

ciarb.

Regulations of the Chartered Institute of Arbitrators (Ciarb)

Made Pursuant to Charter Article 8.3





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Preamble and Principles for the Running of the Ciarb Annual General Meeting, Committees and Boards

The Board of Trustees has agreed that the following principles should apply to the committee structure:

- The structure should reflect the nature of the Institute's governance structure.
- The principle of global representation that applies to the Board of Trustees should also be applied to identifying and selecting the membership of committees so as to allow members from the three main disciplines of arbitration, mediation and adjudication who have the most appropriate qualities and expertise to participate, irrespective of geography or domicile.
- The structure should encourage committees to achieve their primary purpose of developing policy recommendations and provide efficient member oversight of its implementation, without undue overlap of responsibilities.
- Physical meetings should be kept to a minimum and committees should support their work by the best use of technologies such as video conferencing and e-meeting software to enable virtual meetings and multilocation participation in debates and achievement of their work programme.
- Chairmen should ensure that committees achieve their required tasks by the most economic means. Holding physical meetings is the most expensive way of conducting meetings. Other forms of holding meetings, including videoconferencing, should not give rise to significant costs.

1. **Interpretation**

- 1.1 In the event of any uncertainty about the meaning or interpretation of any of these Regulations the matter shall be referred to the Chairman of the Board of Trustees of the Institute who shall decide thereon.
- 1.2 Where appropriate, words denoting a singular number only shall include the plural and vice versa and references to the masculine shall include the feminine and neuter genders and vice versa.

2. **Boards, Committees, Panels and Officers**

Meetings of Boards and Committees may be conducted in one of the following ways:

Physical meeting;
Telephone conferencing;
Video conferencing
Meeting conducted by email;
Any other electronic system for instantaneous communication; or
Any combination of the above

In the case of a meeting conducted by email, the Chairman shall, when calling the meeting, stipulate a time period ("the time period") over which the meeting is to be conducted; discussion by email between committee members shall take place strictly within the time period. A vote on the resolution shall be taken at the end of the time period. For quorum purposes, an individual board or committee member is deemed to be present, when notified of the meeting by the Chairman, unless (i) the Chairman receives an email reply (whether automatic or otherwise) from a committee member stating that the member is not reading emails or is away from their office and/or (ii) a committee member fails to email the Chairman at the end of the time period as to their vote or abstention (as the case may be). In either case such member is not present at the meeting.

3. **Governance of the Chartered Institute of Arbitrators**

- 3.1 The Board of Trustees of the Institute is established by Article 8 of the Royal Charter of the Chartered Institute of Arbitrators. Its powers and functions are set out in that Article and further detailed in Bye-law 2 and its freedom of delegation of authority in Bye-law 17. The Board of Management of the Institute is established by Article 13 of the Charter and its powers and functions are set out in Bye-law 5. The Executive¹ is established by Article 6 of the Charter and its powers and functions are set out in Bye-law 8.
- 3.2 In accordance with Article 8.1 of the Charter and the duties imposed on trustees by the Charities Law of England and Wales all powers and strategic policies of the Institute are vested in the Board of Trustees.

¹ The definition of "Executive" in the Bye-Laws means this wording is superfluous

- 3.3 All powers and strategic policies of the Institute are vested in the Board of Trustees as a whole and in accordance with the arrangements for meetings of the Board of Trustees in Bye-law 2. No powers or strategic policies of the Institute are vested in, nor can any be exercised by individual trustees.
- 3.4 In accordance with Article 8.1(2) of the Charter the Board of Trustees shall exercise the powers and functions of the Institute and fulfil the duties imposed on trustees by the Charities Law of England and Wales by the proper and reasonable delegation of functions, duties and responsibilities of management and control of the Institute to a Board of Management, Committees and the Executive of the Institute to the extent set out in these Regulations.
- 3.5 In accordance with Bye-law 17.1 the Board of Trustees has set out in writing the terms of its delegation of authority here in these Regulations. The Board of Trustees delegates:
- (i) the supervision of the day to day management of the affairs and finances of the Institute to the Board of Management. The functions, duties and responsibilities set out in Regulation 5 are the extent of the delegation to the Board of Management.
 - (ii) all the functions, duties and responsibilities of the implementation of strategy and day to day management of the affairs and finances of the Institute to the Executive. The functions, duties and responsibilities set out in Regulation 6 are the extent of the delegation to the Executive.
 - (iii) all the relevant functions, duties and responsibilities necessary for their operation to the Committees of the Institute. The functions, duties and responsibilities set out in Regulations 9 – 18 are the extent of the delegation to the Committees.
- 3.6 Except in exceptional circumstances the Board of Trustees shall respect the terms of the delegations it has made and not itself exercise any of the functions, duties and responsibilities delegated to the Board or Management, Executive or Committees without first revoking the delegation.
- 3.7 In accordance with Bye-law 5.7 the requirements for the reporting of the affairs of the Institute to the Board of Trustees in order for them to fulfil their role of general oversight are set out in Regulation 7.
- 3.8 The arrangements for the development and implementation of the overall strategy of the Institute together with the role of the Board of Trustees in this connection are set out in Regulation 18.
- 3.9 On election or appointment, all members of the Board of Trustees must sign the Trustees' Code of Conduct which is at Appendix of these Regulations.

4. The Duties and Powers of the Board of Trustees

- 4.1 Bye-law 2 governs the arrangements of meetings of the Board of Trustees.

- 4.2 The Board of Trustees shall exercise all of the special powers specified in Bye-law 2.16.
- 4.3 In accordance with Bye-law 2.3 the Board of Trustees shall each year elect one of their number to be Honorary Treasurer of the Institute. An Honorary Treasurer shall serve a maximum of 4 consecutive years in that post and shall not return to the office for a minimum of 2 years thereafter.
- 4.4 The Board of Trustees shall establish and maintain the following Boards and Committees:
- (i) The Board of Management; and
 - (ii) The Professional Conduct Committee.

The chairman and members of the Board of Management shall be appointed in accordance with Bye-law 5.1, 5.2 and 5.4. Normally the Honorary Treasurer shall be the only member of the Board of Trustees who will also be a member of the Board of Management in accordance with Bye-law 5.2. The appointment of the chairman and members of the Professional Conduct Committee shall be made in the manner set out in Regulation 10 below.

- 4.5 In addition to the powers, functions and duties specified in Bye-law 2 and the Regulations above and not by way of limitation, the Board of Trustees shall be responsible for:
- (i) reviewing, developing and adopting major issues of policy, strategy and future direction of the Institute in accordance with the strategic policy process set out in Regulation 18;
 - (ii) exercising general oversight of the Institute;
 - (iii) reviewing and approving the yearly budgets of the Institute prepared by the Executive and approved by the Board of Management;
 - (iv) appointing the Director General of the Institute on the recommendation of the Board of Management.
- 4.6 The Board of Trustees delegates to the Board of Management the power to appoint the chairmen and members of the Institute's Standing Committees and Boards, subject to the retention of the power to review, revoke or amend any such appointment.
- 4.7 Relations between the Board of Trustees, Regions and the Branches.

Pursuant to Bye-law 2.4, Trustees are trustees for the membership as a whole. Trustees may nevertheless consult Branches and their members (and members without a Branch), in the Region which elected them. The purpose of such consultation is to familiarize themselves with the activities of and any issues affecting those Branches and members, to provide a report on such matters to the Board of Trustees, as deemed appropriate, and to assist where practicable in addressing the concerns of Branches and members. In the case of Trustees for Great Britain, the Board of Trustees will from time to time informally allocate each Trustee for Great Britain a geographic region of Great Britain for the purpose of such consultation.

5. **The Duties and Powers of the Board of Management**

- 5.1 In accordance with Article 8.1(2) and Article 13 of the Charter the Board of Trustees shall establish a Board of Management which shall be subject to the overriding powers and authority of the Board of Trustees, as laid down in the Charter and Bye-laws. The Board of Management shall be responsible for all strategic business decisions made on behalf of the Institute.
- 5.2 In accordance with Bye-law 5.6, the Board of Management shall meet at such regular intervals as its chairman shall direct, subject to budgetary considerations and any policy directions that may be given by the Board of Trustees.
- 5.3 With the exception of the Professional Conduct Committee, the Board of Management shall approve annually the members of the Institute's Standing Committees and Boards from among a pool of volunteers with the most appropriate qualities and expertise to participate, irrespective of geography or domicile.
- 5.4 The Board of Management may form a temporary sub-committee of members of the Board for specific tasks or projects.
- 5.5 The Board of Management shall have power to fill any vacancies in any Boards or Committees which may arise from time to time.
- 5.6 In addition to the powers, functions and duties specified in paragraphs 5.1 and 5.4 above and Bye-law 5.5 and 5.7 and not by way of limitation, the Board of Management shall be responsible for:
- (i) developing and recommending proposals to the Board of Trustees on major issues of policy, business strategy and future direction of the Institute in accordance with the strategic policy process set out in Regulation 18;
 - (ii) advising and supporting the Director General and other Executive Officers of the Institute with regard to the implementation of the Institute's policy and current business strategy and the future direction of the Institute;
 - (iii) holding the Director General and other Executive Officers of the Institute accountable for their actions;
 - (iv) considering and approving or disapproving or amending any proposals by any other of the Institute's Standing Committees Subcommittees and Board except the Professional Conduct Committee;
 - (v) informing the Board of Trustees of its actions and deliberations by means of a business report at each Board of Trustees meeting;
 - (vi) reviewing, approving and submitting the annual budget to the Board of Trustees for approval;
 - (vii) regular monitoring of the management accounts against the budget;

- (viii) reviewing and approving the annual Trustees' Report and Accounts and submitting it to the Board of Trustees for approval;
- (ix) making recommendations to the Board of Trustees for approval concerning the organisation of the Institute's biennial meeting of Congress;
- (x) nominating persons for election by the Board of Trustees as Patron, in accordance with Article 9;
- (xi) recommending suitable candidates for appointment by the Board of Trustees as Director General; and
- (xii) carrying out such additional functions as the Board of Trustees may delegate to it.

5.7 The Board of Management shall report to the Board of Trustees on the execution of its delegated powers and functions. This report shall include, but not be limited to, the operation and functions of the Institute's Standing Committees and Boards that report directly to the Board of Management. Unless otherwise agreed, such reports shall be provided at each of the physical meetings of the Board of Trustees.

6. **The Executive of the Institute**

6.1 In accordance with Bye-law 8.1 the principal management of the Institute shall be in London or in such other place within the United Kingdom as the Board of Trustees may direct. The Institute shall be managed by the Executive, which shall be led by the Director General and supported by the other Executive Officers and personnel in the Executive.

6.2 In addition to the powers, functions and duties specified in the above Regulations and not by way of limitation, the Executive shall be responsible for:

- (i) all administration and day to day management of the affairs of the Institute;
- (ii) the preparation of the budget and the maintenance of management accounts in accordance with the financial management processes in Regulation 32.
- (iii) initiating, developing and recommending to the Board of Trustees major issues of policy, strategy and future direction of the Institute in accordance with the strategic policy process set out in Regulation 18;
- (iv) carrying out such additional functions as the Board of Trustees may delegate to it.

6.3 The role and functions of the Director General may include such or all of the items set out in Appendix 1 to these Regulations as determined by the Board of Trustees from time to time.

7 Reporting Requirements

- 7.1 In accordance with Bye-law 5.7 the Board of Management will provide regular reports on the affairs of the Institute to the Board of Trustees.
- 7.2 The Chairman of the Board of Management shall provide such a report at every physical meeting of the Board of Trustees.
- 7.3 The reports shall include details of the activities and proceedings of all of the Committees under the control of the Board of Management and details of any significant management decisions taken by the Board or Executive on behalf of the Institute.
- 7.4 If necessary to illuminate the contents of the report the Board of Trustees shall be able to access the relevant supporting documents relied on by the Board of Management from the secure document store. The secure document store shall be available to the Board of Trustees, Board of Management and senior Executive Officers.
- 7.5 The Chairman of the Board of Trustees, the Chairman of the Board of Management, the Director General and the President of the Institute should meet informally on a regular basis to discuss the affairs of the Institute to ensure the proper flow of information between the governmental organs of the Institute. In normal circumstances such meetings should occur no less than bi-monthly.

8 General Regulations for Standing Committees, Boards and Sub-Committees

- 8.1 In accordance with the provisions of Bye-law 17.1, the purpose of the Institute's Standing Committees, Boards and Sub-Committees is to further the achievement of the Object and charitable purposes of the Institute on a global basis, fulfilling any such delegated responsibilities of the Board of Trustees as set out in these Regulations, and any other instructions as may be set out from time to time.
- 8.2 No one shall hold office as chairman of any Standing Committee, Board or Sub-Committee for a period exceeding three consecutive years. With the exception of the Panels Management Group (where there is no restriction) and the Professional Conduct Committee (which is governed by the Byelaws and Regulation 10), the maximum period of service for individual committee members shall be six consecutive years.
- 8.3 With the exception of the Professional Conduct Committee, the Chairman of each Standing Committee, Board or Sub-Committee shall nominate annually to the Board of Management proposed Committee members drawn from Institute members and other volunteers.
- 8.4 Subject to the prior approval of the Board of Management, and adequate budgetary provision, the chairmen may establish sub-committees for specific purposes.
- 8.5 Subject to budgetary constraints, the chairmen may co-opt no more than 3 Institute members and other volunteers to their Committee, Board or SubCommittee to

undertake specific tasking. Such co-opted members shall have the right to vote and shall count towards the quorum of the meeting.

- 8.6 Chairmen should conduct the work of their Committee, Board or SubCommittee on the principle of achieving their required tasks by the most economic means. Physical meetings should be kept to a minimum and chairmen should support their work by the best use of technologies such as video conferencing and e-meeting software to enable virtual meetings and multi-location participation in debates and the achievement of their work programme.
- 8.7 Resolutions proposed by any of the Institute's standing Boards, Committees or Sub-Committees shall be passed by a simple majority of those members entitled to vote, whether they be present in person or electronically. The chairman of any of the Institute's standing Boards, Committees or Sub-Committees will only have a casting vote in the event of there being an even number of voting members (excluding abstentions) participating in the meeting.
- 8.8 The Standing Committees shall be supported and advised in their work by the relevant Executive Officer and staff in the Executive. Such Officer and staff shall also ensure liaison with other Standing Committees as necessary.

9. **Standing Committees**

- 9.1 The Board of Trustees shall establish and the Board of Management shall maintain the following Standing Committees and Board:
- (i) The Education and Membership Committee;
 - (ii) The Examinations Board;
 - (iii) The Panels Management Group; and
 - (iv) The Practice and Standards Committee.
- 9.2 The Board of Management may establish and maintain a Public Relations Sub-Committee.
- 9.3 A diagram representing the Institute's Standing Committee structure and the relationship of that structure to the Board of Trustees and the Board of Management is set out in Appendix 2.

10. **Professional Conduct Committee**

- 10.1 In accordance with Article 5.1(6), Bye-law 15 and the Schedule to the Byelaws, the Professional Conduct Committee is established to investigate, and if necessary, facilitate the discipline, suspension and/or expulsion of any member through an independent and impartial system of disciplinary proceedings.
- 10.2 In accordance with paragraph 2.1 of the Schedule to the Bye-laws, the members of the Professional Conduct Committee shall be appointed for a term of three years by the Board of Trustees from amongst the Fellows of the Institute. The Committee shall consist of not more than nine Institute members, together with at least one, but no more than

five, Lay-members, appointed from the Panel of Lay-members established pursuant to Bye-law 15.1(3).

- 10.3 The Board of Trustees shall appoint one of the Institute members to act as Chairman for a three-year term.
- 10.4 At least two of the members shall be lawyers and one shall hold or have held judicial office.
- 10.5 All members and Lay-members shall have full voting rights.
- 10.6 The quorum for any meeting of the Professional Conduct Committee shall be five persons of whom a majority must be members of the Institute with at least one lay member present.
- 10.7 The Board of Management shall appoint members to the panel for the Appeals Tribunal, the panel for the Disciplinary Tribunal, the panel of Lay members and the panel of Presenters in accordance with paragraph 3 of the Schedule to the Bye-laws.
- 10.8 The Professional Conduct Committee shall meet at such intervals as its chairman shall direct. The Board of Management shall ensure that the Professional Conduct Committee receives sufficient funding to enable it to perform its objects.
- 10.9 The Professional Conduct Committee shall provide the Board of Trustees with a written report at each of the physical meetings of the Board of Trustees.

11. **The Education and Membership Committee**

- 11.1 In accordance with the provisions of Charter Article 5, the Education and Membership Committee is established to:
 - (i) ensure the provision of education and training both to those who wish to become qualified and proficient Practitioners, and to persons with an interest in private dispute resolution,
 - (ii) the encouragement of members to become qualified and proficient Practitioners; and
 - (iii) the provision of means for testing the qualifications of candidates for admission to the various categories of membership by examination, assessment or other procedures.
- 11.2 The Education and Membership Committee shall consist of a chairman and not more than ten other members, one of whom should have knowledge and experience of international arbitration, one of whom should be qualified as a lawyer in a civil law jurisdiction and one of whom must be an academic from an institution directly involved in the teaching of law and dispute resolution.

