. In the absence of a National Committee or a Group, it is possible to become a member in accordance with the rules set forth in Article 4 hereafter.
3. The notification by a National Committee of the fact that organisations, legal entities and individuals belong to it results in their membership in ICC, unless the World Council objects to such membership at its next meeting. All members of ICC shall be entered on a register maintained by the International Headquarters.

Article 3

National Committees and Groups

Subject to the provisions of Article 2.3. hereof,

1. When the organisations, legal entities and individuals referred to in Article 2.2.a. represent the main economic sectors of their country, they may establish a National Committee of ICC by signing the Charter between the ICC World Council and the National Committee [Group]. The articles of association of a National Committee must be approved by the World Council. Their precise names are left to the discretion of their members, provided that their relationship with ICC is clearly indicated on their letterhead, publications and documentation.
2. Prior consultation with, and approval by, the World Council are prerequisite conditions for the establishment of a National Committee. The withdrawal by the World Council of its recognition as a National Committee is a prerequisite condition for its dissolution.
3. Subject to the provisions of this Article and the Charter, National Committees [Groups] freely establish their own rules.
4. In its country the National Committee
 - a. acts as a permanent liaison between International Headquarters and ICC members in their countries, notably by representing them vis-à-vis ICC, in particular in connection with World Council meetings and their representation at such meetings;
 - b. organizes activities intended to make known the work of ICC in general, and as appropriate, in coordination with International Headquarters;
 - c. works to mobilize, formulate and advocate the views of the business community in its country on the issues dealt with by ICC; it informs ICC on important issues and views affecting the business community of its country;
 - d. appoints delegates to the Commissions of ICC;

- e. provides services and information responsive to the needs of ICC members and the business community in its country;
 - f. promotes the adoption and implementation of the policies advocated by ICC by the governmental authorities, administrative agencies and other institutions with a view to their implementation in its country;
 - g. strives, by all appropriate means, to promote a better understanding and a greater application of the rules, codes, uniform commercial usages and practices established by ICC.
- 5.
- a. Each National Committee is empowered by its ICC members to select a delegation to represent them at the World Council and to cast the number of votes to which they are entitled in accordance with Article 5.4.a. This delegation constitutes the representation of the National Committee at the World Council. In the absence of such a delegation, each National Committee may appoint a proxy in accordance with Article 5.5.b to represent its ICC members.
 - b. Each National Committee must have available an administrative structure to facilitate the active participation of the members of ICC in its country in the activities of ICC. Should a National Committee no longer be able to meet this condition, the World Council may take such measures as it may deem necessary to ensure proper communication with ICC members in the country in question.
6. Each National Committee sets its membership fees so as to enable it to meet its own operational expenses as well as its financial obligations vis-à-vis ICC. Article 5.3. a. applies to a National Committee which does not fulfil such obligations.
7. Each National Committee shall communicate to International Headquarters its annual balance sheet and a statement of its income and expenses.
8. When a National Committee is declared inactive or dissolved, its members may become Direct Members in accordance with Article 4.1.

9. The permanent heads in charge of the day-to-day operation of National Committees shall meet at least once a year, normally at the International Headquarters. The permanent heads are called to such meetings by the Secretary General who also establishes the agenda.
10. When conditions so require, founders referred to in Article 3.1. may form a Group on a national or regional basis. By decision of the World Council taken by a majority of two thirds, such a Group may become entitled to participate in the meetings of the World Council and in the work of the working bodies and commissions of ICC. 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 Committee, in particular with respect to this Article. In or for any given country, either a National Committee or a Group can exist, but not both.

