

OPERATING BYELAWS

TITLE I. Incorporation, Organs and Address

PRELIMINARY: The Official Chambers of Commerce, Industry and Navigation have traditionally been entrusted with arbitration functions.

The Arbitration Act 36/1988 of 5 December, and the Basic Act of Official Chambers of Commerce, Industry and Navigation 3/1993, of 22 March, widened the arbitration functions of the Chambers, to which, as Public Law Corporations, parties can entrust the administration of arbitration and the appointment of arbitrators in accordance with their Rules. This Institutional arbitration has been newly promoted by Act 60/2003, of December 23, 2003, on Arbitration, which has repealed Act 36/1988 and has introduced important changes in the legal system of arbitration.

Section 1. The Supreme Arbitration Council and the Court of Arbitration are created within the Official Chamber of Commerce, Industry and Navigation of Huelva to stimulate, encourage and conduct these arbitration functions, pursuant to these Byelaws and their Rules.

The Court, furthermore, shall also have as an aim to carry out, at the parties' request, the "conciliating mission" developed in the Rules.

Section 2. The Supreme Arbitration Council and the Court of Arbitration of the Official Chamber of Commerce, Industry and Navigation of Huelva are constituted for an indefinite period of time and shall be located at the Chamber's address.

TITLE II. The Supreme Arbitration Council

Section 3. The Supreme Arbitration Council shall be made up of a total of twelve members; in particular, it will be made up of the President of the Official Chamber of Commerce, Industry and Navigation of Huelva, five members appointed by its plenary session, one of which shall be at the proposal of the Legal, Arbitration and New Companies Commission amongst its members, and the other six shall be the representatives appointed to that end by the College of Notaries Public of Seville, two representatives, and one each by the Professional College of Lawyers, of Economists, Huelva University and by the Corporation's tutelary Administration.

If any of the member institutions should fail to appoint representatives, the Chamber's plenary session may invite representatives from institutions or associations interested in the Arbitration Institution to cover the vacancies.

Section 4. The Supreme Arbitration Council is the supreme organ of government and representation of the arbitration institution and its agreements are binding to all its members and its depending organs. It shall have the following functions:

- 1.- At the proposal of its President, the appointment and dismissal of the members of the Court of Arbitration.
- 2.- At the proposal of the Court of Arbitration the annual approval of the List of Arbitrators.
- 3.- Approval of the Schedule to the Arbitration Rules that will contain the rates that will determine the registration fees, conciliators' and arbitrators' fees and administrative expenses, as well as the rules for their distribution and deposit by the parties, and, where appropriate, the remuneration of the members of the Court of Arbitration.
- 4.- Approval of the Annual Report of Activities, of Annual Budgets of Revenues and Expenses and their Settlements.
- 5.- At the Court's proposal, to enter into cooperation agreements with other organisms and institutions for arbitration matters.

6.- To submit to public authorities suitable proposals in arbitration matters.

Section 5. The President of the Chamber of Commerce, Industry and Navigation of Huelva will undertake the Chair, and will officially represent the arbitration Institution, will call and chair Council meetings and conduct the debates.

The Supreme Arbitration Council shall have two Vice-presidents, whose functions shall be to substitute the President according to their order, in case of illness or absence, or to perform those functions assigned by the Council in each case.

Section 6. The term as member of the Council shall be four years, with the possibility of successive re-elections, unless they cease to hold office in the organisms that they represent, in which case they would also cease to belong to the Supreme Council.

Members of the Council that are also members of the Chamber's plenary session shall resign from the Supreme Council if they lose membership of the plenary session.

If there are vacancies, they shall be covered by the institutions or organisms that they represent.

Section 7. The Supreme Arbitration Council shall meet at least once a year and within the first six months or when its President so requests it or a third of its members so requests it.

The Council shall be validly constituted when, at least, a simple majority of its members attend the meeting, it being necessary, in any case, the

presence of the President and the Secretary or, where appropriate, their substitutes.

Agreements shall be adopted by a majority of votes, and the President or whomsoever shall exercise his/her functions shall have the casting vote in case of equality.

