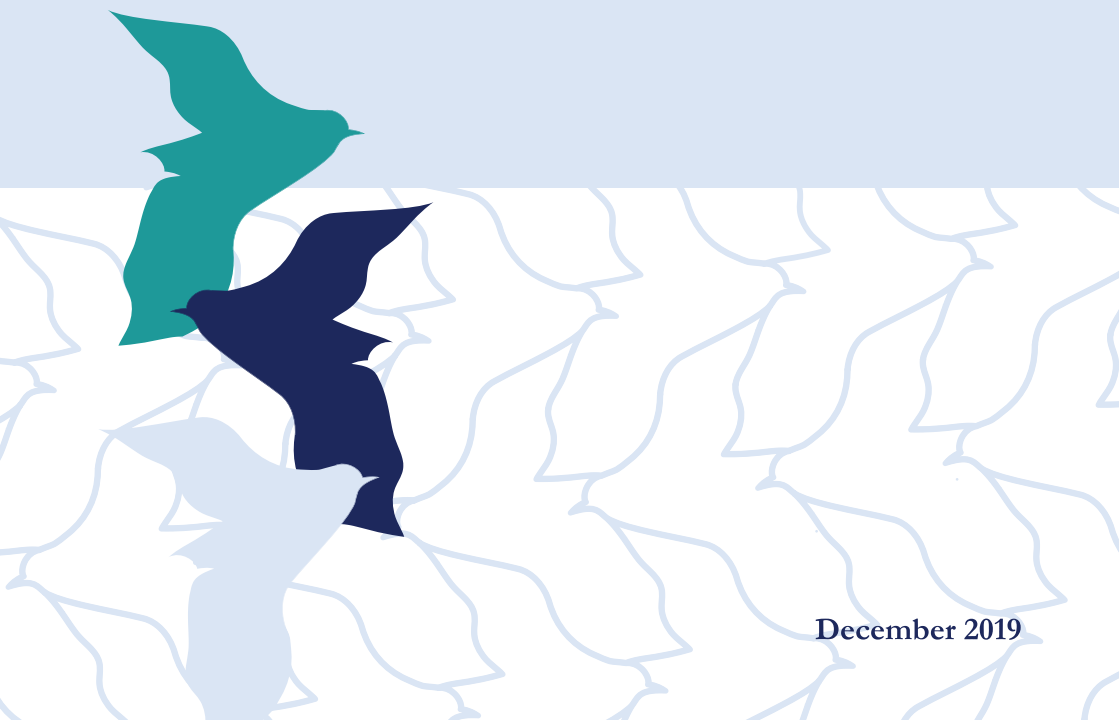


The Hague Rules On Business and Human Rights Arbitration



December 2019

Code of Conduct

The Code of Conduct forms an integral part of the Hague Rules on Business and Human Rights Arbitration. Its application can also be agreed to in arbitrations conducted under other rules of procedure. The provisions of the Code of Conduct have been elaborated on the basis of international best practices, similar codes under various international instruments and other ethical standards such as the [IBA Guidelines on Conflicts of Interest in International Arbitration](#), but in some cases adopt stricter requirements due to the nature of business and human rights disputes.

Definitions

- (a) “Affiliate” encompasses all companies in a group of companies, including the parent company.
- (b) “Close family member” refers to a spouse, sibling, child, parent or life partner, in addition to any other family member with whom a close relationship exists.
- (c) “the Rules” refer to The Hague Rules on Business and Human Rights Arbitration.

1. General Duties

At all times, arbitrators shall:

- (a) Be, and reasonably appear to be, independent and impartial;
- (b) Avoid impropriety as well as any reasonable perception of impropriety;
- (c) Avoid direct and indirect conflicts of interests;
- (d) Respect the confidentiality of the arbitral proceedings;
- (e) Observe high standards of conduct that preserve in all respects the integrity of the arbitral proceedings; and
- (f) Act diligently, fairly and in a timely manner.

2. Duty of Disclosure

1. Prior to appointment as an arbitrator under these Rules, a person approached in connection with their possible appointment as an arbitrator (the “candidate”) shall disclose any interest, relationship or matter that could reasonably¹ be considered as affecting their independence or impartiality, or that might otherwise give rise to a reasonable perception of impropriety. An arbitrator, from the time of their appointment and throughout the arbitral proceedings shall without delay disclose any such circumstances to the parties and the other arbitrators unless they have already been informed by them of these circumstances. To this end, a candidate or arbitrator shall make all reasonable efforts to become aware of such interests, relationships and matters. The disclosure obligations of candidates and arbitrators shall conform to international best practices.