11.3 The Committee shall meet at such regular intervals as its chairman shall direct, subject to budgetary considerations and policy directions that may be given by the Board of Management. The quorum for meetings shall be five voting members present.

11.4 The Committee shall be responsible for:

- (i) development of policy for all matters to do with membership, including eligibility criteria;
- (ii) development of policy for all matters to do with education and training programmes, including continuing professional development, to be provided, worldwide, by the Institute, its approved agents and its branches, in consultation and co-operation with the Panels Management Group, the Examinations Board and the Practice and Standards Committee;
- (iii) approving, worldwide, appropriate Institute education and training programmes and competence standards for those wishing to qualify for membership and those wishing to act as Practitioners;
- (iv) approving suitably qualified course directors, tutors and trainers to support the delivery of Institute training programmes worldwide;
- (v) carrying out such additional functions as the Board of Management may request; and
- (vi) reporting its activities to the Board of Management.

12. **The Examinations Board**

12.1 In accordance with the provisions of Charter Article 5, the Examinations Board is established to provide the means for testing the qualifications of candidates for admission to the various categories of membership by examination, assessment or other procedures.

12.2 The Examinations Board shall consist of a chairman and not more than ten other Institute members, and shall usually be composed as follows:

- a member of the Education and Membership Committee,
- a member with experience of international arbitration,
- a lawyer qualified in a civil law jurisdiction,
- a practising arbitrator,
- a practising adjudicator,
- a practising mediator,
- a person who teaches law at university level, and
- three other members at the discretion of the Chairman

12.3 The Examinations Board shall meet at such intervals as its chairman shall direct, subject to such budgetary considerations and policy directions that may be given by the Board of Management. The quorum for meetings shall be five voting members present.

12.4 The Examinations Board shall be responsible for:

- (i) development of policy for the design, setting and conduct of the Institute's oral, written and practical skills assessments;
- (ii) development of policy for the setting, marking and moderating of each paper of the Institute's examinations including establishing the standards required and the requisite pass marks;
- (iii) approving suitably qualified examiners, assessors and moderators for marking and moderating the Institute's examinations and assessments, undertaken worldwide;
- (iv) advising the Executive on administration of the Institute's examinations and assessments, worldwide, including use by its agents and branches;
- (v) advising the Education and Membership Committee of any matters which are relevant to the education and training provided by the Institute;
- (vi) producing and publishing examination and assessment regulations, including an appropriate complaints handling procedure and a review or appeal procedure;
- (vii) appointing annually one or more external examiner(s);
- (viii) carrying out such additional functions as the Board of Management may request; and
- (ix) reporting its activities to the Board of Management.

13. **The Panels Management Group**

13.1 In accordance with Charter Article 5, the Panels Management Group is established to:

- establish lists and panels of experienced Practitioners;
- provide for the appointment of Practitioners and the establishment of procedures to enable them to carry out their professional duties, and
- in conjunction and liaison with the Professional Conduct Committee, to assist in supervising and monitoring the performance and, if necessary, the discipline of any member through an independent and impartial system.

- 13.2 The Panels Management Group shall consist of a chairman and not more than eleven members, including the conveners of the Institute's Panels of Arbitrators, Adjudicators and Mediators, and the conveners of the UK and the six regional PRPs.
- 13.3 The Panels Management Group shall meet at such regular intervals as its chairman shall direct, subject to such budgetary considerations and policy directions that may be given by the Board of Management. The quorum for meetings shall be five voting members present.
- 13.4 The Panels Management Group shall be responsible for:
- (i) controlling the composition and operation of the Institute's main panels of Practitioners in private dispute resolution, including the operation of the Panel Appointments Certificate Scheme, worldwide, as described in Regulation 24, and the monitoring of the work of panel members;
 - (ii) establishing principles and protocols for the operation of other lists, panels or private dispute resolution schemes operated by the Institute and its Branches and the monitoring of such lists, panels or schemes;
 - (iii) establishing procedures to enable Practitioners to carry out their duties;
 - (iv) establishing, operating and controlling Peer Review Panels worldwide;
 - (v) recommending to the Board of Management the names of members to act as convenors of the Institute's main panels;
 - (vi) establishing and maintaining an effective and consistent process for the conduct of final assessment interviews for Chartered Arbitrator status, and for the conduct of the final assessment interviews for admission to the Presidential Panels for Adjudicators and Mediators;
 - (vii) providing advice, guidance and support to the Professional Conduct Committee;
 - (viii) advising and supporting the Executive in the development of and requirements for private dispute resolution schemes;
 - (ix) advising the Education and Membership Committee on those areas of performance by Practitioners and other members which indicate a need for the provision of specific training or retraining;
 - (x) carrying out such additional functions as the Board of Management may request; and
 - (xi) reporting its activities to the Board of Management.

14. **The Practice and Standards Committee**

14.1 In accordance with Charter Article 5, the Practice and Standards Committee shall be established for:

- developing and promoting best practice worldwide, in each of its main disciplines – Arbitration, Mediation and Adjudication (private dispute resolution);
- contributing to the body of learning about the law, practice and delivery of the main disciplines of private dispute resolution;
- the promotion and dissemination of a wider knowledge of the law and practice of all the disciplines of private dispute resolution, on behalf of the Institute as a learned society, by means of meetings, conferences, seminars and lectures and by the publication of relevant materials;
- the maintenance of an Information and Resource Centre; and
- the consideration and giving of advice upon improvements in the law relating to private dispute resolution.

14.2 The Practice and Standards Committee shall consist of a Chairman and not more than 11 other members and shall usually be composed as follows:

- one construction adjudicator;
- one arbitrator with experience of international arbitration;
- two other arbitrators;
- two commercial mediators;
- one civil lawyer;
- one common law lawyer;
- one person with academic experience (in law); and
- two other members at the discretion of the Chairman.

14.3 In addition, the Committee may, as they consider appropriate, appoint specially invited Consulting Experts on the law and practice of private dispute resolution or any related matter, from the regions specified in Bye-law 2.1(2) (a)–(g).

14.4 The specially invited Consulting Experts shall not be considered to be members of the Practice and Standards Committee, but shall receive all the Committee papers and shall be entitled to attend the meetings of the Practice and Standards Committee, at the invitation of the chair. As such the specially invited Consulting Experts have no right to vote. Consulting Experts may claim expenses, with the prior approval of the Board of Management. They shall not be entitled to charge fees.

14.5 The Committee shall meet at such intervals as its chairman shall direct, subject to such budgetary considerations and policy directions that may be given by the Board of Management. The quorum for meetings shall be five voting members present.

14.6 The Committee shall be responsible for:

- (i) developing, guiding and supporting the Institute's conduct of research and the creation of "thought leadership", as a professional body and learned society;
- (ii) guiding the Institute's input to international bodies, for example UNCITRAL and WTO, and advising the Executive on the preparation of an Institute position on questions and consultations relating to all private dispute resolution;
- (iii) developing and publishing on behalf of the Institute guidelines of good practice / practice notes and Codes of Ethics and, where practical, liaising with the Editor of the Journal;
- (iv) advising and supporting the Executive on the continuing development and operation of the Institute's library at the Maughan Library or such other library as may be maintained by the Institute;
- (v) identifying, considering and advising upon changes in the law relating to private dispute resolution in all those jurisdictions where the Institute has interests and recommending consequent proposals to the Board of Management for endorsement;
- (vi) developing and publishing with the Executive and in consultation with other committees and organisations as may be relevant, the Institute's principal Rules and Procedures for the practice and delivery of private dispute resolution to parties, excluding such rules and procedures as are applied to the Institute's specialist schemes;
- (vii) carrying out such additional functions as the Board of Management may request; and
- (viii) reporting its activities to the Board of Management.

15. **The Public Relations Sub-Committee.**

15.1 In accordance with Articles 4 and 5, the Public Relations Sub-Committee (if any), together with the Practice and Standards Committee, is established to:

- promote the Chartered Institute of Arbitrators (including its Branches) and its charitable Object, namely the promotion and facilitation worldwide of the determination of disputes by arbitration and alternative means of private dispute resolution other than resolution by the court (private dispute resolution); and
- the worldwide promotion of the concept that private dispute resolution may be adopted as a genuine alternative to litigation in the courts by the use of flexible and sensible procedures which avoid unnecessary expense and delay.

15.2 The Board of Management may appoint a standing Public Relations SubCommittee and shall appoint annually the chairman and members of that Sub-Committee from among a pool of volunteers with the most appropriate qualities and expertise to participate, irrespective of geography or domicile.

15.3 The Board of Management reserves the right to remove and replace any chairman and/or member of its Public Relations Sub-Committee, if it be so resolved by the members of the Board of Management, and after the said chairman and/or member has had the opportunity to make their representations.

16. **Peer Review Panels**

16.1 Peer Review Panels shall be responsible for:

- (i) assisting in any aspect of the review, including sampling, of the CPD of a member holding a Panel Appointment Certificate ("PAC")
- (ii) advice and/or recommendations to the Board of Management concerning the issue, renewal, withdrawal or re-instatement of a Panel Appointment Certificate (paragraph 7.4 of the Schedule to the Bye-laws).
- (iii) interviewing a member seeking renewal of a PAC in accordance with the provisions and procedure set out in the PACS Rules.
- (iv) carrying out the compilation of a report at the request of the Professional Conduct Committee under paragraphs 6.4 or 6.5(2) of the Schedule to the Byelaws

16.2 The criteria for selection of Peer Review Panels members are set out in Guidance 4.1. Guidance 4.1 forms part of these Regulations.

16.3 Guidance 5, 6 and 7 set out the basis for review of arbitrators, adjudicators and mediators respectively and the powers and duties of Peer Review Panels in connection with such reviews. Guidance 5, 6 and 7 form part of these Regulations.

16.4 The Board of Trustees may from time-to-time issue updates (which will be published in The Guidance) on the criteria at Regulation 16.2 and the basis for review at Regulation 16.3.

17. **The Challenge Panel**

There shall be established a Panel for the purposes of deciding any challenge made under the Ciarb Arbitration Rules 2015 to the appointment by the Institute of an Emergency Arbitrator, a member of an arbitration tribunal or a sole arbitrator. The Panel shall comprise those members of the Institute who are Chartered Arbitrators. When a challenge to such appointment is received by the Institute, the Dispute Appointment Service (DAS) of the Institute shall appoint one person from the Panel to determine the challenge.

18. Strategic Policy Process of the Institute

- 18.1 The Institute shall develop, approve and implement rolling strategic plans to be reviewed every 5 years.
- 18.2 The Director General and Executive Officers shall be primarily responsible for initiating proposals for the strategic policies of the Institute. They shall review the rolling plan at suitable intervals and develop new proposals where necessary, based on their experience and expertise.
- 18.3 The Director General shall present the proposals to the Board of Management and the Board of Trustees, and all three bodies may be involved in the development and refinement of the proposals, proposing additional ideas as necessary and in order to best utilize the available experience and expertise.
- 18.4 Following the development of the proposals as outlined above, the Executive Officers and the Board of Management shall recommend proposals for strategic policies of the Institute to the Board of Trustees. The Board of Trustees shall be responsible for the review, approval and final adoption of proposals.
- 18.5 The Director General and Executive Officers under the supervision of the Board of Management shall be responsible for the implementation of strategic policies which are adopted by the Institute in this manner.
- 18.6 The Board of Management will report to the Board of Trustees developments in the implementation of strategic policies in order for the Board of Trustees to exercise general oversight.

Membership

19. Membership Application/Election Process

- 19.1 An application for membership may be made by the completion of an approved Membership Application Form and the submission of such Form to the Executive of the Institute.
 - 19.1.1 A Membership Application Form must contain an applicant's name, their address, a disclosure of any prior record of misconduct or disciplinary proceedings, a signed or if made online accepted declaration, the payment of the prescribed application fee and the current subscription fee for the Associate grade of membership, as notified on the Institute's website from time to time.
 - 19.1.2 Completed application forms must be submitted to the Executive.
 - 19.1.3 The Executive reserves the right to ask an applicant for further and better particulars of their application and/or the necessary amount of payment in settlement of the prescribed application fee and the current subscription fee.

- 19.2 All completed applications will be reviewed in accordance with the Institute's approved procedure, as published on its website from time to time; and in particular, whether an individual applicant meets the minimum criteria for membership at a particular grade of membership of the Institute.
- 19.2.1 Within five working days from the receipt of a complete Membership Application Form, the Executive will either send an acknowledgement of the application to the applicant or, inform the applicant of the outcome of their application or, if necessary, request further and better particulars of the application.
- 19.2.2 An applicant will be awarded the highest grade of membership based on the information provided. If the grade awarded is higher than the grade of Associate, the applicant will be notified by the Executive in writing that they have been awarded that grade and the amount of the additional subscription due. Unless the applicant informs the Executive within thirty (30) days of such notification that they do not wish to be awarded a grade higher than Associate, they will be liable for the appropriate rate of subscription fee for the grade awarded.
- 19.2.3 An applicant may appeal against a decision regarding their eligibility for membership of the Institute, in writing, to the Executive, within thirty (30) days of being notified of a decision on their application. The appeal will be dealt with in accordance with the Institute's approved procedure, as published on its website from time to time.
- 19.2.4 If, for whatever reason, an application for membership is unsuccessful, the accompanying payment less the non-refundable application fee, as published on its website from time to time, will be refunded on request to the Executive.

20. **Criteria and Qualifications for Membership**

- 20.1 The minimum criteria for eligibility as an Associate are that an applicant must have successfully completed one of the following:

- A Ciarb introductory course in the field of non-court dispute resolution;
- A relevant course offered by a Ciarb Recognised Course Provider or other course by a course provider which is specifically approved by the Education and Training Department; or
- A course offered by a Ciarb Branch and approved by the Education and Membership Committee and/or the Education and Training Department;

Alternatively, to any of the above the applicant must have demonstrated relevant experience in the field of private dispute resolution to the level required by the Institute from time to time.

- 20.2 The minimum criteria for eligibility as a Member are that an applicant must have successfully completed one of the following:

- Ciarb Introduction Module and Modules 1 and 2 (in one of the four disciplines of mediation, arbitration, international arbitration or adjudication);
- A relevant course offered by a Ciarb Recognised Course Provider or other course by a course provider which is specifically approved by the Education and Training Department;
- Relevant courses offered by a Ciarb Branch and approved by the Education and Membership Committee and/or the Education and Training Department; or
- Accelerated Route to Membership;

Alternatively, to any of the above, the applicant must have demonstrated relevant experience in the field of private dispute resolution to the level required by the Institute from time to time.

20.3 The minimum criteria for eligibility as a Fellow are that an applicant must be a Member and have successfully completed one of the following:

- Ciarb Introduction Module, Modules 1, 2, 3 and 4 (in one of the four disciplines of mediation, arbitration, international arbitration or adjudication);
- CIARB Diploma in International Commercial Arbitration and Ciarb Module 4;
- A relevant course offered by a Ciarb Recognised Course Provider or other course by a course provider which is specifically approved by the Education and Training Department;
- Relevant courses offered by a Ciarb Branch and approved by the Education and Membership Committee and/or the Education and Training Department;
- Accelerated Route to Fellowship; or
- Experienced Practitioner scheme.

Alternatively, to any of the above, the applicant must have demonstrated relevant experience in the practice of the field of private dispute resolution to the level required by the Institute from time to time.

All applicants for Fellowship must pass a Peer Interview in accordance with the Institute's procedure as published from time to time. Individuals who choose to follow the mediation route will be required to demonstrate relevant mediation practice before progressing on to the Peer Interview stage.

20.3.1 Pursuant to Bye-law 9.9, the Board of Trustees has the power to admit a person as an Honorary Fellow. A candidate for Honorary Fellowship shall not be required to pass a Peer Interview. An Honorary Fellow shall be entitled to all of the

Ordinary privileges of membership but shall not be required to pay any annual subscription of membership of the Institute.

20.3.2 An Honorary Fellow shall not be entitled to membership of any of the Presidential Panels by reason of the Honorary Fellowship. If the person wishes to become eligible for membership of any of the Presidential Panels, they shall first resign their Honorary Fellowship and apply to be admitted as a Fellow. An Honorary Fellow shall be entitled to use the designatory letters "Hon FCI Arb".

20.3.3 Honorary Fellowship shall be conferred for the lifetime of the person. The Board of Trustees shall have the power, in its absolute discretion, and at any time, to withdraw the entitlement in any particular case.

20.3.4 The person being proposed for admittance by such route will be someone who can demonstrate that they have been involved in the field of alternative dispute resolution normally for at least 10 years, and achieved national/international eminence and/or renown:

i. through their high office; or

ii through their authorship of authoritative texts on the subject of dispute resolution;

iii through their standing as professor or equivalent in a university or equivalent academic institution where they teach or research in the field of dispute resolution practice and procedure.

20.3.5 The proposal for Honorary Fellowship will normally be made by a Trustee, a member of the Board of Management, the President or Deputy President, or a member of a Branch Committee.

