CISG Advisory Council Bylaws

Article I

General

The CISG Advisory Council (CISG-AC) (hereinafter “Council”) was established in 2001 in Paris, France, and these Bylaws were adopted on October 21, 2013, in Beijing, China.

Article II

Purpose

The purpose of the Council shall be:

- To issue and publish opinions and declarations on the interpretation, application, and in general the role of the Convention.
- To promote a uniform interpretation of the the United Nations Convention on Contracts for the International Sale of Goods (CISG) as guided by Article Seven of the Convention.
- To follow and support further work on harmonization and unification of law in the field of international trade and commerce.
- To address issues brought to the Council’s attention via formal requests of individuals or organizations within the international community or on the Council’s own initiative.
- To issue and publish opinions and declarations in the six official languages of the CISG and in other languages prominently used in trade.

Article III

Membership and Vacancies

A. Council Members

The Council shall consist of no more than twenty members. The initial members shall be those sitting on the Council on the date these Bylaws are adopted. Council members may indefinitely serve on the Council.

B. Emeritus Members

A Council member may elect, at any time, to resign his or her position or to change his or her status to that of an emeritus member. Emeritus members serve on the Council in an advisory capacity and are entitled to attend meetings and participate therein, but they shall not be entitled to vote, do not count towards membership as defined in Article IIIA, and do not count toward quorum as set forth in Article VC. An emeritus member may not change his or her status back to a Council member unless a vacancy exists, and the change in status is approved by vote of at least two-thirds (2/3) of the sitting Council members.

C. Nominating and Approving New Members

To become a Council member, a candidate must be nominated by a current Council member and seconded by another current Council member. The nomination for a new member must be made and seconded to the Chair before or at a meeting to be initially considered. Following the nomination and second by another Council member, the Chair shall nominate two reporters to prepare a report on the candidate. The report shall outline the candidate’s qualifications and review the candidate’s writings and other materials in order to assist Council members in making an informed decision when voting on the nominee during the next meeting. The candidate’s curriculum vitae shall be distributed to members six (6) months in advance of the meeting. No later than one month before the meeting, the reporters shall submit their findings to the Chair. Council members may also send their comments to the Chair. Reports and comments will be distributed at the meeting. Approval of a new member requires an affirmative vote of at least two-thirds (2/3) of the sitting Council members pursuant to the procedures set forth below.

D. Resignation and Removal

A member may resign at any time for any reason by submitting a letter of resignation to the Secretary of the Council. Resignation may be made effective as of a date or event specified in the letter of resignation (such as upon the election of a new member to fill the vacancy thus created). A member may be removed by the vote of two-thirds (2/3) of the members then in office.

Article IV

Officers and Terms of Service

The officers of the Council shall be (1) Chair, and (2) Secretary. Officers shall assume their duties at the conclusion of the meeting at which they are elected.

A. Chair

The Chair shall preside at all meetings of the Council. He or she shall be elected from among the voting members of the Council, and shall serve a term of three years. The Chair is limited to a term of three years with the opportunity to be re-elected once, thereby allowing a member to serve as Chair for a maximum of six consecutive years. In case of unexpected absence of the Chair, an acting Chair may be appointed.

B. Secretary

The Council shall have a Secretary, who shall be responsible for preparing and preserving the minutes of each Council meeting and shall be the final authority for purposes of certifying the actions of the Council. The Secretary shall serve for a term of three years, with the opportunity to be re-appointed for additional terms. Within six months before the conclusion of such term or if a vacancy arises, Council members may nominate an individual to serve or to be re-appointed as Secretary pursuant to a procedure established by the Chair. Such an individual need not be a member of the Council. The Chair shall present the nominee or nominees to the Council, and the Council shall re-appoint or select the individual who will serve as Secretary by an affirmative vote.

Article V

Meetings

A. Regular Meetings

The Council shall meet at least once a year at such time and place as determined by the Chair in consultation with the members.

B. Special Meetings

A special meeting may be called at any time by the Chair.

C. Quorum, Voting Requirements and Proxies

A quorum shall consist of one-third of the voting members of the Council, present in person, participating by the means permitted under Article V.D, or represented by proxy. Once a quorum has been established, it shall remain established for the duration of the meeting and despite any adjournment and resumption of the same meeting.

Each voting member of the Council shall have one vote on any matter that comes before the Council for a vote. A voting member who is unable to attend a meeting may appoint another voting member of the Council as proxy to exercise that member’s vote. The appointment shall be made in writing, including by email; shall identify the meeting and, where appropriate, the matter or matters to which it applies; and shall be communicated to the Secretary before the beginning of the meeting.

A member represented by a duly appointed proxy shall be regarded as present for purposes of quorum and voting. The proxy shall indicate whether the proxy holder must vote in accordance with specified instructions or is authorised to vote in their discretion. The proxy holder may cast the appointing member’s vote in favour of, against, or in abstention on the matter concerned, within the authority conferred by the proxy.

The use of a proxy shall not dispense with or otherwise affect any notice, circulation or other procedural requirement applicable to the matter submitted to a vote.

Proxy voting under this Article shall apply only to meetings of the Council and shall not apply to committee meetings unless expressly authorised by the Council.

The affirmative vote of a majority of members present, participating or represented by proxy, and voting shall constitute an act of the Council unless these Bylaws require the affirmative vote of a greater number of members.

D. Virtual Meetings & Unanimous Consent

The Council may meet in person or by any other means or combination of means by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by such means is deemed to be present in person at the meeting on all matters, The Council may act without meeting if fifty percent (50%) of the members of the Council agree to do so; provided, however, that the election of new members may only take place according to Article V.C.

For the avoidance of doubt, where these Bylaws require an election or other decision to take place at a meeting, a member duly represented by proxy pursuant to Article V.C shall be entitled to participate in that election or decision through the proxy holder.

E. Meeting Notice, Waiver, Assent

Notice of each meeting of the Council shall be sent to each member at least thirty (30) days prior to the date of the meeting. A member may waive any notice required by these Bylaws before or after the date and time stated in the notice for the meeting. A member’s presence at a meeting waives any defect in notice. A member is deemed to have assented to any action taken by the Council unless: (1) he or she objects at the beginning of the meeting (or promptly upon arrival) to holding the meeting or transacting business, (2) the member’s dissent or abstention from the action taken is entered in the minutes of the meeting, or (3) the member delivers written notice of his or her dissent or abstention to the Secretary before adjournment or immediately after adjournment of the meeting. The right of dissent or abstention is not available to a member who votes in favor of the action taken.

Article VI

Committees

The Council may create such committees as it sees fit. The Council may delegate any and all of its powers to a committee, the actions of which shall be deemed to be actions of the Council, provided that only voting members of the Council may serve as voting members of any such committee. Except as may be specified otherwise by the Council, committees shall be governed by the quorum and voting requirements set forth by these Bylaws.

Article VII

Amendments

These Bylaws may be amended at any meeting of the Council, provided that the notice for the meetings includes a statement that the amendment will be considered at the meeting together with the text of the proposed amendment. An amendment so proposed, may be adopted by a vote of a majority of the members of the Council then in office. Amendments to these Bylaws shall enter into force immediately upon their adoption.

Article VIII

Notices & Communications

All notices and other communications required under these Bylaws may be delivered either in person or by mail, fax, email or other electronic means and may be deemed by the recipient to be authentic in the absence of reason to believe otherwise