2. Candidates shall disclose at least the following interests, relationships and matters:

- (a) Any financial interest of the candidate or arbitrator:
 - i. in the proceeding or in its outcome; and
 - ii. in any other administrative, judicial or arbitral proceeding that involves any of the same issues that may be decided in the arbitral proceedings under these Rules;
- (b) Any financial interest of the candidate’s or arbitrator’s employer, partner, business associate or close family member:
 - i. in the proceeding or in its outcome; and
 - ii. in any other administrative, judicial or arbitral proceeding that involves any of the same issues that may be decided in the arbitral proceedings under these Rules;
- (c) Any past or existing² financial, business, professional, close family or close personal relationship with the parties or their affiliates or

¹ The use of the terms “reasonable” and “reasonably” throughout this Code of Conduct, in the same manner as the use of the term “justifiable” in Article 11 of the Rules, is meant to establish an objective standard, i.e., the view of a reasonable and informed third party, rather than the subjective view of a party involved in the dispute.

² For the purposes of this Code of Conduct, “existing” relationships include reasonably expected future relationships.

representatives, or any such relationship involving a candidate's or arbitrator's employer, partner, business associate or close family member;

- (d) Public advocacy or legal or other representation concerning issues closely related to the dispute in the proceeding or involving the same matters;
- (e) All past and pending arbitral appointments made by any of the parties or their affiliates or close family members;
- (f) All pending appointments made by any of the parties' representatives and law firms involved in the dispute, as well as any such appointments made in the previous five years;
- (g) All pending work as a party representative, expert or in any other role in any matter for or adverse to any of the parties involved in the arbitration, including the parties' representatives, law firms, expert companies and financial institutions, as well as any such work performed in the previous five years; and
- (h) The nature and content of any pre-appointment contact between a party or its representatives and a candidate.

3. The disclosure obligations set out in paragraphs 1 and 2 above shall not be construed in such a way that the burden of detailed disclosure makes it impractical for qualified individuals to serve as arbitrators. Candidates and arbitrators are not required to disclose interests, relationships or matters whose bearing on their role in the arbitral proceedings would be trivial.

3. Independence and Impartiality of Arbitrators

1. An arbitrator shall not, directly or indirectly, incur any obligation or accept any benefit that would in any way interfere, or reasonably appear to interfere, with the proper performance of their duties.

2. An arbitrator shall not use their position on the arbitral tribunal to advance any personal or private interests and shall avoid actions that may create the impression that others are in a special position to influence them in respect of the arbitration.

3. An arbitrator shall not allow financial, business, professional, family or social relationships or responsibilities to influence their conduct or judgement in respect of the arbitration.

4. An arbitrator shall avoid entering into any relationship or acquiring any financial interest that is likely to affect their independence and impartiality or give rise to a reasonable appearance thereof, or that might otherwise give rise to a reasonable appearance of impropriety.

4. Duties of Arbitrators, Candidates and Former Arbitrators

1. An arbitrator shall not delegate the duty to decide the dispute to any other person. An arbitrator shall ensure that their assistants and staff, as well as any tribunal secretaries, comply with the provisions of this code.

2. For the duration of the arbitral proceedings under these Rules, an arbitrator shall not act as party representative, party-appointed expert or witness in any other administrative, judicial or arbitral proceeding that involves any of the same issues that may be decided in the arbitral proceedings under these Rules.

3. Under no circumstance shall a candidate or arbitrator discuss with any party any jurisdictional, substantive or procedural issue relevant to the dispute except in the presence of all other parties.

4. All former arbitrators shall avoid actions that may create the reasonable appearance that they lacked independence or impartiality in carrying out their duties or derived advantage from the decisions of the arbitration panel.