20.4 An Associate, Member or Fellow who has retired from their primary profession and who is no longer, nor will be, engaged in any occupation, directly or indirectly concerned with dispute resolution as an advisor or Practitioner, on a fee-earning basis, may apply to be transferred to Retired Status.

In accordance with Bye-law 9.10, a member who has been transferred to Retired Status will remain entitled to the Ordinary Privileges of Membership, save that:

(i) if the member wishes to signify their continued membership of the Institute (on their letterhead or otherwise) they must include the word "Retired" after their designatory letters;

(ii) they shall not be entitled to receive invitations to and vote at general meetings; and

(iii) they shall not be entitled to stand for election as an Honorary Officer or as a member of the Board of Trustees or take part in the management of the Institute. They will be entitled to stand for election to their Branch Committee

and/or to serve as a member of any Advisory Committee of the Institute (see Appendix 2).

- 20.5 Any Associate, Member or Fellow may resign as a member of the Institute at any time of their choosing by writing to the Executive but, in doing so, must return to the Institute all relevant membership certificates in their possession. No subscription fee, or parts thereof, will be returned to a member when tendering their resignation.

20.5.1 Members who resign will not be entitled to use or access any Ordinary Privileges of Membership.

- 20.6 A member who has a physical condition which prevents them from working for more than 6 months may, at the sole discretion of the Institute, be allowed a reduction of up to one half of their annual subscription. The member shall apply to the Executive for the reduction, supported by sufficient evidence. The member must renew the application annually and, if the condition persists, they may be asked to transfer their membership to Retired Status.

- 20.7 Retired members who have achieved 40 years' membership or who are 80 or more years of age are exempt from paying subscription fees but will retain entitlements of the retired status.

- 20.8 The Board of Trustees delegates to the Executive, power to waive all or part of past years' subscriptions that may be outstanding, where the Executive is satisfied there is good cause to do so and to impose at its discretion an administration charge on members who have previously been revoked for non-payment of fees but who subsequently wish to re-join.

21. **Ordinary Privileges of Membership**

- 21.1 In accordance with Bye-law 9.11, members who have no outstanding financial obligations in respect of subscriptions to the Institute, and who do not have Retired Status², are entitled to:

- (i) receive invitations to and vote at general meetings; and
- (ii) signify their membership of the Institute by use of the appropriate designatory letters (ACI Arb, MCI Arb or FCI Arb), or the public display or presentation of a Certificate of Membership or by wearing or using an appropriate item of Institute merchandise; all members who have trained in the adjudication and/or mediation discipline shall, when signifying their membership by use of the appropriate designatory letters (MCI Arb or FCI Arb), include "(Adjudication)" and/or "(Mediation)" after such designatory letters, as appropriate³; and

² Members who have Retired Status are entitled to some of the Ordinary Privileges of Membership as set out in paragraph 20.4

³ By way of example, the designatory letters for a Member trained in adjudication should be stated "MCI Arb (Adjudication)". Where a member has trained as an arbitrator and also in another discipline, the designatory letters, MCI Arb or FCI Arb (as appropriate) should normally be placed first, to be followed by the designatory letters for the

- (iii) receive or be given access to the Institute's journal; and
- (iv) be given access to the Members' Section of the Institute's website; and
- (v) attend members' social functions and events; and
- (vi) stand for election to an official office of the Institute, branch or chapter; and
- (vii) access the Institute's legal advisory service and the Institute's library at the Maughan Library or such other library as may be maintained by the Institute; and
- (viii) take advantage of any product or services, provided by third parties at a discounted rate for members.

22. Regulation Governing the Resolution of Disputes between Members of the Chartered Institute.

- 22.1 In the event that any dispute arises between the Institute and a member thereof, including any question relating to the individual's membership and/or the various services offered by the Institute, the dispute shall initially be referred to the Director General for determination.
- 22.2 In the event that the dispute remains unresolved six weeks after referral to the Director General, either party may seek settlement of that dispute via mediation by serving a requisite notice on the other party. The parties shall endeavour to agree upon the appointment of a mediator and upon a set of mediation rules. If the parties are unable to agree on the choice of mediator and/or a set of mediation rules within 14 days of serving notice, either party shall have the right to refer the dispute to independent, voluntary mediation, pursuant to the mediation rules of the Institute of Chartered Accountants for England and Wales (ICAEW).
- 22.3 The Institute shall promptly supply the member, upon request, with the relevant information concerning the independent mediation service operated by the ICAEW, including a copy of its mediation rules.
- 22.4 If the dispute remains unresolved sixteen weeks after first referring the matter to the Director General, and/or the parties have not elected to refer the dispute to external and independent mediation within that time, the matter shall, at the election of either party, be referred to the arbitration of a person to be agreed by the parties. In the event that the parties fail to reach such an agreement within 14 days of the date of such referral, either party shall make an application to the President for the time being of the Law Society of England and Wales, for appointment of an arbitrator whose decision shall be

mediation or adjudication discipline thus: FCI Arb MCI Arb (Mediation) would show the member to be a Fellow in arbitration but a Member in mediation. The highest grade of membership should always be mentioned first so that a member who has achieved Fellowship as mediator but Membership as arbitrator should be designated: FCI Arb (Mediation) MCI Arb.

binding upon the parties. Both the seat and the venue of the arbitration will be London, England. Arbitration shall be the exclusive means of finally resolving disputes between members and the Institute, and there shall be no right to seek leave to appeal to a court of law on any points of law. Upon the issue of a final arbitration award, the Institute shall cease any further correspondence and its files shall be closed.

22.5 The substantive and procedural law governing the dispute, any mediation or arbitration process, and this Regulation 22, shall be the Law of England and Wales.

22.6 In the case of any reference to mediation, each party shall bear its own costs, together with one half of the mediator's costs. In the case of a reference to arbitration, costs will be awarded at the discretion of the arbitrator. The parties agree that the arbitral tribunal shall cap recoverable costs pursuant to section 65 of the 1996 Arbitration Act.

Examinations, Practising Certificates and Panel Membership

23 Examination Regulations

Attached as Appendix 5

24 Issue and Renewal of Panel Appointment Certificates

The Panel Appointment Scheme 2007 Rules ("the PACS Rules"), as promulgated by the Institute from time to time, govern the issue and renewal of PACs. The PACS Rules are attached at Appendix 3

25 Criteria for Panel Membership

Guidance 11 (Interview for Chartered Arbitrator Status), Guidance 12 (Interview for Construction Industry Adjudicator Panel) and Guidance 13 (Interview for Panel of Experienced Mediators) set out the criteria for membership of the main Panels and form part of these Regulations. The criteria may be updated by the Board of Trustees from time to time.

The Journal

26 Editor of the Journal

26.1 The Editor shall be appointed by the Board of Trustees annually.

26.2 The Editor is responsible for the preparation and publication of the Journal, and shall determine its editorial policy and content, subject to any general direction determined by the Board of Management from time to time.

26.3 The Editor may also be assisted by not more than two Honorary Deputy Editors, appointed by the Editor from the members of the Editorial Board.

- 26.4 The Editor shall appoint the Editorial Board, which shall consist of a maximum of ten members. Membership of the Board shall be by joint invitation of the Editor and the Director-General and shall be for three years, with the possibility of one three-year renewal by agreement, except in the case of the Editor and one Executive Director, who shall be members ex officio.
- 26.5 The Editorial Board shall assist the Editor by:
- advancing the Journal into the status of a world class publication on arbitration and ADR,
- commenting, at the Editor's request or on their own initiative, on any aspect of the contents and production of the journal, in particular the matter submitted for publication, potential contributors, topics for inclusion and generally giving their advice and suggestions.
- 26.6 The Editorial Board may meet from time to time, either in person, or by alternative electronic means, and the meeting shall be chaired by the Editor.
- 26.7 In all matters of administration and finance the Editor is responsible to the Director-General. The Board of Management shall determine annually the budget of the Journal and fix the Editor's remuneration and terms of appointment.
- 26.8 The Editor shall report annually to the Board of Management.

Governance

27. The Electoral College for the Appointment of the future Presidents of the Institute

- 27.1 In accordance with Charter Article 14.2 and Bye-law 20.7(10), there shall be established an Electoral College. The Electoral College shall be made up of one representative from each branch of the Institute and a single representative of those members who are not attached to a branch (who may be the current President if such members have no other representative).
- 27.2 The votes available to the members of the Electoral College will be weighted in proportion to the number of members within the branch or group that are not attached to a branch. The weighting of the votes will increase by one for every 250 members or part thereof. Thus, the weighting shall be as follows:

Membership	Votes
Up to 250	1
Between 251 and 500	2
Between 501 and 750	3
Between 751 and 1000	4
Between 1001 and 1250	5 etc

- 27.3 The branch weighting for voting together with branch membership shall be updated on a biennial basis by the Executive, 30 days before the meeting of Congress. The membership numbers produced by the Executive shall be final and conclusive for the purposes of determining the weighting.

28. **Voting For Presidential Officers through the Electoral College at Congress**

The First Round⁴

- Upon the conclusion of the Branch and Institute election process as set out in Bye-law 20.7, the nominees shall be put forward to Congress.
- At Congress, each member of the Electoral College shall cast three weighted votes in a shortlisting round (only one of these votes may go to a given candidate and only one vote may go to the candidate from their own branch or group).
- The candidates with the six highest numbers of votes shall go through to a second round.

The Second Round

- In the next and final round, members of the Electoral College shall cast their three weighted votes for their preferred candidates (again, only one of these votes may go to a given candidate and only one vote may go to the candidate from their own branch or group).
- The candidate with the highest number of votes after the second round of voting (or, if there is no first round, the only round) will become the Deputy President on 1 January following the year in which Congress is held.
- The candidate with the second highest number of votes after the second round (or, if there is no first round, the only round) of voting will become Vice President on 1 January following the year in which Congress is held.
- In the event of there being a tied vote, lots shall be drawn by an independent person to settle the election.
- The Independent person shall be chosen by the Director General.

29 **Young Members and Young Members Committee**

- 29.1 Young Members are those members of the Ciarb who are 40 years or younger.

⁴ There shall be two rounds if there are seven or more candidates. In the event of there being fewer than seven candidates there will be one round of voting only so that in effect voting will go straight to the second round.

29.2 There shall be established a steering committee (“the Committee”) of Young Members.

29.2.1 The purpose of the Committee is to coordinate conferences, events and functions and other activities for Young Members of Ciarb worldwide. The terms of reference for the Committee shall include:

- Production of an on-line newsletter.
- Managing the Young Members’ section of the Ciarb website.
- Monitoring the YMG discussion forum on the Ciarb website and encourage participation.
- Liaising with the local Branch representative of Young Members, identifying activities at Branch/local level and sharing this among formal/informal Ciarb YMGs around the world.
- Maintaining a list of contacts within primary professional bodies and others around the world.
- Organising ad hoc international conferences, seminars and social events in liaison with the Executive.
- As and when necessary carrying out polls and surveys of young members either on specific topics or to identify events and other initiatives they would like Ciarb to provide.

29.2.2 The Committee shall consist of at least 6 and no more than 20 Young Members.

29.2.3 Initially the Committee shall consist of those Young Members who have expressed an interest in serving. Members of the Committee shall retire from the Committee after three years. When vacancies arise the Committee will decide (in consultation with the Executive) as to new members to serve on the Committee.

29.2.4 The Chairman and Vice Chairman of the Committee shall be elected annually by the Committee. The Chairman and Vice Chairman may serve for a maximum period of three years.

29.2.5 At the start of each calendar year the Committee may remove from its membership, by majority vote, any member who has not taken an active part in the work of the Committee in the preceding year. Any such member must be advised of their removal within 14 days and permitted to submit their name for membership of the Committee for the following year.

29.2.6 To be able to serve on the Committee, a member must have paid their annual membership subscription.

30. **Delegated Powers to Authorise Expenditure Binding on the Institute.**

- 30.1 The Board of Trustees shall, from time to time, set out in writing the delegated powers to authorise expenditure capable of binding the Institute. The current authorisation is set out below. Any such delegation shall be subject to the Board of Trustees' retention of the power to review, revoke or amend any such delegation.

Budgeted Expenditure

- 30.2 The Board of Trustees hereby delegates the following powers to commit the Institute in respect of expenditure the budget for which has been approved:
- Up to a maximum of £3,500 – Departmental Managers individually
 - Up to a maximum of £12,500 – Executive Officers individually
 - Up to a maximum of £20,000 – The Director General
 - Up to a maximum of £100,000 – The Director General and any other Executive Officer
 - Up to a maximum of £175,000 – The Board of Management, signed by the Director General and any other Executive Officer.
 - Anything above £175,000 shall be referred to the Board of Trustees for approval and signed by the Director General and any other Executive Officer.

Unbudgeted Expenditure

- 30.3 The Board of Trustees hereby delegates the following powers to commit the Institute in respect of expenditure which has not been approved:
- Up to a maximum of £1,500 – Executive Officers individually
 - Up to a maximum of £10,000 – The Director General
 - Up to a maximum of £100,000 – The Board of Management or the Treasurer or the Chairman of the Board of Management
 - Anything above £100,000 shall be referred to the Board of Trustees for approval.

With effect from 1 January 2017, all items of unbudgeted expenditure over £500 shall be reported to the Board of Management meeting immediately following the item of unbudgeted expenditure being committed to.⁵

⁵ These amendments reflect the Resolution passed at the June 2016 BoT Meeting July 2019

30.4 Where a contract is to be signed, the value of the contract is the total commitment over the term of the contract.

30.5 Where expenditure is to be made on several contracts for one specific project, such expenditure shall be treated as one item.

31. **Branch Model Rules**

The Branch Model Rules 2011 are attached at Appendix 4.

32. **Financial**

32.1 The Budget

The Budget is to be prepared by the Director of Administration and Finance in conjunction with the Honorary Treasurer and the Director General. The Budget shall be submitted to the Board of Management at least six weeks before the end of each financial year. The Board of Management shall then recommend the Budget to the Board of Trustees for final approval. The Board of Management shall have power to vary the Budget as and when necessary and to authorise unbudgeted expenditure in accordance with the parameters set out in Regulation 30.

32.2 The Management Accounts

Quarterly Management Accounts shall be submitted to the Board of Management by the Director of Administration and Finance in advance of each meeting of the Board.

32.3 Mandates

Cheques shall be signed in accordance with the mandate approved by the Board of Management from time to time. The Board of Management shall have power to vary these limits from time to time.

32.4 Expenses

The Board of Trustees hereby delegates the setting of the Expenses Policy, applicable to all members, tutors, members of the executive and any other persons incurring expenses whilst acting on Ciarb business, to the Honorary Treasurer and the Director of Finance, with the exception of air and rail travel expenses for the Patron and President.

The Honorary Treasurer and the Director of Finance shall cause the Expenses Policy, so updated from time to time, to be freely available for download on Ciarb's website.

The Patron and his or her spouse or partner, and the President or anyone else travelling on his or her behalf, shall be entitled to First Class rail or Business Class air travel when on official business of the Institute other than attendance at ordinary Board of Trustees, Board, Committee or other routine meetings. Any other persons travelling on behalf of the Institute to an event together with the Patron, President or other person travelling on his or her behalf shall also be entitled to First Class rail or Business Class air travel. For the

avoidance of doubt, this means travelling in the same party and on the same train or plane.'

33 Definitions

In these Regulations:

"The Guidance" means the current edition of The Guidance (a document published on the members' section of the Institute's website) which sets out all the processes and procedures for which the Panels Management Group is responsible. A particular paragraph of The Guidance is referred to in the Regulations as e.g. "Guidance 1" etc.

"Independent person" means any person who is independent of the Institute.

"the Journal" means the Institute Journal Arbitration the International Journal of Arbitration, Mediation and Dispute Management

"the Regulations" mean the Regulations made from time to time in accordance with Article 8.3;

Where the context so requires, references to the singular shall be deemed to include the plural and references to the masculine shall be deemed to include the feminine and vice versa.

The definitions set out in Bye-law 1.1 shall apply to the Regulations (not including the Branch Model Rules) except where there is an express contrary indication in the Regulations.