Article 4

Direct Members

1. Where no National Committee or Group exists, the World Council may accept the organizations, legal entities and individuals referred to in Article 2.2.a., as Direct Members, upon proposal of the Executive Board.
2. Direct Members may participate in ICC Conferences upon invitation by the Chairman.
3. They are kept informed of the work of ICC through appropriate documentation.
4. Upon proposal of the Secretary General, the World Council may decide to associate a Direct Member to the work of any ICC Commission.
5. Direct Members may participate in the meetings of the World Council, it being understood that together they shall be represented by a delegation of no more than ten persons and that due consideration shall be given to their geographical representation. The persons making up this delegation are appointed yearly by the World Council, upon proposal of the Chairman.
6. The delegation representing the Direct Members shall designate one delegate to cast the number of votes to which they are entitled pursuant to Article 5.4.a.

Article 5

World Council

1. The members of ICC, assembled in an Annual General Meeting in accordance with the conditions mentioned below, constitute the World Council, the supreme authority of ICC. The World Council ensures the implementation of the provisions of this Constitution and the Charter and exercises all the prerogatives with which it is vested.
2. Its meetings shall be chaired by the Chairman.
3. The World Council has the following prerogatives:
 - a. upon recommendation of the Executive Board:
 - it elects the Chairman, the Vice-Chairman, the Chairman of the International Court of Arbitration and members of the Executive Board;
 - it appoints the Secretary General;
 - it establishes and varies the scale and amounts of contributions of National Committees and contributions of Direct Members;
 - it approves the annual accounts;
 - it amends the Constitution of ICC and the Charter;
 - it approves in principle the establishment of new National Committees and it authorizes their founders to take the necessary measures for their establishment; it approves their Articles of Association;
 - it accepts Direct Members;

- it approves the withdrawal of recognition of a National Committee, including the prohibition to use the name and all distinctive signs of ICC, should a National Committee not fulfil its obligations towards ICC; and recognises the dissolution of the National Committee; and
 - it approves the creation and termination of ICC working bodies, the existing ones being the International Court of Arbitration, the World Chambers Federation and the Institute of World Business Law;
- b. it appoints the Vice-Chairmen of the International Court of Arbitration;
- c. it appoints the members of the International Court of Arbitration, on the proposal of National Committees;
- d. it ratifies the election of the Chairman of the ICC World Chambers Federation;
- e. it delegates the necessary powers to the Executive Board for the discharge of its overall duties;
- f. it takes major decisions concerning ICC assets, in accordance with applicable law;
- g. it appoints the external auditors.
4. a. The number of votes that may be cast by the delegation of a National Committee or its authorized proxy is fixed as follows:
- three votes for each National Committee paying three per cent or more of the total amount of contributions from National Committees to the ICC budget;
 - two votes for each National Committee paying three quarters of one per cent or more but less than three per cent of the total amount of contributions from National Committees to the ICC budget;
 - one vote for each other National Committee;
 - one vote for Direct Members taken together.

- b. 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 ICC, the quorum shall be one half.
 - c. The decisions of the World Council shall be taken by a majority of the votes cast by the delegations and proxies, 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 Committees to the budget of ICC;
 - interpretation or amendment of the Constitution of ICC;
 - recognition or withdrawal of recognition of National Committees;
 - termination of the membership of an ICC member pursuant to article 12.4.
- 5.
- a. National Committees shall notify the International Headquarters of the name(s) of the delegate(s) selected in accordance with Article 3.5.a.; such notification shall avail for three-year renewable terms, each commencing on 1 January. National Committees shall inform the International Headquarters of changes in the composition of the delegation, which may occur during any three-year-term, at least three weeks prior to the World Council meeting at which such change is to take effect. National Committees may appoint one or more alternates , within the same limits and in accordance with the same notification procedure.
 - b. The proxy is validly authorized by a National Committee or by Direct Members when the instrument of proxy appoints the Chairman or a National Committee; no National Committee can exercise more than three proxies. Proxies must be received by the Secretary General at the International Headquarters at least eight calendar days prior to the date of the World Council meeting.

6. In addition to the delegates accredited by the National Committees and delegates of Direct Members, the following persons attend ex-officio the meetings of the World Council:

- the Chairman
- the Vice-Chairman
- the Honorary Chairman
- the Chairmen of the Committees of the Executive Board;
- the Chairman of the International Court of Arbitration;
- the Chairman of the ICC World Chambers Federation.

