

ANNEX 14B CODE OF CONDUCT

Definitions

1. For the purposes of this Annex:

arbitrator means a member of an arbitral tribunal established under Article 14.10 (Composition of the Arbitral Tribunal);

assistant means a person who, under the terms of appointment by an arbitrator, conducts research or provides other professional assistance for the arbitrator;

expert means a person or body from whom the arbitral tribunal seeks information and technical advice pursuant to Rules 28 to 30 (Role of Experts) of the Rules of Procedure in Annex 14A (Rules of Procedure);

proceeding, unless otherwise specified, means an arbitral tribunal proceeding under this Chapter; and

staff means persons under the direction and control of the arbitral tribunal or of an arbitrator, other than assistants.

Responsibilities to the Process

2. Every arbitrator shall avoid impropriety and the appearance of impropriety, shall be independent and impartial, shall avoid direct and indirect conflicts of interests and shall observe high standards of conduct so that the integrity and impartiality of the dispute settlement process are preserved.

Disclosure Obligations

3. Prior to confirmation of his or her appointment as an arbitrator under this Agreement, a candidate shall disclose any interest, relationship or matter that is likely to affect his or her independence or impartiality or that might reasonably create an appearance of impropriety or bias in the proceeding. To this end, a candidate shall make all reasonable efforts to become aware of any such interests, relationships and matters. The candidate shall disclose such interests, relationships and matters by completing and providing the Undertaking Form attached to this Annex to the Joint Committee for consideration by the Parties.

4. Without limiting the generality of the obligation in Rule 3, candidates shall disclose the following interests, relationships and matters:

(a) any direct or indirect financial, business, property, professional or personal interest, past or existing, of the candidate:

(i) in the proceeding or in its outcome; and

(ii) in an administrative, arbitral or court proceeding or another tribunal or committee proceeding that involves an issue that may be decided in the proceeding for which the candidate is under consideration ;

(b) any financial, business, property, professional or personal interest, past or existing, of the candidate's employer, partner, business associate or family member:

(i) in the proceeding or in its outcome; and

(ii) in an administrative, arbitral or court proceeding or another tribunal or committee proceeding that involves issues that may be decided in the proceeding for which the candidate is under consideration;

(c) any past or existing financial, business, professional, family or social relationship with a person or entity that has an interest in the proceeding, or the Party's counsel, representative or adviser, or any such relationship involving a candidate's employer, partner, business associate or family member; and

(d) public advocacy, including statements of personal opinion, or legal or other representation concerning an issue in dispute in the proceeding or involving the same type of goods, services or investments.

5. Once appointed, an arbitrator shall continue to make all reasonable efforts to become aware of any interests, relationships and matters referred to in Rules 3 and 4 and shall disclose them by communicating them in writing to the Joint Committee for consideration by the Parties. The obligation to disclose is a continuing duty, which requires an arbitrator to disclose any such interests, relationships and matters that may arise during any stage of the proceeding.

6. This Annex does not determine whether or under what circumstances the Parties will disqualify a candidate, or an arbitrator from being appointed to or serving as a member of an arbitral tribunal, on the basis of disclosures made.

Performance of Duties by Arbitrators

7. In addition to this Annex, an arbitrator shall comply with the provisions of the Chapter 14 (Dispute Settlement) and Annex 14A (Rules of Procedure).

8. Upon appointment, an arbitrator shall perform his or her duties thoroughly and expeditiously throughout the course of the proceeding with fairness and diligence.

9. An arbitrator shall consider only those issues raised in the proceeding and necessary to issue the reports and rulings of the arbitral tribunal and shall not delegate any of his or her duties to any other person, except as provided for in Rule 12 of Annex 14A (Rules of Procedure).

10. An arbitrator shall take all appropriate steps to ensure that his or her assistants and staff are aware of, and comply with this Annex, *mutatis mutandis*.

11. An arbitrator shall not engage in *ex parte* communications concerning the proceeding.
12. An arbitrator shall not communicate matters concerning actual or potential violations of this Annex unless the communication is to both Parties or is necessary to ascertain whether that arbitrator has violated or may violate this Annex.

Independence and Impartiality of Arbitrators

13. An arbitrator shall be independent and impartial. An arbitrator shall act in a fair manner and shall avoid creating an appearance of impropriety, bias or that he or she would benefit from the decision or ruling of the arbitral tribunal.
14. An arbitrator shall not be influenced by self-interest, outside pressure, political considerations, public clamor, loyalty to a Party, or fear of criticism.
15. An arbitrator shall not, directly or indirectly, incur any obligation or accept any benefit that would in any way interfere, or appear to interfere, with the proper performance of the arbitrator's duties.
16. An arbitrator shall not use his or her position on the arbitral tribunal to advance any personal or private interests. An arbitrator shall avoid actions that may create the impression that others are in a special position to influence the arbitrator.
17. An arbitrator shall not allow past or existing financial, business, professional, family or social relationships, or responsibilities to influence the arbitrator's conduct or judgment.
18. An arbitrator shall avoid entering into any relationship, or acquiring any financial interest, that is likely to affect the arbitrator's impartiality or that might reasonably create an appearance of impropriety or bias.

Obligations of Former Arbitrators

19. A former arbitrator shall avoid actions that may create the appearance that he or she was biased in carrying out his or her duties or derived advantage or benefit from the decisions or rulings of the arbitral tribunal.

Maintenance of Confidentiality

20. An arbitrator or former arbitrator shall not at any time disclose or use any non-public information concerning a proceeding or acquired during a proceeding except for purposes of the proceeding and shall not, in any case, disclose or use any such information to gain personal advantage or advantage for others or to affect adversely the interest of others.
21. An arbitrator or former arbitrator shall not disclose an arbitral tribunal report or parts thereof prior to its publication.

22. An arbitrator or former arbitrator shall not at any time disclose the deliberations of an arbitral tribunal or any arbitrator's view except as required by law.

Mediators and Conciliators and Experts

23. The provisions described in this code of conduct shall apply, *mutatis mutandis*, to mediators, conciliators and experts.

UNDERTAKING

IN THE MATTER OF PROCEEDING (TITLE)

I have read the Code of Conduct for dispute settlement procedures for the Viet Nam- Israel Free Trade Agreement (the Code of Conduct) and affirm that I comply with the standards and obligations set out in that Code of Conduct.

To the best of my knowledge there is no reason why I should not accept appointment/selection as an arbitrator/mediator/conciliator/assistant/expert in this proceeding.

The following matters could potentially be considered to affect my independence or impartiality, or might create an appearance of impropriety or an apprehension of bias in the proceeding:

[Set out the details of any interests covered by paragraph 3, and in particular all relevant information covered by paragraph 4.]

I recognize that, once appointed/selected, I have a continuing duty to uphold all obligations specified in this Code of Conduct including to make all reasonable efforts to become aware of any interest, relationship, or matter referred to in this Code of Conduct that may arise during any stage of the proceedings. I will disclose in writing any applicable interest, relationship, or matter to the Parties as soon as I become aware of it.

Signature _____

Name _____

Date _____