34 Appendices:

Appendix 1: Role and Functions of the Director General

Appendix 2: Diagram representing the Institute's standing Committee Structure

Appendix 3: The Panel Appointment Scheme 2007 Rules (as amended)

Appendix 4: Branch Model Rules of the Branches of the Chartered Institute of Arbitrators

Appendix 5: Ciarb Faculty Regulations

Appendix 6: Trustees' Code of Conduct

Appendix 1

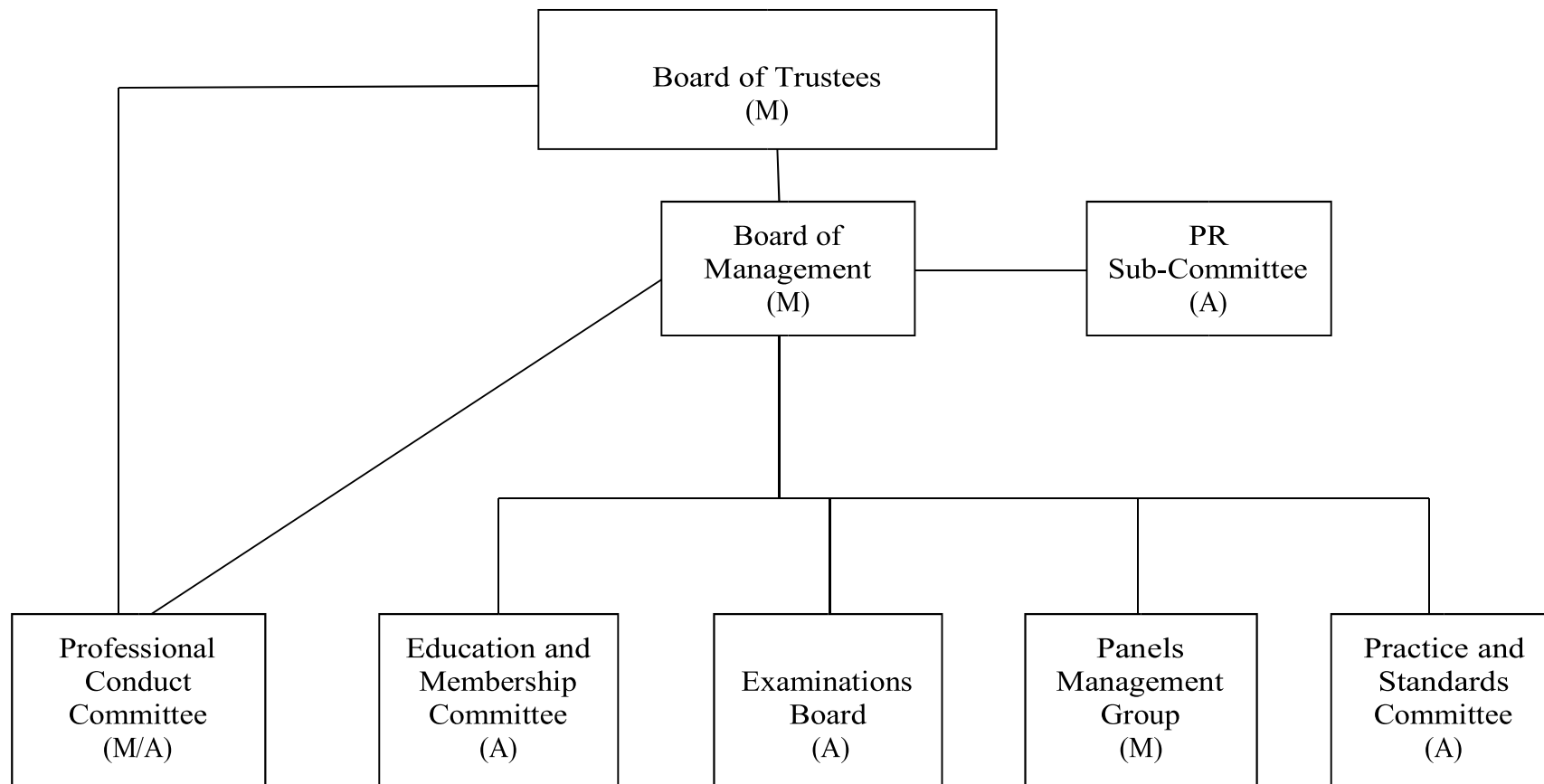
The Role and Functions of the Director General

Main Duties

The Director General shall be appointed by the Board of Trustees (pursuant to Bye Law 8.2). Subject to the overall control of, and within the framework of the policies laid down by the Board of Management and the Board of Trustees, they shall be responsible for:

- (a) protecting, promoting, developing and enhancing the business and interests of the Institute;
- (b) carrying out the duties prescribed in Bye Laws 8.3 and such other duties as may be prescribed by the Board of Management;
- (c) the strategic direction, organisation and leadership of the Institute and the Executive;
- (d) the appointment, grading, appraisal, suspension and dismissal of staff of the Executive; and determination of their pay and conditions of service;
- (e) ensuring that the Institute satisfies all employment legislation and supervising the production of standard contracts and conditions of service for staff; leading negotiations with staff and staff representatives to ensure that all arrangements for disputes and disciplinary action are made;
- (f) supervising the preparation and management of the Annual Budget by the Director of Administration and Finance and;
- (g) supervising the maintenance of accounts by the Director of Administration and Finance in accordance with the Bye Laws of the Institute and the requirements of the Charity Commission;
- (h) ensuring that any recommendations in the auditors' management letters are complied with, where applicable;
- (i) implementing the decisions of the Board of Trustees and the Board of Management.

Appendix 2



The letters (M) and (A) denote role of the committee: management, advisory or, where appropriate, both.

Appendix 3

The Panel Appointment Scheme 2007 (as Amended)

Rules

Panel Appointment Certificate Scheme 2007 (as amended) (PACS) for arbitrators, adjudicators, mediators, third party neutrals and experts.

Introduction

The duty of the President in making appointments

- A The duty of the President, when appointing members as a third-party neutral is set out in rule 4 of Part 1 of the Code of Ethical Conduct, dated 19 January 2007, or such amendments thereto which may from time to time be approved by the Trustees of The Chartered Institute of Arbitrators. Rule 4 sets out that:

‘Where the appointment of a third-party neutral falls to be made by the President or other honorary officer of The Chartered Institute of Arbitrators (“the appointer”), then

- (1) The overriding principle is that all appointments shall be made with a view to selecting, on objective criteria, a suitable person to fulfil the particular role in question and that the appointment shall not be affected by personal factors.
- (2) The appointer shall always take such steps as may be reasonable and practicable to satisfy themselves that persons suggested by the executive staff of The Chartered Institute of Arbitrators as being suitable for appointment are in fact suitable persons to be appointed.’

Purpose of the Panel Appointment Certificate Scheme 2007 (PACS)

- B The purpose of the Panel Appointment Certificate Scheme 2007 (PACS) is to enable eligible members to demonstrate voluntarily to the President that, in all respects and on a continuing basis, they are suitable and competent for consideration for appointment by the President as a Practitioner and that they wish to be so considered. All members of The Chartered Institute of Arbitrators, who are qualified by The Chartered Institute of Arbitrators as a Chartered Arbitrator and / or an Accredited Adjudicator and / or an Accredited Mediator may hold a Panel Appointment Certificate (PAC).
- C The PACS is intended to allow members to demonstrate publicly that they are achieving and maintaining ethical and competent standards of practice in their discipline or disciplines of dispute resolution at the level of qualification held. It is not intended to limit or restrict appointments of members of The Chartered Institute of Arbitrators made by other bodies, or by individuals, or by the parties in a dispute.

Award and renewal of a PAC

- D A PAC shall be granted by the Panels Management Group (PMG) to all newly qualified Chartered Arbitrators on application to the PMG, and to those selected for membership of a Chartered Institute of Arbitrators Main Panel* upon such qualification or selection. Upon introduction of the Scheme, all existing suitably qualified Practitioners may apply to the PMG for an initial PAC. It is voluntarily open to all suitably qualified Practitioners wherever they are domiciled, to apply later for renewal of their initial PAC in accordance with the PAC Rules.
- E An application for a PAC and renewal of a PAC applies to those members who wish to continue to be considered for appointment by the President or to those who are otherwise eligible and who may recognise the discipline value of a PAC and thus elect to maintain certification for personal or business reasons.

Peer Review Panels

- F In creating the PACS The Chartered Institute of Arbitrators recognises that a significant element of practice for any Practitioner, particularly for arbitrators, is the relevant law within their jurisdiction and that good practice standards may also reflect cultural expectations. Therefore, the system of awarding and monitoring a PAC proposes to reflect those facts and influences. A PAC may therefore be limited by jurisdiction if deemed appropriate.
- G Under the Scheme the PMG shall draw upon the knowledge and expertise of the relevant Peer Review Panels that shall be established in accordance with the Byelaws within the framework of the supervisory and disciplinary duties of The Chartered Institute of Arbitrators. This shall facilitate PAC renewal activity being undertaken more economically and efficiently than could be done by the PMG alone. Appointment of members to the Peer Review Panels shall be by the President in accordance with rigorous, clear, objective and transparent criteria in order to achieve and retain credibility for the operation of PACS. Similarly, the criteria for award of the PAC shall reflect the core elements of knowledge and skill together with any jurisdictional or regional requirements that have been approved and endorsed by the PMG.
- H To help the PMG, and the Practice and Standards Committee, to maintain the consistency standard for each discipline within dispute resolution, opportunities shall be afforded for the Chairmen of the Peer Review Panels to contribute to The Chartered Institute of Arbitrators debate and policy formation in respect of practice, and educational, standards. The Peer Review Panels shall also play a role in identifying and advising upon those additional, or substitute, educational and practice criteria, with study and assessment programmes, for the regional/jurisdictional element of the PAC standard. The Panels shall also assist the sponsorship of local CPD programmes through the relevant branches to comply with existing CPD requirements.

Implementation date

- I Upon adoption by the Trustees of the Panel Appointment Certificate Scheme 2007 (as amended), as a Regulation, the PACS Rules shall apply.

The Panel Appointment Certificate Scheme 2007 Rules (as amended)
(PACS Rules)

1 Duty of a member

It is the responsibility of the member applying for PAC renewal to ensure that they comply with the requirements set out below.

2 Existing practitioners

Existing practitioners shall, upon the commencement of the Scheme, be granted, on application to the PMG, an initial PAC, for a period of either four years or five years in order to properly manage review resources.

3 Newly appointed practitioners

Upon qualification as a Chartered Arbitrator or as an Accredited Adjudicator or as an Accredited Mediator and acceptance to the relevant Chartered Institute of Arbitrators Main Panel the member shall be granted, upon application to the PMG, an initial PAC valid for three years from the date of qualification.

4 Renewal of a PAC

Upon expiry of a PAC, its renewal will be conditional on the satisfactory completion by the member of the requirements of the Ciarb's Continuing Professional Development (CPD) Scheme as laid down by the Institute from time to time and demonstration of maintenance of continuing suitability for appointment, as evidenced by a record of appropriate activity as a neutral relevant to the PAC, or otherwise to the satisfaction of the PMG. Upon renewal, the PAC will be valid for a period of up to three years.

5 Renewal procedure

- a) A member seeking renewal of a PAC shall make an application for renewal to the Chair of the PMG through the executive, on the form provided for this purpose and approved by the PMG from time to time. Applications for renewal should be submitted three months before expiry of the existing PAC. An application received out of time may result in it not being processed before the expiry of the member's existing PAC and in that case the PAC will be suspended at its expiry date, until such time as the application has been processed.
- b) Panel members are required to complete a record of their CPD on the relevant on-line database, or if unable to do so, to submit an up to date CPD record in hard copy. The form to be completed, referred to in paragraph 5a), above will include a declaration by the member that he/she has undertaken the CPD required under the Ciarb's CPD Scheme as it applies to Presidential Panel members.

- c) The form will also include a declaration by the Panel member that since the granting or last renewal of their PAC he/she has carried out not less than 20 hours' activity as a neutral, the activity to be relevant to the PAC which he/she seeks to renew, and the Panel member shall give brief details of the relevant activity. If the Panel member is unable to make such declaration, he/she shall set out any material information which he/she wishes to be considered by the PMG when the application is processed.
- d) Satisfactorily completed applications for renewal will be processed as soon as possible and Panel members will be sent a new PAC valid for a period of up to three years.
- e) In order to ensure the integrity of the renewal process, the executive of the Ciarb, acting on behalf of the Panels Management Group, will make further enquiries about the CPD undertaken by a number of Panel members to be selected at random. The executive may seek the assistance of the PMG and/or Peer Review Panels in any aspect of this random sampling of CPD.
- f) If, in the opinion of the Panels Management Group (or members of the executive to whom it has delegated this function): -
 - i. the application for renewal has not been satisfactorily completed by the member, or
 - ii. in the random sampling process, the CPD undertaken does not appear satisfactory, or
 - iii. the applicant has not been able to demonstrate the required amount of practical experience,

the PMG may seek more information, or may call the member for interview with PRP, or may decline to renew the PAC.

- g) A member who fails to provide additional information or to attend an interview, as required by the PMG and referred to above, may have their application for PAC renewal declined.
- h) If, on receipt of a notice from the PMG that the PAC shall not be renewed, a member is aggrieved by such a decision, the member shall be entitled to follow the Appeals Procedure set out at paragraph 7 below.

6 Fee for renewal

The cost of the renewal process shall be met by the member applying for renewal of the PAC at a figure determined by the PMG from time to time. The fee shall accompany the application failing which the application shall not be considered. In the event that an interview is required, an additional fee may be imposed, at a figure determined by the PMG from time to time.

- a) An appeal lodged by a member against a refusal to renew a PAC, or against suspension or withdrawal of a PAC following information received, shall be heard and determined by an Appeal Committee consisting of two individuals drawn from the list of interviewers held by the PMG, such individuals to be appointed to the Appeal Committee by the Chair of the Panels Management Group. Neither member of an Appeal Committee should have had any previous involvement with the appellant's application for renewal.
- b) Representations by the member, for renewal of the member's PAC, shall be made in writing to the Chair of the Panels Management Group and, if required by the member or the Appeal Committee, shall be followed by an informal oral hearing where the member may be represented if desired, and where the member may make further oral representations and respond to questions put to them by the members of the Appeal Committee.
- c) The decision of the Appeal Committee shall be final and given in writing, with reasons. The Appeal Committee shall have discretion to decide who shall bear the costs of the Appeal, if any.
- d) In the event that the Appeal Committee confirms the decision not to renew the PAC, it shall be open to the member concerned to apply for re-instatement or to apply afresh for a PAC subject to the member having addressed or remedied the reasons given for such suspension, withdrawal or non-renewal and subject to the requirement to wait one year from the decision of the Appeal Committee in the case of withdrawal or non-renewal.

Appendix 4

Branch Model Rules

Preamble to the Rules

Object of the Institute

To promote and facilitate worldwide the determination of disputes by arbitration and alternative means of private dispute resolution, other than resolution by the Court (collectively called “Private Dispute Resolution”).

Vision of the Institute

Our vision is for the Institute’s global reputation to be so high that all involved in private dispute resolution throughout the world will wish to join and support us.

1 Royal Charter and Bye-Laws

1.1 The Branch’s attention is drawn to the following relevant sections in the Chartered Institute’s Supplemental Royal Charter and Bye-laws (as last published on 15 June 2006) which pertain directly to Board of Trustees’ responsibilities and obligations vis-a-vis the Branches and concomitantly the Branch’s obligations to the Institute and the Board of Trustees.

1.1.1 Supplemental Charter Article 6.1(6) provides:

“The Institute shall have power to establish and/or close Branches of the Institute in such places and on such terms as it may decide.”

1.1.2 Bye-law 7 provides:

7.1 The Board of Trustees shall establish, maintain and/or close Branches of the Institute in accordance with Regulations as published from time to time. Applications to open a new Branch should be addressed to the Director General, in writing, in accordance with the Regulations.

7.2 The Board of Trustees shall cause to be published from time-to-time Branch Model Rules, which shall form the basis of all rules adopted by the Branches.

7.3 Any Branch shall be entitled, upon the approval of the Board of Trustees, to establish Chapters in accordance with the Institute’s Regulations and Branch Model Rules, which may apply from time to time.

7.4 The activities of each Branch shall be subject to the directions of the Board of Trustees and, in the case of the implementation of Bye-law 5.5(2), subject also to the directions of the Board of Management.

7.5 Each Branch shall submit an annual report on its activities and proceedings and those of its Chapters to the Board of Management within two months of the end of the calendar year.

7.6 The assets of any Branch and its Chapters, and any monies held in any bank account maintained by a Branch and its Chapters shall be and shall remain under the beneficial ownership of the Institute. Each Branch and its Chapters shall account to the Institute for such assets and monies in such manner and at such times as the Board of Trustees shall direct. The elected committee members and officers of every Branch and Chapter shall act as fiduciaries to the Institute for such monies.

1.1.3 Bye-Law 8.1 provides:

The principal management of the Institute shall be in London or in such other place within the United Kingdom as the Board of Trustees may direct.

2 Role of the Branches

2.1 Branch members have knowledge of the area in which they practice and are in direct contact with potential users of arbitration and alternative dispute resolution processes. Accordingly, Branches represent the Institute in their locality, and are uniquely placed to develop and promote the objects of the Institute and particularly to promote and popularise arbitration and alternative dispute resolution. Together each and every Branch should strive to contribute to the development of the Institute, with a substantially expanded membership, as a worldwide network of Branches and in co-operation with local arbitral and ADR institutes.