The ex-officio members have no voting rights, unless they are appointed as accredited delegates or unless the Chairman holds a proxy.

- 7.
- a. The World Council, acting as the Annual General Meeting of ICC, shall be convened once a year by the Chairman following the closing of the accounts. The Chairman can also convene the World Council for extraordinary meetings upon requests emanating from at least ten National Committees.
 - b. The Secretary General shall attend all meetings of the World Council and be its Secretary.
 - c. The meetings of the World Council are convened upon at least six weeks' notice by the Chairman who shall establish its agenda. At the request of at least ten National Committees, the agenda shall include any issue that those national Committees 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 Committees and, as the case may be, to the Groups and Direct Members concerned.

Article 6

Executive Board

1. The Executive Board is responsible for developing and implementing the strategy, policy and programme of action of ICC as well as for overseeing the financial affairs of ICC. It is vested for these purposes with all the necessary powers.
2.
 - a. The Executive Board is composed of twenty-seven members comprising ex officio and elected members, each having equal rights.
 - b. The ex officio members are the Chairman, the Vice-Chairman, the Honorary Chairman, the Secretary General, the Chairman of the International Court of Arbitration, the Chairman of the ICC World Chambers Federation, and the Chairman of the World Business Council for Sustainable Development.
 - c. The other twenty members shall be elected by the World Council, upon recommendation of the Executive Board, from among the following four categories:
 - (i) ten senior businessmen, having a sound knowledge of ICC, proposed by National Committees from among their members to the Nominations and Human Resources Committee of the Executive Board;
 - (ii) five individuals, being corporate heads or corporate board members representing a company which is, or becomes forthwith, a member of ICC, proposed to the Nominations and Human Resources Committee of the Executive Board by any interested body or person;
 - (iii) three individuals having the qualities and characteristics described in either of the preceding categories; and
 - (iv) two representatives, with proven business experience, of chambers in ICC membership proposed by the ICC World Chambers Federation to the Nomination and Human Resources Committee of the Executive Board.
 - d. The term of office of the elected members of the Executive Board is three years.

3. a. The Executive Board is, in particular, responsible for:
- recommending for election by the World Council the Chairman, the Vice-Chairman, the Chairman of the International Court of Arbitration, and members of the Executive Board;
 - proposing organisations, legal entities and individuals referred to in Article 2.2.a for acceptance by the World Council as Direct Members;
 - submitting the election of the Chairman of the ICC World Chambers Federation for ratification by the World Council;
 - recommending to the World Council the appointment of the Secretary General;
 - appointing the members of the Committees of the Executive Board upon proposal by the Nominations and Human Resources Committee;
 - adopting ICC's annual budget;
 - proposing to the World Council the scale and amounts of the contributions of National Committees and Direct Members;
 - submitting to the World Council the annual accounts for approval;
 - deciding on possible sources for external financing ;
 - overseeing periodic reviews of Charter implementation with a view to creating a stronger global network of National Committees;
 - deciding on the suspension of services to and voting rights of National Committees;
 - recommending to the World Council the recognition and withdrawal of recognition of National Committees;
 - recommending to the World Council the creation and termination of ICC working bodies, the existing ones being the International Court of Arbitration, the World Chambers Federation and the Institute of World Business Law;

- approving modifications to the terms of reference of ICC working bodies;
- establishing, terminating and merging ICC Commissions as well as extending the term of their mission otherwise limited to five years;
- approving all ICC policy documents;
- ensuring the maintenance of high quality and relevance of ICC Commission activities;
- appointing for a two-year renewable term the Regional Coordinators who chair the Regional Consultative Groups.

b. The Executive Board may delegate some of its powers to the Chairmanship.