5. Confidentiality

1. No arbitrator or former arbitrator shall at any time disclose or use any non-public information concerning a proceeding or acquired during a proceeding except for the purposes of that proceeding, except with the consent of all parties or where and to the extent disclosure is required by legal duty, to protect or pursue a legal right or in relation to legal proceedings before a court or other competent authority. Any arbitrator or former arbitrator shall not, in any case, disclose or use any such

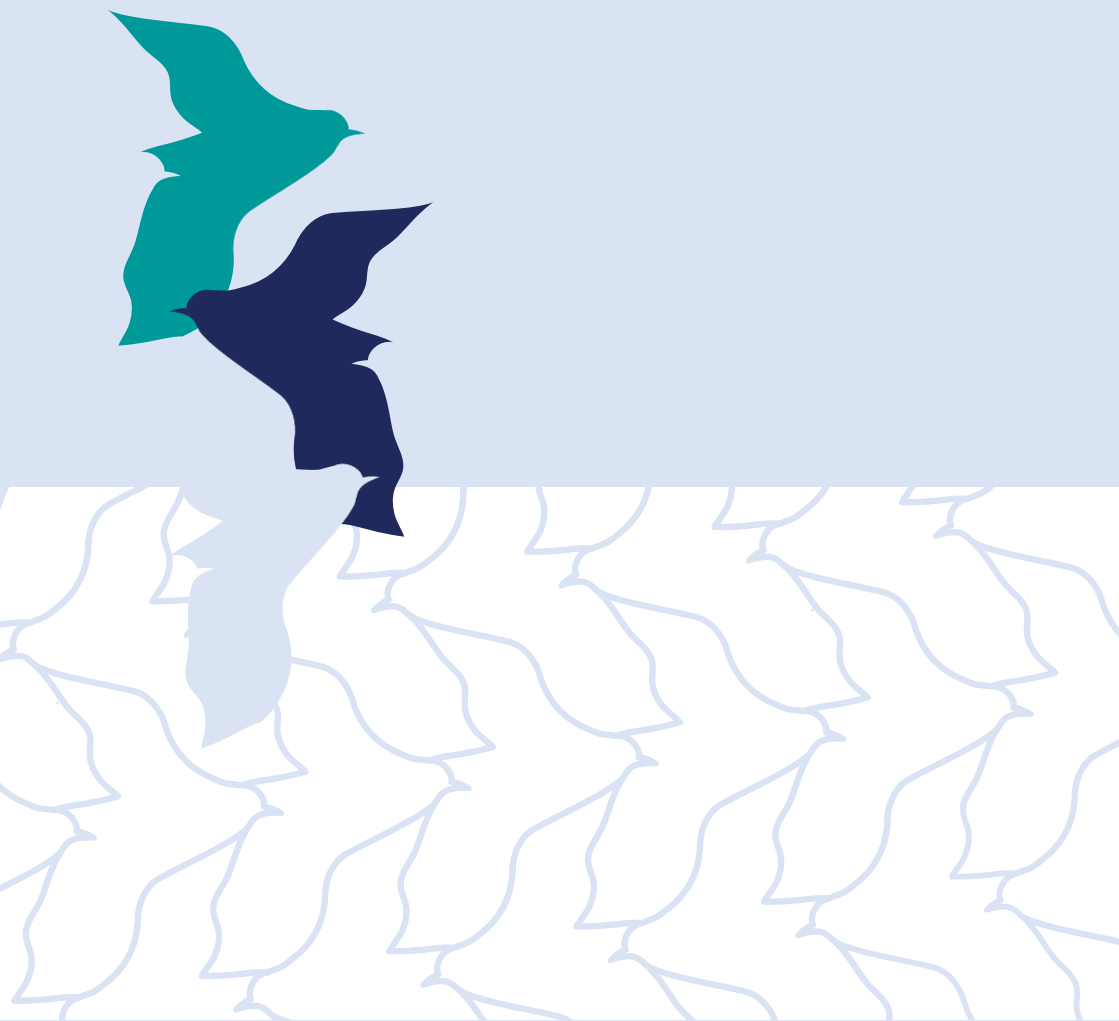
information to gain personal advantage or advantage for others or to adversely affect the interest of others.

2. An arbitrator or former arbitrator shall not at any time disclose the deliberations of the arbitral tribunal or any member's view.

6. International Best Practices

1. For matters governed by but not expressly settled in the Code of Conduct, the Code of Conduct shall be interpreted and applied in light of international best practices.

2. A Code of Conduct Committee may be established by the Permanent Court of Arbitration or a body designated by the Permanent Court of Arbitration. The Code of Conduct Committee may revise and update the Code of Conduct. The Code of Conduct Committee may also serve other functions, including in connection with actual or potential violations of this Code.



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