2.2 The functions, duties and responsibilities of the Branches are as follows:

2.2.1 to promote and represent the Institute, its services, arbitration and ADR and uphold the standards of the Institute throughout the designated Branch area through use of the local media, by direct contact with the public, local professions, businesses and organisations by:

2.2.1.1 arranging and promoting both social and technical Branch activities, such as: periodic meetings for the reading of papers, the delivery of lectures, the holding of demonstration arbitrations and other ADR mechanisms; and

2.2.1.2 conducting arbitration and other ADR training courses, when so authorised by the Education and Membership Committee; the Branch will agree with the Education and Training Department of the Institute on an annual basis the level/type of course(s) that the Branch will run in the Branch area in the particular year

- 2.2.1.3 arranging the acquisition and dissemination of useful information connected with arbitration and ADR; and
- 2.2.1.4 affording a means of professional and social communication between members of the Branch and others concerned with arbitration and ADR; and
- 2.2.1.5 co-operating with other professional bodies on matters of common interest; and
- 2.2.1.6 setting up and running arbitration and ADR surgeries as part of the CPD programme, as approved by the Board of Trustees; and
- 2.2.2 to seek to increase membership through recruitment campaigns for new members of appropriate professional backgrounds and capabilities and, inter alia, to:
 - 2.2.2.1 assist the Board of Management in identifying those areas of commerce, industry and the services where there is likely to be a growing demand for arbitration and ADR within their geographical region.
 - 2.2.2.2 within its geographical region, act as the focal point for its members and arbitration/ADR users by developing individual Branch sub-sites to the Institute's website (and, in reasonable time, where it has an independent website, to transfer it to the Institute's website platform), or to provide material (at least an introduction to the branch, a programme of events and committee contact details) to the Executive for inclusion on the Institute's website; updating such material on a regular basis and encouraging the exchange of information.
 - 2.2.2.3 where appropriate, encourage members residing in a particular part of the Branch area to form a Chapter.
- 2.3 The Branches of the Institute shall in addition, in relation to their own Branch only, have the following functions, duties and responsibilities:
 - 2.3.1 to promote locally a wider knowledge of the law and practice of arbitration and ADR; and
 - 2.3.2 where appropriate to consider and advise upon improvement in the law, practice and procedures of arbitration and ADR in the country or countries in which the Branch is located and to keep the Executive informed of relevant developments (in the case of UK Branches such matters should be discussed and agreed at the regular UK Branch Chair meetings so that there is a co-ordinated approach for England and Wales); and

- 2.3.3 when so authorised by the Board of Trustees, to establish a panel of suitably qualified arbitrators, mediators, and/or adjudicators; and
- 2.3.4 where appropriate and duly authorised, to set draft examination papers and answers for consideration and approval by the Examinations Board.

3 Scope of Authority

- 3.1 Individual Branches are encouraged to assume a measure of devolved responsibility, under the umbrella of the Institute, in upholding its objectives, and in the provision of training and services as defined in the Supplementary Royal Charter and Bye-laws.
- 3.2 In order to ensure that the Institute, and ultimately its Branches, develops in a coherent manner, each Branch shall provide the Executive with a Branch Plan supported by a Proposed Budget, thus forming a Business Plan for their development by the end of September each year for programmes commencing the following year.

4 GUIDELINES FOR SETTING UP NEW BRANCHES AND CHAPTERS

- 4.1 Guidelines (issued by the Board of Trustees from time to time) for members wishing to set up a new branch are set out in Annexe 1 to these Rules.
- 4.2 Guidelines (issued by the Board of Trustees from time to time) for members wishing to set up a new chapter or to upgrade a chapter to a branch, are set out in Annexe 2 to these Rules.

The Branch Model Rules

November 2011

1. Name and Constitution

The Branch shall be called the Branch and these Rules shall be subject to the Supplemental Charter and Bye-laws of the Institute. The Branch shall cover the following area:

.....[Insert area]

2. Definitions

In these Rules:

"The Board of Management" means the Board of Management of the Institute, appointed by the Board of Trustees in accordance with Bye-law 5;

"The Board of Trustees" means the Board of Trustees of the Institute; "the Branch" means the Branch of the Institute;

"The Bye-laws" means the Bye-laws of the Institute and any reference to a Byelaw shall be construed accordingly;

"Branch Committee" means the committee elected by the members of the Branch to manage the Branch;

"Chapter" is a subsection of a Branch of the Institute, formed to further the Object of the Institute at its local level;

"Director General" is the senior Executive Officer of the Institute and means any person so appointed to exercise the delegated duties and responsibilities on behalf of the Board of Trustees and Board of Management;

"The Executive" means the Executive Directors and staff of the Institute based at the Office of the Institute;

"Electronic Communication" means the same as in the Electronic Communications Act 2000, or any amendment thereof

"international" means outside England and Wales;

"The Office of the Institute" means the principal place of business of the Institute;

"The Institute" means The Chartered Institute of Arbitrators;

"The Rules" means these Rules, and any reference to a rule shall be construed accordingly;

3. Membership

- 3.1 Membership of the Branch shall comprise those members of the Institute whose billing address, as shown on the member's profile and recorded in the central membership database, is within the Branch area.
- 3.2 In addition, a member may be affiliated (at no cost to the member) to one or more Branches other than the Branch in which they are located, as above, if they so wish. In this event the member should apply to the Branch of their choice for affiliation. Affiliation to a Branch entitles the member to attend all Branch meetings. It does not give a member any voting rights in such Branch or any right to stand for election to the Branch Committee of such Branch. The Branch shall have the right to determine whether it wishes to accept or reject that member's application, which shall not be unreasonably refused.
- 3.3 In the event of the billing address of a member being in an area where there is no Branch, then, should they wish to join a Branch, they should apply to the Executive for membership of the Branch of their choice. The Executive will determine whether the member may join the Branch of their choice and will not unreasonably decide that they should join a different Branch.
- 3.4 In the event of a dispute over membership of a Branch the dispute may be referred by a member to the Director General for a decision.
- 3.5 Upon ceasing to be a member of the Institute, a person shall also forthwith cease to be a member of any Branch of the Institute.

4. Branch Subscriptions

- 4.1 England and Wales Branches – no entrance fee or annual subscription shall be charged by the Branch to its members. The Branch may, however, make appropriate charges to members attending such meetings, functions or other Branch activities as may be organised by the Committee.
- 4.2 International Branches – may charge an annual subscription up to a maximum of the difference between the England and Wales subscription and that for international members of equivalent grade. International Branches shall also be entitled (in consultation with the Board of Trustees) to agree among individual members of such Branch as to whether or not a Branch subscription is to be payable, on the grounds of hardship. With regard to members resident in countries for which members in Annual General Meeting have agreed special provision, the level of Branch subscription will be set accordingly.
- 4.3 The actual level of subscription for those members of Branches who are not located in an area for which special provision has been made is to be set after consultation with the Board of Management. It is to be collected by the Institute, unless otherwise agreed, and thereafter remitted to the Branch.

5. ORDINARY MEETINGS

Ordinary meetings of the Branch for educational or social or other similar functions shall be held at such times and places as the Branch Committee shall decide. The Chair shall be taken by the Chairman or, in their absence, by the Vice-Chairman of the Branch or by such other person as the Branch Committee may decide.

6. Annual General Meeting

- 6.1 The year for the purpose of the annual report and accounts shall be as per the Institute's financial year, which commences on the 1st of January.
- 6.2 The Branch shall on or before the 30th day of April in each year hold an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. The Annual General Meeting shall be held at such time and place as the Branch Committee shall appoint.
- 6.3 The purpose of the Annual General Meeting of the Branch shall be to receive the Report of the Chairman, the Financial Statement of the Branch, either the report of the auditors or the independent examiner, whichever is appropriate and to approve the election of members and the appointment of ex officio members of the Branch Committee for the ensuing year, which shall be deemed to be ordinary business. Any other matters raised by the Branch Committee at the Annual General Meeting will be deemed to be special business.
- 6.4 In accordance with Bye-law 20.2 the purpose of the Annual General Meeting shall also be, where appropriate, to elect a Fellow of the Institute, as Branch candidate, to go forward to Congress and stand for election to the office of President, in accordance with Bye-law 20.7. This is further set out in Rule 10 below.
- 6.5 The agenda shall set out the ordinary and special business to be transacted at the Annual General Meeting. The agenda shall accompany the notice calling the Annual General Meeting.
- 6.6 No business shall be transacted at any Annual General Meeting unless there is a quorum of at least five members personally present and entitled to vote in the case of Branches with less than 500 members; in the case of Branches with 500 or more than 500 members, the quorum shall be 1% of the Branch membership from time to time, such members to be personally present and entitled to vote. The Chairman of the meeting shall have a casting vote.
- 6.7 If within thirty minutes from the time appointed for holding the Annual General Meeting, a quorum of members is not personally present, the meeting shall stand adjourned to such time and place as the chairman, with the consent of the meeting, shall prescribe. The Honorary Secretary shall inform the members of the date and time of the adjourned meeting in accordance with the notice provisions set out in Rule 9 below.
- 6.8 On any resolution put to the meeting, (save in respect of elections to the Branch Committee which are governed by Rules 10 and 12.2 below) a vote shall be

taken by a show of hands (which will involve the counting of proxies held by members attending) or if a poll is demanded the procedure shall be that set out in Bye-laws 19.14 and 19.15.

- 6.9 If a member desires to raise any matter at an Annual General Meeting, they shall give written notice thereof to the Honorary Secretary not less than twenty- one days before the date of the meeting and such matter shall be included on the agenda. No decision may be taken on any matter not on the agenda.
- 6.10 The Branch Secretary shall send copies of the following documents to the Executive (to be sent by no later than 14 days before the Annual General Meeting):
- the notice calling the Annual General Meeting;
 - the agenda;
(The following to be sent within 2 months of the holding of the Annual General Meeting)
 - the minutes of the Annual General Meeting;
 - in the event of there having been a postal vote, a copy of the scrutineers' report as specified in Rule 9.8 below; and
 - a letter confirming that the notice periods prescribed in Rule 9 and 11.2 have been duly complied with.

7. Extraordinary General Meeting

By resolution of the Branch Committee, or at the request of the Branch Chairman, or upon a requisition in writing of ten or more members of the Branch specifying the purpose of the meeting, the Branch Secretary shall convene an Extraordinary General Meeting, giving members twenty-eight days' notice. The agenda accompanying the notice shall state the purpose for which the meeting is called. Every such meeting shall be held within forty-two days from the passing of such resolution or the receipt of such request or requisition. The quorum shall be ten members present and entitled to vote. The Chairman of the meeting shall have a second or casting vote. On any resolution put to the meeting, voting shall be in accordance with the procedure at Rule 6.8 above.

8. Notices And Business for General Meetings

- 8.1 At least twenty-eight days' notice specifying the place, day and hour of a general meeting and, in the case of special business, the general nature of the business shall be given to the members in manner hereinafter mentioned, but the accidental omission to send such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings.
- 8.2 The Branch Secretary is to send a notice to members to invite nominations for election to the Branch Committee from the members of the Branch. The timetable for inviting nominations shall be in accordance with Rule 11.2.

- 8.3 If additional matters are raised, as per Rule 6.9, an amended agenda should be sent to all members fourteen days before the date of the meeting⁶.
- 8.4 Any notices to be given to or by any person pursuant to these Rules shall be in accordance with sections 308 and 1168 of the Companies Act 2006 (which, for the avoidance of doubt, shall include electronic communications).
- 8.5 The billing address of the member, as shown on the member's profile and recorded in the central membership database, shall be the address to which all notices by the Branch shall be given. If any member fails to notify the Executive of any change to their billing address, they shall not be entitled to receive notices of meetings or other proceedings of the Branch, and no meetings or proceedings shall be invalidated or prejudiced by reason of nonreceipt by them of any notice.
- 8.6 The Branch may give notice to any member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or in accordance with sections 308 and 1168 of the Companies Act 2006 (which, for the avoidance of doubt, shall include electronic communications).
- 8.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. In the case of an Electronic Communication, the provisions of section 1168 Companies Act 2006 shall apply. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted, or in the case of a notice contained in an Electronic Communication, at the expiration of forty-eight hours after it was sent.
- 9. Voting for Elections to the Branch Committee and the Branch Candidate for Presidential Elections at Annual or Extraordinary General Meetings**
- 9.1 A postal vote (or such other method of voting as may be prescribed by the Byelaws from time to time) shall be necessary in cases where there is to be a contested election to fill a vacancy or vacancies on the Branch Committee (Rule 12.2) or to elect the Branch Candidate for Presidential Elections (Rule 11.4). The procedure for an election by postal vote (or such other method as referred to above) shall be in accordance with Bye-law 20.3 and shall be as follows:
- one of them is willing to act.
- 9.3 The Branch Chairman shall forward the nomination papers to every eligible member at least fourteen days prior to forwarding the voting papers as specified in Rule 9.5. Branch members may only nominate members from their own Branch.

⁶ It is anticipated that if the Secretary sends out an Agenda and Notice calling a meeting 28 days before an AGM, a member may then raise any additional matter by informing the Secretary not later than 21 days before the AGM. Thereafter the Secretary will have to send out an additional Agenda within 14 days of the meeting.

- 9.4 If there is more than one candidate nominated, any candidate may within seven days of the closing date for the nominations withdraw or, with their consent, be withdrawn by the nominators in writing. If there are still two or more remaining candidates, an election shall be conducted as set out below. If the candidates validly nominated are not more in number than the number of vacancies, those nominated shall be deemed duly elected.
- 9.5 The Branch Chairman shall, in accordance with the time limits laid down in the Bye-laws in these Rules and the Bye-laws, forward a voting paper to every eligible member and the voting paper shall be in such form as the Director General from time to time directs.
- 9.6 The voting papers shall be delivered or returned by post, prepaid, to the scrutineers at least seven clear days before the date fixed for the Branch Annual General Meeting. Any voting paper not received by that date shall be invalid.
- 9.7 As soon as the voting papers have been examined and the results of the election ascertained by the scrutineers, the voting papers, which shall remain confidential at all times, shall be retained by them for one month after the election, and then destroyed.
- 9.8 The scrutineers shall make and sign a report in which they shall state the total number of voting papers received, the number rejected and the grounds for rejection, the total number of votes in favour of each candidate, and the names of those who are duly elected, and shall send such report to the existing Branch Chairman and the Director General, not later than three clear days before the date of the Branch Annual General Meeting.
- 9.9 The scrutineers' report shall be conclusive as to the facts of the election, notwithstanding any irregularity or informality. Provided always that if there be an equality of votes the chairman of the Branch Annual General Meeting may give such casting vote as may be necessary to remove the equality and complete the election.
- 9.10 The report of the scrutineers shall be read at the Branch Annual General Meeting.
- 9.11 Elections under this Rule shall take effect as from the conclusion of the Branch Annual General Meeting.

10. Election of the Branch Candidate for Presidential Elections

- 10.1 In accordance with Rule 6.4 and Bye-law 20.7 the Branch shall, when appropriate, elect a Fellow of the Institute, as Branch Candidate, to go forward to Congress for election to the office of President.
- 10.2 All Branch candidates must have been nominated in writing and supported by four other members of that Branch.
- 10.3 Any candidate may within fourteen days of the closing date for the nominations withdraw or, with their consent, be withdrawn by the nominators in writing.
- 10.4 If there is only one candidate nominated by the Branch, that candidate will be deemed to have been elected as the Branch candidate. If there are however two or more candidates,

an election shall be conducted. Elections pursuant to this Rule 10 shall be by postal vote (or such other method of voting as may be prescribed by the Bye-laws from time to time), as provided in Rule 9.

- 10.5 The successful Branch candidate must have given a written undertaking to serve and fulfil the duties expected of the posts of President, Deputy President and Vice President, if elected by the members in Congress.

11. The Branch Committee

- 11.1 The management of the Branch shall be vested in the Branch Committee, which shall consist of not less than six or more than fifteen members ("the elected members") and in addition not more than five of the duly elected Chairmen of the Branch's Chapters.

- 11.1.1 At each Annual General Meeting one third of the elected members, or if the number of elected members is not a multiple of three, then the number nearest to but not exceeding one third shall retire from office. Those to retire shall be those who have been longest in office since their last election and, in the event of two or more having been in office for the same length of time, and a lesser number having to retire, such lesser number shall either retire by agreement or by drawing lots. Any elected member wishing to stand for re-election will need to be re-nominated by two members in accordance with Rule 11.2.

- 11.1.2 In the case of a Branch having less than 500 members, no elected member may serve on the Branch Committee of such Branch for more than three consecutive terms. In the case of a Branch having 500 or more than 500 members, no elected member may serve on the Branch Committee of such Branch for more than two consecutive terms. If an elected member wishes to seek re-election after two or three consecutive terms (as the case may be), they shall not do so until one year has elapsed from the date that they ceased to be a member of the Branch Committee.⁷ This requirement shall not apply to an elected member who, in their second or third term (as the case may be depending on the size of the Branch membership), is the Vice Chairman, Honorary Secretary, or Honorary Treasurer and intends to stand for election by the Branch Committee as Chairman or Honorary Treasurer after their current term expires; such elected member may stand for election to the Branch Committee for one further term only, notwithstanding that they have already served two or three terms (as the case may be).

- 11.2 The procedure for election of elected members of the Committee shall be as follows:

Nominations for election to the Branch Committee signed by two members must be lodged with the Branch Secretary accompanied by a statement from the nominee that, if elected,

⁷ The rule relating to the number of terms a member may serve on a Branch Committee is intended to facilitate the rotation of Branch Committee membership. In smaller Branches there may be occasions when, despite calling for nominations, there is a shortage of members willing to stand for election to the Branch Committee. In such a case, the Branch may apply in writing, through the Director General, to the Board of Trustees for a waiver of the limit on the number of consecutive terms a particular member may serve on the Branch Committee. A waiver will only be granted if the Board is satisfied that, under all the circumstances, there are insufficient members willing and able to serve on the Branch Committee.

they will accept office. No person who is not a member of the Branch may nominate or be nominated as a candidate.