4. By delegation, the Executive Board acts on behalf of the World Council on all urgent matters which may arise between World Council meetings.
5. The Executive Board shall meet four times a year, or more if so requested by the Chairman or by at least six of its members; when a member is prevented from attending a meeting in person, he may participate by means of teleconferencing. The Chairman shall convene and chair the meetings and fix their provisional agendas.
6. In the absence of a consensus, the decisions of the Executive Board shall be taken by a two thirds majority of the members participating in the meeting.
7. At the annual World Council meeting, the Chairman and the Secretary General, on behalf of the Executive Board, shall report to the World Council on the various activities and decisions of ICC working bodies and commissions, and on the situation of ICC.
8. a. The Executive Board establishes Committees to help it fulfil its responsibilities. The current Committees of the Executive Board are: Nominations and Human Resources, Finance, the Global Network, Policy and Commissions, and the Governing Body for Dispute Resolution Services. The Committees can be terminated, except for the Finance Committee and the Governing Body for Dispute Resolution Services which are permanent, and new ones can be established by the Board at its discretion.;

- b. 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;
- c. 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, except for the Nominations and Human Resources Committee whose members must all be chosen from members of the Executive Board;
- d. Upon proposal of the Chairmanship, the Executive Board appoints from among its members the chairman of each Committee of the Executive Board, except for the chairman of the Governing Body for Dispute Resolution Services whom the Executive Board may at its discretion appoint from outside the membership of the Executive Board.

Article 7

Chairman, Vice-Chairman and Honorary Chairman

1. The Chairman holds the highest office in ICC, and, in this capacity, represents ICC towards third parties. He presides over the meetings of the Chairmanship, the Executive Board and the World Council.
2. The Chairman appoints the Chairmen and Vice-Chairmen of all ICC Commissions.
3. The Vice-Chairman shall assist the Chairman in the discharge of his responsibilities. The Chairman may delegate certain of his responsibilities to the Vice-Chairman. In the event of the death or resignation of the Chairman, or should he become for any other reason unable to discharge the duties of his office, the Vice-Chairman shall replace him and assume all his rights and responsibilities..
4. Every second year, the World Council shall elect the Chairman and the Vice-Chairman for a period of two years commencing the following 1 July.
5. The Vice-Chairman shall in principle succeed the Chairman.
6. For a period of two years following the end of his term of office, the Chairman, as Honorary Chairman, shall be an ex-officio member of the Executive Board and of the World Council. This mandate may be reduced to one year at the request of the incumbent.

Article 8

The Chairmanship

1. The Chairman, the Vice-Chairman and the Honorary Chairman constitute the Chairmanship, which is presided over by the Chairman.
2. The Chairmanship:
 - formulates proposals for ICC's strategy, policy and programme of action for determination by the Executive Board;
 - proposes the Chairmen of the Committees of the Executive Board for appointment by the Executive Board.
3. To ensure the effective functioning of ICC, the Chairmanship is entrusted with the right to act on behalf of the Executive Board between meetings of the Executive Board; the Chairman as head of the Chairmanship shall report regularly to the Executive Board.
4. The Chairmanship shall meet as often as necessary, and more particularly whenever an important matter has to be dealt with urgently.
5. The Secretary General acts as Secretary of the Chairmanship.

Article 9

Secretary General

1. a. The Secretary General is appointed by the World Council upon recommendation of the Executive Board;
 - b. The Executive Board assesses periodically the performance of the Secretary General, taking into account in particular the current policies and the programmes, and makes appropriate recommendations.
2. The Secretary General administers the affairs of ICC and implements its policy within the framework defined by the Executive Board. The Secretary General is, in particular, responsible for the implementation of the strategic and policy decisions taken by the Executive Board and the programme of action. He also develops proposals for ICC policy and rule-setting projects for consideration by the Chairmanship and then by the Executive Board.
3. The Secretary General manages ICC's finances and implements the budget on a day-to-day basis to ensure efficient use of ICC resources in accordance with the decisions taken by the Executive Board.
4. The Secretary General has authority, within the budget, to recruit and to manage all the staff of ICC.
5. 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.
6. The Secretary General is ex-officio Secretary of the World Council, of the Executive Board and of the Chairmanship. He provides support to, and coordinates the activities of, the World Council, the Executive Board, the Chairmanship and the Committees of the Executive Board to enable them to fulfil their responsibilities.
7. The Secretary General is charged with developing and maintaining strong working relations with international organisations, both governmental and non-governmental,

that are relevant to ICC's activities. The Secretary General appoints ICC representatives to conferences and other events to which ICC is invited and which are beneficial to its work.