Title III. The Court of Arbitration

Section 8. The Court of Arbitration shall be made up of five members appointed by the Supreme Arbitration Council, at its President's proposal, four of which must belong to the Distinguished Bar Association of Huelva, from amongst those Attorneys, who are practising and have acknowledged professional prestige; however, whenever possible, one of them shall be substituted by a Magistrate living in Huelva who is not practising, having reached the age of retirement. The fifth member must belong to the Distinguished College of Notaries Public of Seville and must hold residence in Huelva.

Section 9. The Court of Arbitration is the organ entrusted with the conciliating mission and the administration and supervision of arbitrations that are submitted to it, pursuant to the functions that are assigned to it in the Byelaws and Rules. It shall have the following functions:

1.- Admitting the requests for arbitration that are lodged before it, controlling, supervising and giving advice and assistance in the development of the arbitration proceedings, solving any unforeseen circumstances that may arise, pursuant to the Rules, and interpreting, as the case may be, the Rules.

2.- Drawing up the List of Arbitrators, that shall be proposed to the Supreme Council for its approval, chosen from practising Attorneys and persons with acknowledged professional or business prestige and independence.

- 3.- Appointing arbitrators pursuant to the provisions of the Rules.
- 4.-Substantiation, if required, of the “conciliating mission”, pursuant to the provisions of the Rules.
- 5.- Setting the “deposit” in the form and with the effects provided in the Rules.
- 6.- Drafting the Annual Report of Activities, Annual revenue and expenses budgets and their Settlements.
- 7.- Drafting all reports and rulings that are requested of it regarding the problems arising from the practice of commercial arbitration, both internal and international, as well as the study of arbitration fees.
- 8.- Proposals in arbitration matters so that, through the Supreme Council, they may be submitted to public authorities.

Equally, it is responsible for proposing to the Supreme Council the entering into cooperation agreements with other organisms and institutions specialized in arbitration matters.

- 9.- Any other activity that is not expressly entrusted to other organs.

Section 10. The Court shall elect a President from amongst its members who shall organise its operation in the manner that best guarantees the efficient performance of its duties.

Section 11.The term of office in the Court of Arbitration shall be four calendar years, although the Supreme Arbitration Council may extend appointments for subsequent equal periods of time.

Section 12. It must necessarily meet in plenary session at the request of its President, or when at least two of its members request it, as often as required by the performance of its duty.

It may act in plenary session or through any of its members, through the appropriate delegation, which may be permanent.

In no case may the functions specified in items 1, 2, 3 and 8 of section 9 of these byelaws be delegated.

Section 13. For the valid constitution of the Court, as far as holding meetings, deliberations and reaching agreements is concerned, the presence of, at least, the simple majority of its members is required, adopting agreements by a majority of votes, the President having the casting vote in the event of a tie. Debates and agreements adopted within the Court are confidential.

Section 14. When any member of the Court has an interest in the dispute subject to arbitration, said member will be declared in conflict of interest to participate in any decision that may affect said dispute.

In this case, attendance and majority quorum provided for in the previous section will automatically refer to de facto members of the Court.

Title IV. Secretariat

Section 15. The Secretariat is the administrative organ in charge of managing anything necessary for the running of the Arbitration Institution. Its head shall be the Secretary General of the Chamber, who may delegate permanently in the Corporation's attorney. It shall carry out all the duties entrusted by the Rules to the Secretariat, and shall be specifically charged with the following functions:

1.- To observe all the instructions it receives, both from the Supreme Arbitration Council and the Court of Arbitration, assisting in the fulfilment of agreements made by the Supreme Arbitration Council and executing agreements and decisions made by the Court of Arbitration.

2.- It will attend the sessions of the Council and the Court with authority to speak but not to vote and take the minutes of deliberations and agreements, and will record them in the corresponding minute book that will remain in its custody.

Title V. Financial Regime

Section 16. Upkeep and expenses of the arbitration institution, as well as the remuneration of its staff shall be covered by the accrual and payment of official administrative expenses fees.

The Official Chamber of Commerce, Industry and Navigation of Huelva shall pay or advance the necessary amounts for the performance of the Arbitration Institution.

The different posts in the Supreme Arbitration Council shall not be remunerated in any way. Those of the Court of Arbitration and of the Secretary, shall likewise be not remunerated until the Supreme Arbitration Council decides otherwise.

ADDITIONAL PROVISION

These Byelaws are a complimentary document to the Arbitration Rules and as such must also be registered before a Notary Public.