Time periods for the election procedure (in days before the date of AGM)

60 days	Nomination forms to be sent to Branch members
44 days	Nomination forms to be returned to Branch Secretary
37 days	Date by which candidates may withdraw or, with their consent, be withdrawn
30 days	Voting papers with manifestos of candidates to be posted to Branch members (if contested election)
8 days	Voting papers to be received (post or delivery) by scrutineers from members
3 days	Scrutineers to deliver their report to the Branch Chairman

- 11.3 The names of retiring elected members of the Branch Committee who are willing to be re-elected thereto shall be notified to the members in the notice by the Branch Secretary inviting nominations specified in Rule 8.2.
- 11.4 The Chairmen of the Branch's Chapters shall have the same status on the Branch committee as the elected members. The electoral arrangements for Chapter Chairmen are set out in Annex 2 to the Branch Model Rules. If there are more than five Chapter Chairmen who qualify to be members of the Branch Committee then they shall nominate five of their number to serve. If they cannot agree who is to serve, the Branch Chairman shall supervise a ballot among the Chapter Chairmen.
- 11.5 The Branch Committee shall have power to fill any casual vacancies that may arise and any member so appointed shall remain in office until the next Annual
- 11.6 The Branch Committee shall meet at such times and places as it shall decide. Minutes of the business transacted at such meetings, including a record of the attendance of the members of the Branch Committee, shall be kept by the Honorary Secretary.
- 11.7 No business shall be transacted at any Branch Committee meeting unless there is a quorum of at least four members personally present. Participation in the meeting by any of the means set out in Bye-law 17.4 shall constitute presence at the meeting.
- 11.8 The Immediate Past Chairman shall be an ex-officio member of the Branch Committee and shall have the right to vote. The Immediate Past Chairman shall not offer themselves for re-election to the Branch Committee until at least three years have elapsed from the expiry of their last term of office.

- 11.9 The Trustee for the Region within which each Branch is situated shall be an ex officio non-voting member of such Branch Committee and shall be entitled to receive all Branch Committee papers of the Branch, on request. In the case of UK Branches the Trustee informally allocated to the Branch (see Regulation 3.4) shall be an ex officio non-voting member of such Branch Committee and entitled to receive Branch Committee papers of the Branch, on request.
- 11.10 The President shall be entitled to attend any Branch Committee meetings and receive Branch Committee papers, on request, in their ambassadorial role.
- 11.11 Should any member of the Branch Committee cease to be a member of the Institute or leave permanently the geographical area covered by the Branch or be absent without an accepted apology from three consecutive meetings, they shall be deemed to have vacated office.
12. **Officers**
- 12.1 The Branch Committee shall from amongst its members elect annually (and shall have power to fill casual vacancies) a Chairman, one or more Vice Chairmen, an Honorary Secretary an Honorary Treasurer, a Public Relations Officer. In the absence of exceptional circumstances, a member shall not serve as Chairman for a period longer than three years without a break of one year. Where exceptional circumstances are deemed to exist, specific approval is to be obtained from the Board of Trustees.
- 12.2 The Branch Committee may also appoint an Education and Training Officer, a Webmaster, a Membership Development Officer, and/or an Events Coordinator, from among the members of the Branch, to assist the Branch Committee.
- 12.3 A Vice Chairman shall deputise for the Chairman in their absence, and in the event of there not being a successor to the chair after a consecutive three-year term of office, the Vice Chairman shall take the chair on a pro tem basis until the next Annual General Meeting at which a Chairman shall be elected to the Branch Committee.
- 12.4 Any two of the offices of Honorary Secretary, Honorary Treasurer, Branch Public Relations Officer, and/or Vice Chairman may, at the discretion of the Branch Committee, be held by one person.
- 12.5 The Board of Trustees shall have the power to investigate and if deemed necessary dismiss the Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer, Public Relations Officer and/or any other officer of the Branch Committee should there be evidence of any significant failure in the proper management of the Branch or the duties of the officer. The Board of Trustees shall not dismiss any officer until it has received representations from the Branch Committee and the individual concerned. Such representations may be made in writing or, if so requested or deemed appropriate, in person at a meeting of the Board of Trustees.
- 12.6 If 10 members of the Branch, consider that the Chairman is not able to discharge the duties of their office they may requisition the Branch Secretary to summon an Extraordinary

General Meeting. If such meeting resolves that the Chairman is not able to discharge those duties the Chairman shall be deemed to have resigned.

- 12.7 In accordance with Article 14.1 and Bye-law 6.2(5) each elected Branch Chairman will normally represent their Branch at the biennial meeting of Congress. In the event of the Branch Chairman being unable to represent their Branch at Congress, the Branch Committee shall elect one of their number to be the Representative.

13. **Branch Patrons**

- 13.1 The Branch may appoint from amongst eminent members of its local community one or more Patrons. Each Patron must be a person whom the Branch considers will prove effective in helping the Branch to develop and to fulfil its objectives. Before any approach is made, the Branch must obtain the agreement of the Board of Trustees to the appointment.

14. **Financial Control – Regulation of Management of Assets and Funds of the Branch**

- 14.1 The assets of the Branch including any Chapter or Chapters established in accordance with Bye-law 7 and any monies held in any bank account maintained by the Branch, and/or any of its Chapters, shall be and shall remain under the beneficial ownership of the Institute. The Branch and its Chapters, if any, (through the Branch) shall account to the Institute for such assets and monies in such manner and at such times as the Board of Trustees may direct, as provided herein in Rule 14.3 below. In accordance with the provisions of Bye-law 7.6, the Branch and its Chapters, if any, and the elected committee members and officers thereof shall act as fiduciaries to the Institute for such assets and monies.

- 14.2 The funds of the Branch shall be derived from:

- 14.2.1 a discretionary grant which may be made by the Board of Trustees each year; or, for International Branches, the Branch annual subscription; and

- 14.2.2 any surpluses which may accrue to the Branch through its activities.

- 14.3 The funds shall be under the management of the Branch Committee and shall be used only to pursue the objectives of the Institute in their geographical area and support the business plan of the Branch, and its Chapters, if any, as agreed with the Board of Trustees

each year, if applicable⁸. In the event of the Branch being closed or amalgamated or in some other way ceasing to exist in its present form, such funds will be disposed of as directed by the Board of Trustees.

- 14.4 The Branch shall open an account in the name of the Branch at a bank approved by the Committee and shall, through its Honorary Treasurer, keep proper income and expenditure accounts which shall be made up to the end of each quarter. The Branch shall file a statement of account a copy of the bank reconciliation as at the quarter-end and such VAT information (in the case of UK Branches) as the Institute may require with the Institute quarterly by the 14th day following the end of the calendar quarter. Year-end information shall be sent to the Institute no later than the 31st of January of the year following the last financial year. The Branch financial records must always be kept up to date and be made available for inspection by the Institute or its auditors on reasonable notice, if so requested. All Branches must comply with local tax requirements. A Chapter may, with the approval of the Branch Committee, open a Chapter account and shall supply the Branch with such information regarding the Chapter account as the Honorary Treasurer of the Branch shall require.
- 14.5 It is a requirement for all larger Branches to have their year-end accounts and financial records externally audited. Larger Branches are defined as those Branches which in the previous financial year had either total income or net assets in excess of £10,000 or have one or more Chapters within the Branch area. The funds of any such Chapter shall be part of the assets of the Branch (as stated in Rule 14.1) and such funds shall be included in the Branch accounts and be subject to the Branch audit. All Branches, including those that do not meet these criteria, may be subject to periodic visits by Institute staff for the purpose of carrying out an internal audit to ensure that information being reported to the Institute in accordance with Rule 14.4 is being properly and accurately compiled with the cost of such routine visits being borne centrally. Branches which fail to meet the timetable for the submission of financial information laid down in Rule 14.4 may be visited by Institute staff in order to prepare or otherwise obtain the information required by that rule and the cost of such visits will be borne by the Branch.
- 14.6 The person appointed by the Branch to carry out the audit function required by Rule 14.5 must be independent. This person may be either a Registered Auditor or an independent examiner. A Registered Auditor is an individual holding appropriate qualifications who has been entered on the Register of Auditors under the Companies Act 2006 in the UK or the

⁸ Business Plans shall normally be approved by the Board of Trustees before the end of the calendar year preceding the year to which they relate.

equivalent legislation elsewhere. An independent examiner need not be a practicing accountant but must have the requisite ability and practical experience to carry out a competent examination of the Accounts and must have no connection with the Trustees (the individual Board of Trustee members) which might inhibit the impartial conduct of the examination. The following persons are deemed to be connected persons for this purpose:

- a) Branch Committee members or other Branch officials;
- b) A major donor or beneficiary;
- c) A close relative, business partner or employee of a person within (a) or (b) above.

Every effort should be made to have the audit carried out on an honorary basis, but it is recognised that in order to maintain complete independence, there may be circumstances where an appropriate fee will be required.

- 14.7 Cheques shall be signed by the Honorary Treasurer and one other member of the Branch Committee. The Honorary Treasurer and one other Branch Committee member shall be authorized to carry out electronic transactions of Branch funds if the Branch maintains an electronic bank account.
- 14.8 In the event of any unexpected expenditure arising, from for example the calling of a requisitioned Extraordinary General Meeting, the Branch may apply to the Institute for a supplementary grant before incurring the expenditure. The Institute will consider all such requests in a timely manner but will not be bound to make any grant, either in whole or in part.
- 14.9 For the avoidance of doubt, in the event of any breach of the fiduciary duty imposed by this section of the Rules on the Branch elected committee members and officers thereof, in connection with the financial control and regulation of the assets and funds of the Branch, the individuals concerned may be held personally liable to the Institute to make good any losses sustained/caused thereby.

15. **Chapters**

- 15.1 A "Chapter" is a subsection of a Branch of the Institute, formed to further the Object of the Institute at its local level.
- 15.2 Any Branch shall be entitled, upon the approval of the Board of Trustees, to establish Chapters consisting of members residing in a particular part of the Branch area. The requirements for establishing a Chapter in Branch area and for upgrade of a Chapter to a Branch are set out in Annex 2 to these Rules.
- 15.3 The role and function of the Chapter shall be to:
 - promote and represent the Institute, its services, arbitration and ADR throughout the designated Chapter area, and
 - to provide those members within the Chapter's geographical area additional localised networking and socialising opportunities.

- With the prior agreement of the Branch Committee and through it where necessary of the Education & Membership Committee, to arrange, promote and conduct both social and technical activities, training courses and assessments on behalf of the Branch.
- 15.4 The affairs of each Chapter will be managed by a Chapter Chairman and, where constituted, a Chapter Committee under the direction of the Branch Committee to which he/it must regularly report and act in conformity with these Branch Model Rules and any rules, regulations or Bye-laws which may be promulgated by the Institute from time to time. The requirements for appointment and elections of Chapter Chairmen and Chapter Committees are set out in Annex 2 to these Rules.
- 15.5 The Chapter Committee and/or the Chapter Chairman shall have such powers authorities and discretions with respect to the management of the affairs of the Chapter, as are consistent with the Branch Model Rules, which the Branch Committee may in its discretion confer on it, or the individual, from time to time.
- 15.6 Each duly elected Chapter Chairman of a Chapter in a Branch's geographical area shall be a member of the Branch Committee (in accordance with the provisions of Rule 11.1 and 11.4 above) save that no more than five elected Chapter Chairmen may serve on the Branch Committee at any one time.
- 15.7 The Branch committee may:
- fill any casual vacancy that may arise in the Chapter committee, and/or replace an appointed (but not elected) Chapter Chairman, from time to time;
 - Appoint up to three Branch members to be additional members of the Chapter committee with the agreement of the Chapter Chairman (if they have been duly elected).
 - Any member so appointed shall remain in office until the next elections for the Chapter committee.
- 15.8 The Branch Committee shall have the power to investigate and if deemed necessary remove any duly elected Chapter Chairman and/or member of a Chapter committee and if thought fit appoint another individual in place of that office holder, should there be evidence of any significant failure in the proper management of the Chapter or the duties of the officer. The Branch committee shall not dismiss any officer until it has received representations from the Chapter Committee and the individual concerned. Such representations may be made in writing or in person as deemed appropriate by the Branch committee. There shall be a right of appeal to the Director General who shall, in their discretion, decide whether the Board of Trustees should become seized of the matter.
- 15.9 The provisions of these Rules that govern the conduct of the Branch committee shall apply mutatis mutandis (insofar as they are practicable and subject to the express requirements of Annex 2) to the Chapter committee and/or the Chapter Chairman, as the case may be.

- 15.10 Networking, training and other professional and social events require prior investment. The Branch retains ultimate control and responsibility for audit within the Branch area, but it has a duty both to provide funds and to ensure their ready availability to Chapters. In particular, the Branch must be confident, when applying for the establishment of a Chapter, that it will be able to support the Chapter while it begins to develop the range of activities outlined in Rule 15.3, and that the Chapter can reasonably be expected to become financially self-sustaining in the medium term (see paragraph 2.2.2.3 of the Preamble, Rule 15.3 and paragraph 1.c of Annex 2 of the Branch Model Rules).
- 15.11 The assets of any Chapters, and any monies held in any bank account maintained by Chapters, shall be under the direction of the Branch Committee, and shall remain under the beneficial ownership of the Institute.
- 15.12 Each Chapter shall account to the Branch for such assets and monies. The elected committee members and officers of every Chapter shall act as fiduciaries to the Institute for such monies.
- 16. Special Interest Groups ("Sigs")**
- 16.1 Branches shall be permitted to form SIGS from amongst their members in order to address needs or topics of particular interest to a cross-section of their members.
- 16.2 A SIG shall have as its leader a SIG Chair who will report to the Branch Committee as to the activities of the SIG.
- 16.3 The Branch Committee may allocate funds of the Branch to enable a SIG to hold events and other activities as agreed with the Branch Committee from time to time.
- 16.4 Each Branch is strongly encouraged to form a SIG to address the interests of Young Members in the Branch. The Branch Committee shall allocate funds of the Branch to support its Young Members SIG. A Young Member shall be defined as a member (of any grade) below the age of 40.
- 16.5 Where a Branch forms a Young Members SIG, the SIG will appoint a Young Members Group Representative ("YMGR") who will have an ex officio seat on the Branch Committee. The YMGR will also represent the Young Members SIG on any international steering group set up by the Institute for Young Members' interests.
- 17. Authority to Use the Name of the Institute**
- 17.1 The Branch shall be permitted to refer to itself as a Branch of the Chartered Institute of Arbitrators and may commission the printing of official stationery bearing the Institute's and the Branch's full name and the Institute's logo. The elected officers on the Branch or Chapter Committees thereof, are only licensed to use the Institute's logo and name for the purposes of dealing with Institute and Branch business. All use of the Name, trademarks and logos of the Institute, shall be subject to the regulation and control of the Institute.

18. Administration

- 18.1 In order to assist with Branch administration, the Branch shall be permitted to employ, engage or otherwise hire a person or persons or a service company or other entity on such terms as the Branch may decide. Such person(s) or company will be paid by the Branch from Branch funds. The Branch Secretary shall inform the Executive as to, and supply details of, the employment, engagement, or hiring of any such person(s), company, or other entity. No family member of a member, whether related by blood or marriage, shall be employed engaged or hired as above, whether directly or through any service company.

19. Interpretation

- 19.1 By reason of the Institute's Chartered and charitable status, these rules shall be interpreted according to the laws of England and Wales, consistently and in accordance with the Institute's Royal Charter and Bye-Laws in force for the time being. Any dispute or difference arising between the Institute and any Branch or any member in relation thereto shall be referred to the Board of Trustees whose decision shall be final and binding.
- 19.2 These Rules shall be adopted by Branches without amendment, unless particular local circumstances or local law necessitate amendment to any part of them. In that event, amendment may be permitted after submission of reason and justification (including where appropriate written advice from local legal Counsel) for proposed amendments and only then with the prior consent of the Board of Trustees.

ANNEXE 1 to The Branch Model Rules

Guidelines on Setting Up a Branch of the Chartered Institute of Arbitrators

1. The Branch Model Rules set out in detail the responsibilities, powers and rules of a Branch of the Institute. This document is intended as a guide to setting up a branch and should be read in conjunction with the Branch Model Rules dated June 2011.
2. The Board of Trustees has adopted the following guidelines when it considers whether to approve the formation of a Branch:
 - 2.1 There shall be a minimum of 40 members (in good standing) in the geographical area of the proposed Branch.⁹
 - 2.2 The majority of those members must be willing to support the setting up and running of the Branch
3. While the Board of Trustees requires 40 members to recognise an official Branch it recognises that there may not be 40 members of the Institute in the area at the onset of the process
4. We recommend a minimum of 6 people, and preferably 12, acts as an interim committee ("steering group") for an embryo branch, their goal being to get the minimum 40 members. They should elect a chairman and a secretary.
5. The route to gaining members is usually through introductory courses leading to Associate grade (ACI Arb), but if the region in question has an existing population of practicing arbitrators it may well be that they will automatically qualify for membership at other grades (MCI Arb or FCI Arb).
6. The Institute can help with the organisation of an introductory course, but where this involves overseas travel, we would suggest that the steering group attempt to find at least 30 candidates to make the course cost effective. The Institute's Education and Training team will be happy to advise.
7. Once the results from the assessments or examinations from courses are available, the steering group should decide whether they have sufficient support and interest to proceed with the formation of a Branch.
8. Another method that has proved effective in the past is to organise a conference on some aspect of arbitration or ADR in the area. This will attract interest from practicing lawyers and may even provide the opportunity to mount a workshop on the back of the conference, leading to membership

⁹ A group of members (not being part of a Chapter) within an existing Branch area wishing to form a new Branch will not, except in the most exceptional circumstances, be permitted to do so without first having demonstrated that they can be viable as a Chapter over a period of at least five years.