8. The Secretary General maintains close contact with National Committees, in particular by calling the meeting referred to in Article 3.9., monitors their activities and reports thereon to the Executive Board. He ensures proper coordination for an efficient working relationship between the National Committees and ICC's International Headquarters. The Secretary General keeps a record of the admissions and deletions of the members of ICC as communicated by National Committees.
9. If by reason of death, long-term disability or resignation, the Secretary General can no longer fulfil his function, the Chairman takes all necessary measures, after having consulted and sought such advice as he deems appropriate, with a view to finding an interim solution.

Article 10

ICC Commissions

1. ICC policy statements, recommendations and technical documents shall be normally prepared by its Commissions. The Chairmanship may, in a case of urgency, develop and make public a general policy statement.
2. The Executive Board shall establish ICC 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.
3. The term of each ICC 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.
4. Chairmen and Vice-Chairmen of ICC Commissions shall be appointed by the Chairman for a three-year period, renewable at his discretion.
5. The following are entitled to attend the meetings of ICC Commissions:
 - a. delegates appointed by National Committees in accordance with the Article 3.4.d.;
 - b. delegates of Groups, in accordance with Article 3.10;
 - c. delegates of Direct Members, in accordance with Article 4.4;
 - d. National Commissioners; and
 - e. guests of Commission Chairmen invited to contribute their expertise for particular projects and thereby help improve the quality of Commission output.
6. Policy statements, recommendations and other technical documents prepared by the Commissions shall be submitted to the Executive Board or to the Chairmanship, notably in the case envisaged in Article 8.3., for approval, after due consultation with National Committees.

Article 11

Conference

1. One or more Conferences of ICC may be held upon the invitation of a National Committee or of the Chairman.
2. The purpose of the Conference is to discuss one or more specific themes of major importance to the international business community, and to contribute to the action of ICC. The Chairman shall convene and preside over the Conference.
3. The participants in the Conference shall be selected by National Committees. The Chairman may also invite persons of his choice to the Conference, including Direct Members.

Article 12

Resignations and Termination of Membership

1. Members may terminate their membership in ICC by resignation provided that their resignation is presented through their National Committee.
2. Any member whose affiliation to a National Committee is terminated for any reason shall ipso facto be removed from membership in ICC.
3. The list of terminations shall be submitted to the World Council for its information at its meetings.
4. Either at the request of the National Committee to which the member belongs, or at that of the Secretary General for Direct Members or on its own motion, the World 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 World Council judge such termination of membership to be in the best interests of ICC.
5. Any such termination of membership as set forth in the preceding paragraph, shall be final.
6. Termination of membership shall be notified to the member by the National Committee to which the member belongs or, in the case of countries without a National Committee, by the Secretary General.
7. Direct Members who have not remitted their dues to ICC for two consecutive years shall be automatically removed from membership in ICC.

Article 13

National Commissioners

1. Each National Committee may appoint a National Commissioner who shall be suitably qualified to act as such and be, in principle, a resident of the place where International Headquarters are located.
2. The National Commissioner represents his National Committee at International Headquarters and shall provide the Secretary General, upon his request, with information on the activities of the National Committee such as on annual accounts, publications and reports. Should the need arise, the Secretary General may request any National Commissioner to meet him for special consultations.
3. The National Commissioner regularly consults the Secretary General and the departments of International Headquarters on such issues of the programme of action of ICC which are of particular interest to his National Committee.
4. The National Commissioner shall be invited to all ICC Commission meetings. The National Commissioner shall, if so requested by his National Committee, ensure the briefing of delegates with regard to the meeting concerned and coordinate their participation.