9. The process of obtaining approval from the Board of Trustees for the formation of a new Branch is generally in two stages.

Stage 1

10. The steering group should formally request (through the Executive) the Institute's Board of Trustees to approve the formation of a Branch in principle. (A Branch Application template is available from the Executive on request. This sets out the information which the steering group will need to provide to satisfy the Board of Trustees that a new Branch in the proposed area will be viable.)
11. Although the detailed legal requirements for the Branch constitution will be dealt with as part of the second stage (see below), it is imperative that the steering group is confident that there are no issues arising out of local legal requirements which make it impossible to set up the branch, before proceeding to submit the formal Branch Application (above) to the Board of Trustees.

Stage 2

12. Once the Board of Trustees has approved the formation of a Branch in principle, the second stage is to deal with the setting up and approval of the Branch constitution. The issues in setting up the constitution are discussed in more detail below. It is important to note that any variations of or amendments to the Branch Model Rules (which are the standard form) require further approval from the Board of Trustees. For this second stage, the steering group/ proposed officers should liaise directly with the Ciarb's Director of Legal Services
13. As part of the Application process, enquiries should be made into any requirements of the local jurisdiction as to any legal formalities of setting up the branch. From experience, the legal formalities of setting up a branch differ from one country to the next.
 - 13.1 Under the standard model (in the Branch Model Rules) a branch of the Institute has no legal entity distinct from the Institute. It is part of the corporate body which is the Institute. It follows that it is automatically subject to the constitutional requirements and Objects of the Institute. This is important from the point of view of the Institute's charitable status, as it ensures that every part of the Institute is compliant with the requirements of the Charity Commission in the UK. Furthermore, under English law, the fact that a branch has a separate committee to manage its affairs does not make the branch a separate legal entity. The Board of Trustees remains legally responsible for the finances and activities of all branches.
 - 13.2 It is possible that a new branch may only be able to establish itself by setting up as a separate entity in the local jurisdiction. There are two main reasons for this:

- 13.2.1 The local branch officers consider that limited liability status, or a separate vehicle, will protect them from liability in the event of a third party, or indeed a member, bringing proceedings against them and/or
- 13.2.2 Local law may dictate that, as a matter of local regulatory requirements, the branch cannot operate within the region, especially as a charity, without having a separate entity which is capable of being registered locally.
14. These factors can make complying with local requirements while meeting the Institute's requirements complex. All variations from or amendments of the Branch Model Rules will need the approval of the Board of Trustees; and the Board of Trustees and the Institute shall have complete discretion as to whether or not to accept or reject such amendments or variations. The Institute's Director of Legal Services should be consulted before the structure for the Branch locally has been determined. The Director will provide more detailed advice as to how to comply with the various requirements.
15. Once approval (both stages) from the Board of Trustees has been obtained and the steering group has taken the necessary steps to comply with local law, the steering group should hold a general meeting to do the following:
- Elect a committee
 - Adopt the appropriate set of branch rules/constitutional documents
 - Send a copy of the adopted and signed branch rules to the Executive.

For further assistance on this important procedure, please contact the Director General at the Institute.

ANNEXE 2 to the Branch Model Rules:

The Formation of a Chapter, Chapter Funding, and the Upgrade of a Chapter to a Branch

Formation of a Chapter

1. Groups of members within an existing Branch geographical area may apply for the formation of a Chapter in the first instance to the Chairman of the Branch in question. If the Branch supports the application, which it will not unreasonably refuse, it will forward the application on the Group's behalf to the Director General, who will instruct the Executive to prepare a submission for the Board of Trustees to consider, including:
 - a. Details of the geographical area that the proposed Chapter will cover;
 - b. Confirmation that there is a minimum of 15 members (in good standing) in the geographical area of the proposed Chapter (or such lesser number as the Branch Committee and Executive jointly conclude is the minimum necessary to ensure the proposed Chapter's viability) and that the majority of those members are willing to support the setting up and running of the Chapter;
 - c. The Branch's recommendation, recognising the potential future aspiration of any Chapter to become a Branch, confirming that it will support the Chapter financially as appropriate (see Rule 15.10), and giving the names and standing of the proposed initial office holders;
 - d. The view of the regional Trustee;
 - e. Any other information considered relevant by the Executive.
2. On the Branch Committee's decision to recommend the first Chapter in its geographical area, it will take cognizance of the potential aspirations of concentrations of members elsewhere in its area to form Chapters and will discuss with the Executive how it will apportion geographical responsibilities accordingly in the future.
3. Should the Branch oppose the application it shall inform the Director General, or if it fails to do so, the group of members wishing to form a Chapter may inform the Director General, of the group's application. The Director General will use their best efforts to broker an amicable resolution between the Branch and the group. Should that fail to resolve the matter, the Director General shall instruct the Executive to prepare a paper for the Board of Trustees to consider as at paragraph 2 above with the following additions:
 1. The view of the group;
 2. Any advice from the Director of Legal Services and
 3. A summary of the advantages and disadvantages of forming a Chapter if appropriate.
4. The Board of Trustees will consider the application at its next physical meeting. Its decision as to whether or not to form the Chapter shall be final.

5. Upon approval by the Board of Trustees, the Branch Committee shall appoint the first Chairman of the Chapter, to serve as Chairman for a period of no more than three years. Within three years of the Chapter Chairman's appointment, an election for the Chapter Chairmanship (from members in the Chapter area) shall be held, for which office the first, appointed, Chapter Chairman may be nominated to stand for election. The election will be held according to a simplified form of the Branch Committee election procedures in the Branch Model Rules. The Branch Committee shall decide how the election shall be conducted and manage the election process. Nominations by two members resident within the Chapter geographical area will be submitted to the Branch Chairman or their nominee no later than 45 days before the date of the election. In a contested election, voting may be conducted by email.
6. The Branch Committee may, on its own cognizance or at the request of the Chapter Chairman and in any event in consultation with the Chapter Chairman, co-opt any members whose billing address lies within the Chapter geographical area to serve on a Chapter Committee. When the Branch Committee deems it appropriate and, in any event, no later than the introduction of elections for the Chapter Chairman, Chapter Committee elections will be established on procedures as close to those outlined at paragraph 5 above as is practicable. The Chapter Chairman shall, at their discretion, allot portfolios to such elected Chapter Committee members from time to time.
7. The Chapter Chairman and Chapter Committee members shall serve for a term of three years and be eligible for re-election once, save that the Branch Committee shall provide for sufficient overlap of Chapter office holders to ensure continuity by ensuring an appropriate percentage of the Chapter Committee members retire at every tri-ennial election.

Chapter Funding

8. The development of a Chapter as a major source of overall Branch revenue should be applauded by all, and the Branch must give due weight to the benefits being provided through the Chapter to the Branch in planning future expenditure.
9. It is a matter for local agreement as to whether Chapters should have their own bank accounts. The following principles will apply:
 - a. The Branch will agree with the Chapter annually what activities the Chapter will undertake to organise and the funding of and likely return from them. The Chapter will submit to the Branch a brief outline budget of the intended events and activities sufficient for the Branch to ascertain whether they are likely to cover their costs (a template form will be provided by the Executive). If a loss is forecast, the Branch may at its discretion decide that a Chapter event should nevertheless take place in the best interests of the Branch and its recruitment and retention of members.
 - b. On the establishment of a Chapter, a funding arrangement should be agreed between the Branch and its Chapter, in consultation with the Executive, recognising that where the Chapter has undertaken to organise a programme of events and activities, the Branch undertakes to provide sufficient ready funds to meet the advance costs of the projected spend for the forthcoming year. Such

funds should be sufficiently accessible so that individual members of the Chapter do not have to use personal funds to underwrite Chapter activities.

- c. Should Chapters begin to generate an annual surplus, if they have a Chapter bank account separate from that of the Branch they may with the Branch's agreement retain the surplus until they have built up sufficient funds to underwrite roughly the following year's agreed programme of events and activities (including any subsidy of events, which must have been included in the outline budget approved by the Branch). Thereafter they should remit to the Branch bank account a proportion of any additional surplus to be agreed (it is suggested that 50% might be appropriate). In any event, where a Chapter bank account balance exceeds twice the agreed budget for the previous accounting year the Chapter Chair and Branch Committee will discuss whether the excess should be remitted to the Branch bank account or what other productive use may be made of it. The Executive will wish to be aware of the outcome of that discussion when the Branch audited annual accounts are submitted to the Director of Administration and Finance. Without being overly prescriptive, the expectation is that Branches will establish a cooperative relationship with their Chapters from the outset, including how the funding arrangements will help meet the Institute's overall objectives, with the onus on the Branch to ensure such a relationship exists.

The Upgrade of a Chapter to A Branch

10. Only in the most exceptional circumstances will any consideration be given to the upgrading of a Chapter to a Branch without the Chapter first having:
 - (i) elected a Chairman and Committee (save in the case of any applications current at the time of this Regulation coming into force);
 - (ii) demonstrated that it has been operating successfully and has been financially viable as a Chapter for an appropriate period¹⁰; and
 - (iii) demonstrated that it has the ability to offer all the events and activities appropriate to a full Branch.
11. Any Chapter fulfilling these requirements may apply to its mother Branch to be upgraded to a Branch. If the Branch supports, the application it will forward the application to the Director General who will instruct the Executive to prepare the current check list of information relating to the formation of a Branch required by the BoT as set out in Annex 1 to the Branch Model Rules and pass it to the Board of Trustees for consideration at its next standard meeting.
12. Should the Branch oppose the application, it shall inform the Director General. If it fails so to inform the Director General, the Chapter shall inform the Director General. The Director General will first use their best efforts to broker an amicable resolution between Branch and Chapter. Should this fail (save in the case of any applications current at the time of

¹⁰ The appropriate period will normally be at least five years. The Chapter will also need to show that it has a minimum of 40 active members in the relevant area.

this Regulation coming into force where they will report directly to the Board of Trustees), they will then invite the Branch and Chapter to jointly nominate as intermediary one of either the President, the regional Trustee, a neighbouring Branch Chair or other senior office holder as the parties may jointly agree and the Branch Committee and Chapter shall undertake to engage cooperatively with their chosen intermediary to resolve their differences. Should this prove unsuccessful, the intermediary will inform the Director General who will instruct the Executive to assemble the information necessary to prepare the standard check list of information for the Board of Trustees, with the following additional information:

- a. the view of the Chapter;
- b. a report by the chosen intermediary, to which the BoT will attach due weight;
- c. any potential conflicts reported by the Branch or Chapter regarding any participant in the process (absent exceptional reasons, any participant so identified shall recuse themselves from any further participation in the process);
- d. any advice from the Director of Legal Services before submitting it to the Board of Trustees for decision.

Appendix 5

Ciarb Faculty Regulations

1. The Chartered Institute of Arbitrators

The Chartered Institute of Arbitrators (Ciarb) is the world's leading professional body for promoting the settlement of disputes by arbitration, mediation and other private dispute resolution methods. Ciarb is a not-for-profit, UK registered charity working in the public interest through an international network of Branches and has a global membership of approximately 12,000 individuals who have professional training in private dispute resolution.

Founded in 1915, Ciarb was granted a Royal Charter in 1979. It is the only membership body that covers the entire range of private dispute resolution methods on a global scale.

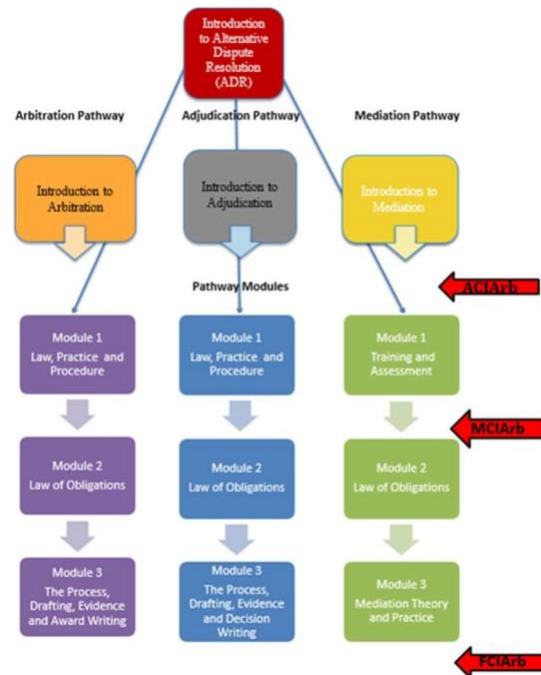
Ciarb seeks to ensure the highest standards of knowledge and practice in private dispute resolution through its professional education and training programmes, internationally recognised qualifications, professional guidelines and codes of conduct, together with its wide range of information and other support facilities for its members.

2. Governance, Education and Training

1. At Ciarb, global standards in education are delegated by the Board of Trustees (BoT) to:
 - a. The Education and Membership Committee, which develops education and membership strategy and policy; and
 - b. The Examinations Board, which is responsible for Ciarb assessments.
2. The Education and Training Department executes the policy and strategy set by all of these bodies.

Ciarb Educational Routes to Membership

3. CIARB has a number of programmes that lead to Ciarb membership ("routes to membership"):
 - a. Introductory Courses: Open to all, successful completion of one of these courses entitles an individual to apply for Associate Membership of Ciarb (ACIARB).
 - b. Ciarb Pathways Programme: Open to all, successful completion of Module 1 allows an applicant to apply for Membership of Ciarb (MCIARB); and successful completion of Modules 2 and 3 and a Peer Interview entitles an individual to apply for Fellowship of Ciarb (FCIARB). Module 2 exemption: those with a relevant legal academic qualification such as a law degree or diploma in law or who hold a legal practice certificate in their jurisdiction can apply for an exemption of Module 2 by successfully passing an on-line test.



- c. Accelerated Route to Membership (ARM): this is an assessment that allows those with a law degree or legal practice qualification in their jurisdiction plus some knowledge of a relevant field of ADR to apply for MCI Arb following the successful completion of two days of assessments.
- d. Accelerated Route to Fellowship (ARF): this assessment allows those with a law degree or legal practice qualification in their jurisdiction plus substantial knowledge of a relevant field of ADR to apply for FCI Arb following the successful completion of three days of assessments plus a peer interview.
- e. Diploma Programmes: the Diploma programmes are for those with substantial ADR experience. It allows them to undertake an intensive instructional-course and qualify for MCI Arb and FCI Arb following the successful completion of assessments and a peer interview.

Ciarb Approved Faculty

4. Ciarb's "Approved Faculty" is the body of individuals, both CI Arb members and non-Members, who have been approved by CI Arb to teach and/or assess on Ciarb's routes to membership. Once fully approved, they are added to the CI Arb Approved Faculty List.

Appointment, Renewal and Removal of a Member of the Approved Faculty

5. A person wishing to teach and/or assess on Ciarb's routes to membership and join as a member of the Approved Faculty List must:
 - a. if they wish to teach and/or assess a course that leads to Associate or Member grade, be a CI Arb Member or above; and if they wish to teach and/or assess a course that leads to Fellow grade, be a CI Arb Fellow; or be a commensurate non-Member who has formally agreed in their CI Arb contract to abide by the object and values of Ciarb;

- b. Demonstrate a sound knowledge of the educational routes to membership;
- c. Hold appropriate academic and/or professional qualifications for the course for which they are applying;
- d. Have reasonable practical experience of private dispute resolution and subject areas for the course for which they are applying;
- e. Have satisfactory teaching and/or assessment experience for the role for which they are applying; ¹¹
- f. Demonstrate ongoing commitment to alternative dispute resolution principles;
- g. Agree to follow all Education and Training Regulations;
- h. Possess strong communication skills;
- i. Have excellent spoken and written English skills, where relevant; and
- j. Provide evidence of at least 20 hours Continuing Professional Development relevant to the role they are performing in each of the 3 years prior to their appointment.

Ciarb Approved Faculty Application Process

6. All people who wish to join the Approved Faculty List as teaching and/or assessment faculty must complete an application form in a format, from time to time, prescribed by the Director of Education and Training. Electronic and paper application forms can be obtained from the Education and Training Department on request. Applicants must complete all sections of the application form, including specifying the courses on which they wish to teach and/or assess.
7. All applications must be accompanied by a CV and a letter of recommendation. In the case of a Ciarb member, this must be from an applicant's Branch. In the case of a non-member, this should be from someone in a professional position who should confirm the applicant's suitability to join the Approved Faculty List. The applicant must also submit any other documentation the applicant believes is relevant in support of their application. The criteria above will be judged on the basis of all this information.
8. On receipt of the entire application pack, the Education and Training Department will contact the applicant should clarification or additional documentation be required.
9. The Director of Education and Training will consider each application to join the Approved Faculty. In considering the application, the Director of Education and Training will look at all the documents submitted against the criteria set out in paragraph 5 above. The applicant will be contacted in writing and notified of the decision.

¹¹ Candidates that have suitable practical experience only, but none or very little teaching experience are still encouraged to apply. Their teaching and/or assessment proficiency will be assessed as part of their probation as defined below.

10. The Director of Education and Training is empowered to make one of the following decisions in relation to an application:

a. Approval subject to probation (Teaching Applicants):

- i. The teaching applicant will receive a formal letter setting out the modules and roles they have been approved to teach subject to probation and the length of the probation period.
- ii. The teaching applicant will be required to speak with their Regional Pathway Leader or a senior experienced tutor about the routes to membership. This can be done at a special 'train the trainer event', in person or on the phone. This will need to be confirmed to the Education and Training Department by the Regional Pathway Leader or the senior experienced tutor.
- iii. The teaching applicant will be required to demonstrate teaching and other competences through supervised teaching; and the person who assesses that supervised teaching will be required to complete a session observation report on the teaching applicant, with a recommendation to approve or not to approve the teaching applicant for teaching.
- iv. At the end of the probation period and based on the evidence and session observation sheet, the Director of Education and Training will decide:
 - either that the teaching applicant be fully approved and added to the Approved Faculty List as teaching faculty; or
 - that they should undertake further supervised teaching and/or train the trainer sessions; or
 - that their application to join the Approved Faculty List as teaching faculty be rejected.

b. Approval subject to probation (Assessment Applicants):

- i. The assessment applicant will receive a formal letter containing approval to join the assessment faculty subject to probation and the length of the probation period.
- ii. The Director of Education and Training will have a talk with the assessment applicant on the assessment framework.
- iii. The Director of Education and Training will monitor the applicant's performance for one set of assessments (or will delegate this to a member of the Education and Training Department). The applicant will be paid a monitoring fee during this one set of assessments.
- iv. At the end of this cycle the Director of Education and Training will decide:
 - either that the assessment applicant be fully approved and added to the Approved Faculty List as assessment faculty; or

- require them to be monitored for a further assessment round, which should follow the same procedure as above, or
- that their application to join the Approved Faculty List as assessment faculty be rejected.

c. Further information is required in order to for the application to be properly assessed;

d. Application rejected:

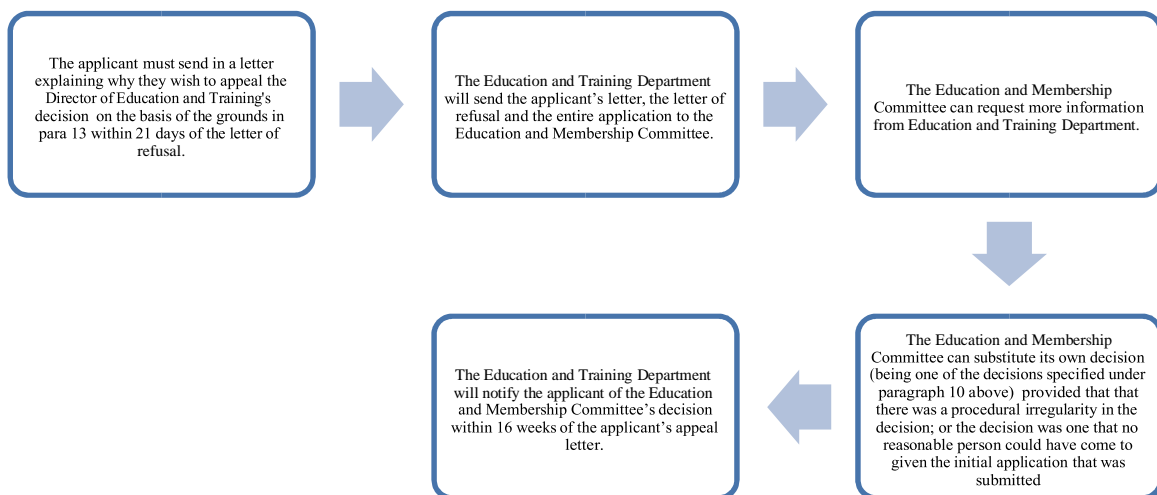
11. All faculty appointments are for a three-year period from the date on which the applicant is approved and added to the Approved Faculty List.

12. If an applicant is not satisfied with a decision that the Director of Education and Training has taken, they may appeal to the Education and Membership Committee.

13. An appeal may only be made on one of the following two grounds:

- That there was a procedural irregularity in the application process; and/or
- That the decision made was one that no reasonable person could have come to in the circumstances and based on the application submitted.

14. The appeal process is as set out in the flow chart below:



Ongoing Review of Approved Faculty

15. Ongoing review will be conducted as follows:

- The approved faculty must complete a questionnaire with respect to their role at the completion of every course and/or assessment they are involved in. This questionnaire will be supplied by the Education and Training Department.

- b. The participants on a course will be requested to complete online feedback questionnaires. The Education and Training Department will write to the applicants after the course to give them access.
- c. The approved faculty will be required to attend annual 'train the trainer' events at their branch's cost;
- d. The Regional Pathway Leaders will submit annual reports every September on the quality of courses for which they have responsibility, and this will include commenting on the approved faculty. Report templates will be supplied by the Education and Training Department.

16. Six months prior to the end of their three-year term on the Approved Faculty List, a candidate will be entitled to renew their application by completing a renewal form, available on request from the Education and Training Department. The applicant will need to provide evidence that they continue to meet the criteria in paragraph 5 above. The Director of Education and Training will consider the renewal form and any other information on the applicant, including the information set out in paragraph 15 above, and will decide whether their status on the Approved Faculty List should be extended for a period of three years. The Director of Education and Training may require the applicant to undertake a further period of probation. Any decision under this paragraph can be appealed under paragraphs 12-14 above.

Regional Pathway Leader

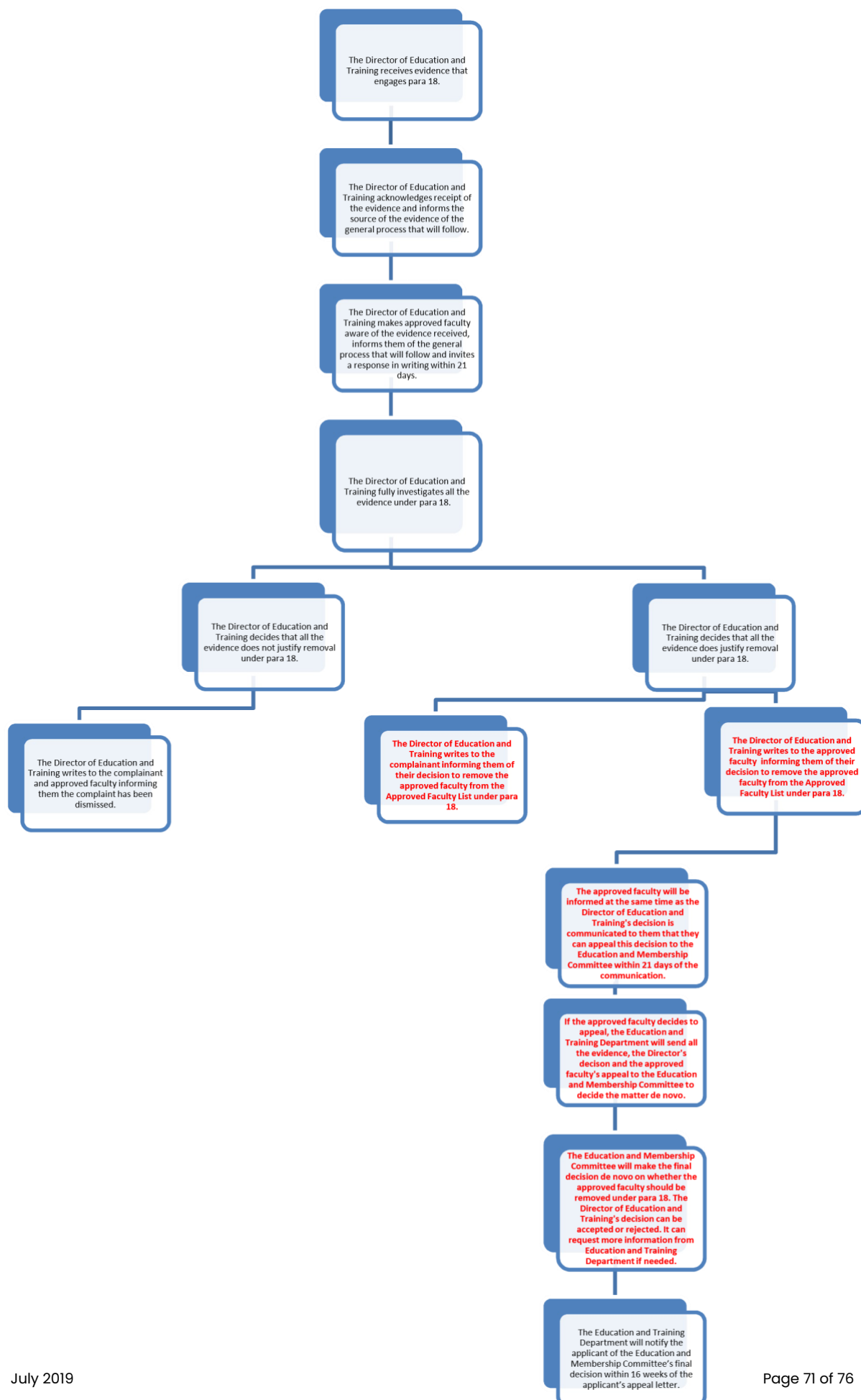
17. The Regional Pathway Leader is a person who has been chosen on their knowledge of alternative dispute resolution, relevance and currency of teaching and practical experience and their Approved Faculty List status subject to them wishing to take the role.

Removal of a Member of the Approved Faculty List

18. Ciarb reserves the right, at any time, to remove approved faculty from the Approved Faculty List if any of the following is proved against a faculty member:

- a. Following the expiry of their appointment, has not renewed or been invited to renew their Approved Faculty List application;
- b. Where applicable, has not renewed their Ciarb Membership;
- c. Has been asked to take on a role and has refused to do so on more than one occasion;
- d. Has brought Ciarb into disrepute;
- e. Creates any unauthorised changes, alterations or modifications to a course or any of its associated elements of assessment;
- f. Is in breach of the terms within any of Ciarb's Regulations;
- g. Has a serious weakness in quality or performance on a course based on feedback;
- h. Fails to complete the three-year approved faculty review and renewal process.

19. The general process to be followed before a member of the Approved Faculty List is removed is as follows:



General

20. Any decision under paragraphs 12 – 14 inclusive or 18 – 19 inclusive will be made on the balance of probabilities.
21. Any personal information received will be processed in accordance with the provisions of the General Data Protection Regulation, the Data Protection Act 2018 and Ciarb's Privacy Policy, a copy of which can be found [insert weblink].
22. A copy of Ciarb's Whistleblowing Policy can be found [insert weblink] and, where appropriate, this policy will be engaged. This may result in the information being supplied to an approved faculty being redacted to protect the source of the information.
23. For further information as to the operation of these Faculty Regulations please contact the Education and Training Department.
24. These Faculty Regulations will be reviewed by the Director of Education and Training on at least an annual basis and any proposed amendments will be presented ultimately to the Board of Trustees for approval.

Appendix 6

Trustees' Code of Conduct

1 Introduction

- 1.1 This code of conduct (the Code) sets out the Chartered Institute of Arbitrators (Ciarb or the Institute) expectations of its trustees (the Trustees). The Code should be read in conjunction with the Institute's constitution and with other policies in place.
- 1.2 It is essential for the good governance and reputation of Ciarb that the Trustees maintain high standards in their role, particularly whenever they are carrying out their functions or representing the Institute.
- 1.3 The Trustees should bear in mind the public nature and responsibilities of their role and that even when they consider themselves to be working in their private capacity they may still be viewed as a representative or ambassador of Ciarb.

2 General Obligations

2.1 Each Trustee should at all times:

- act solely in the best interests of Ciarb; acting within the law and governing documents of the Institute and abiding by the policies and procedures of the Institute, including this Code;
- support the objects and mission of the Institute to be a leading chartered body promoting the determination of disputes by arbitration and alternative means of private dispute resolution;
- be an active trustee, making their, experience, knowledge and time available to the Institute;
- respect the collective authority of the Board and not act unilaterally;
- support the Board of Management, Director General and the Executive of the Institute; and
- regularly and collectively reflect on how the Board fulfils its responsibilities and governs the Institute.

2.2 Each individual Trustee should respect that there are limits on their authority and should not unless authorised by the whole Board:

- speak officially on behalf of the Board;
- enter into any legal or financial agreement on behalf of the Institute;
- give directions to the Director General or staff of the Institute; or

- disclose any confidential information about the Institute.

3 Legal Obligations

- 3.1 The Trustees must ensure they are fully aware of their legal obligations and fiduciary duties under English Law and if they are unsure about anything regarding these obligations seek guidance from the Chairman of the Board or the Director General. All Trustees will have received an induction setting out these obligations and duties when they join the Board.
- 3.2 Each Trustee should also be aware of English Employment and Data Protection Law and if they have any concerns that there may be a risk they might infringe the legal rights of any staff or members of the Institute they should seek guidance from the Chairman of the Board or the Director General.

4 Confidentiality

- 4.1 The Trustees must at all times respect individual, board and organisational confidentiality.
- 4.2 The Trustees must not disclose any confidential information which they have been given in their capacity as Trustee (for example through board papers or committee papers) other than for a proper purpose or if required to do so by law.
- 4.3 Trustees must take appropriate steps to ensure that confidential papers are stored securely. If in doubt about the confidential nature of any information, the Trustees should contact the Director General in the first instance.
- 4.4 If a Trustee becomes aware of a breach of confidentiality they must immediately notify the Director General.

5 Relationships With Others

- 5.1 The Trustees are responsible for pursuing the objects of Ciarb and developing the overall strategy for the Institute. Whilst the Trustees cannot abdicate their overall responsibility, they must work in partnership with the Board of Management and the Executive to achieve the mission of the Institute, understanding and respecting the different but complementary roles of Trustees, the Board of Management and the Executive.
- 5.2 Although vested with all the powers and functions of the Institute, it is not practical for the Board to exercise a large number of the powers and functions of the Institute itself. The primary responsibility of the Board lies in exercising general oversight of the management of the affairs of the Institute as conducted by the Board of Management and the Executive. A Trustee will not normally be involved with day to day management, which is delegated to the Director General and the Executive Directors.
- 5.3 All powers, functions and responsibilities of the Institute are vested in the Board of Trustees as a whole and an individual Trustee has no authority over members, employees or other office holders of the Institute. Formal instructions and requests must be made through the Chairman of the Board.

- 5.4 The Board of Trustees has a key role to play in the development of the strategic policies of the Institute and this should be the focus of a considerable portion of its time and energies.
- 5.5 Trustees of the Institute may experience a tension between their election by regions and their duty of impartiality as trustees and so must endeavour to utilise their knowledge and connections within their home region to the benefit of the Institute while having due regard to the Institute membership as a whole.
- 5.6 Where the Trustees require professional assistance to be able to make the most appropriate decision affecting the Institute the Director General should be consulted as to suitable professionals and that assistance should be sought and considered carefully.

6 Managing Interests

- 6.1 An individual Trustee should not benefit, whether financially or otherwise, from their position as Trustee.
- 6.2 Each Trustee should consider whether they have any private interests relating to their duties as a trustee and must declare all actual or potential conflicts of interest in accordance with the Institute's conflicts of interests policy.
- 6.3 Each Trustee must on appointment complete a declaration of Trustee's interests and thereafter take responsibility for ensuring it is up to date.
- 6.4 A Trustee must not accept gifts, hospitality, or benefits which might be seen to compromise their role or influence the decisions they take. Gifts, hospitality or benefits offered as a consequence of Charity business must be declared to the Director General within one month of receipt. If a Trustee has any doubts as to whether they should accept any such gift or benefit, they should speak to the Director General in the first instance.

7 Attending Meetings

- 7.1 Trustees should endeavour to attend and take an active part in all Trustee meetings having fully prepared for each meeting and taking responsibility for ensuring they have and have read all relevant papers.
- 7.2 In circumstances where a Trustee is unable to attend a meeting, they should send their apologies as soon as possible to the Director General of the Institute.

8 Leaving Office

- 8.1 Any substantial breach of this Code may result in procedures being put in motion which may result in a Trustee being asked to resign from the board. In such a case the Trustee will have an opportunity to be heard.
- 8.2 If a Trustee wishes to resign, they must inform the Chairman in advance in writing, giving 30 days' notice in accordance with Bye-law 2.6.

