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# Regulations of the Chartered Institute of Arbitrators (Ciarb)

Made Pursuant to Charter Article 8.4



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## 1 **Definitions and Interpretation**

1.1 The following defined terms are used throughout the Regulations:

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|---------------------------------|---|
| <b>Affiliates</b>               | means that class of Non-Voting Member as provided for at Bye-law 9.3 and referred to in Regulation 24 (Non-Voting Members);   |
| <b>Appointment(s)/Appoint</b>   | means where Ciarb selects and designates an impartial third-party neutral to assist in the determination of disputes by forms of private dispute resolution (other than resolution by the court); |
| <b>Appointed Trustee</b>        | means those Trustees appointed by resolution of the Trustees in accordance with Bye-law 2;  |
| <b>Associate Status</b>         | means that class of Voting Membership between Member Status and Fellow Status, as set out in Bye-law 8.3;   |
| <b>Audit and Risk Committee</b> | means the Committee appointed by the Board to assist in its duty to supervise the Board direction of Ciarb's approach to audit and risk management;   |
| <b>Board</b>                    | means the Board of Trustees established pursuant to Article 8 and Bye-law 2;  |
| <b>Branch</b>                   | means a branch of Ciarb either presently existing or to be formed in the future in accordance with Bye-law 6;   |
| <b>Branch Approved Budget</b>   | means the budget and accompanying business development plan submitted by each Branch and approved by the Board, which considers all likely expenditure and income for the following year;         |
| <b>Branch Committee</b>         | means the managing committee elected by the members to run the Branch;  |
| <b>Branch Model Rules</b>       | means the constitution which sets out in detail the responsibilities, powers, and rules of a Branch of the Institute <sup>1</sup> ;   |
| <b>Budgeted Expenditure</b>     | means expenditure which is within the budget that has been approved by the Board;   |

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| <b>Bye-law(s)</b>                  | means the Bye-laws <sup>2</sup> of Ciarb made pursuant to Article 6(18);   |
| <b>Chair</b>                       | means the persons in charge of either a Committee meeting or the Board of Ciarb;   |
| <b>Chapter</b>                     | means a subsection of a Branch of Ciarb, formed to further the Charitable Object of Ciarb at its local level;  |
| <b>Charitable Object</b>           | means the object for which Ciarb is established, as set out in Article 4 of the Charter, namely: <i>"...to promote and facilitate worldwide the determination of disputes by all forms of private resolution other than resolution by the court (collectively called "private dispute resolution")."</i> ; |
| <b>Charity Commission</b>          | means the regulator of charities in England and Wales;   |
| <b>Charter/Royal Charter</b>       | means Ciarb's instrument of incorporation, most recently amended by approval of HM the King in Privy Council, which confers independent legal personality on Ciarb and defines its objectives, constitution and powers to govern its own affairs; <sup>3</sup>   |
| <b>Chartered Status</b>            | means those Members who have attained the requisite level of expertise and proficiency in private dispute resolution and been conferred chartered status pursuant to Article 6.1(1) of the Charter;  |
| <b>Chief Executive Officer/CEO</b> | means the senior executive officer, previously referred to as the Director General of Ciarb, being the person so appointed to exercise the delegated duties and responsibilities on behalf of the Board;   |
| <b>Ciarb/the Charity/Institute</b> | means the Chartered Institute of Arbitrators, incorporated by Royal Charter and registered with the Charity Commission with number 803725 and established under Royal Charter dated 6 February 1979, as amended;   |
| <b>Code of Conduct</b>             | means the document in the Governance Manual which sets out the role, function and standards of conduct that Ciarb requires of its Trustees and Committee Members;  |

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<sup>2</sup> [Hyperlink to Bye-laws](#)

<sup>3</sup> [Hyperlink to Royal Charter](#)

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|---|---|
| <b>Code of Professional and Ethical Conduct for Members</b> | means the <a href="#">Code of Professional and Ethical Conduct (October 2009)</a> <sup>4</sup> as amended from time to time, as adopted pursuant to the Bye-laws and published on the website of the Institute that Members must adhere to and which governs their conduct; |
| <b>Committee</b>  | means the committees established by the Board in accordance with the Royal Charter, Bye-laws, Regulations and/or Governance Manual;   |
| <b>Committee Members</b>                                    | means the members of the Committees;  |
| <b>Commitment</b>   | means the anticipated total committed expenditure over the term of the contract, not per annum. For example, a 5-year contract with anticipated expenditure of £10k p.a., the value for authority purposes is £50k;   |
| <b>Conflict of Interests Policy</b>                         | means the policy set out in the Governance Manual, which provides guidance on identifying conflicts of interest and sets out Ciarb's policy on managing conflicts of interests;   |
| <b>Continuing Professional Development Scheme</b>           | means the mandatory continuing professional development and activity that Panel Members must observe to be eligible for a PAC;  |
| <b>Corporate Members</b>                                    | means that class of Non-Voting Member as provided for at Bye-law 9.4 and referred to in Regulation 24 (Non-Voting Members);   |
| <b>Deputy President</b>                                     | (if any) means a deputy president who may be appointed in accordance with Article 10 of the Charter by the Voting Members through Branch chairs pursuant to Bye-law 4;  |
| <b>Director of Finance</b>                                  | means Ciarb's chief financial officer;  |
| <b>Dispute Appointment Service</b>                          | means the department at Ciarb responsible for Appointments made by Ciarb;   |
| <b>Elected Trustee</b>                                      | means those Trustees elected by the Voting Members and appointed in accordance with Bye-law 2.1;  |

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<sup>4</sup> [Hyperlink to Code of Professional and Ethical Conduct \(October 2009\)](#)

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| <b>Fellow Status</b>                     | means that class of Voting Membership between Associate Status and Member Status, as set out in Bye-law 8.7;   |
| <b>Finance Committee</b>                 | means the Committee appointed by the Board to assist the Board in relation to Ciarb's financial affairs;   |
| <b>General Counsel</b>                   | means Ciarb's chief legal officer;   |
| <b>Governance Committee</b>              | means the Committee appointed by the Board to provide oversight of Ciarb's governance arrangements in line with its governing documents and best practice as outlined by the Charity Commission; |
| <b>Governance Manual</b>                 | means the manual including governance policies of Ciarb, as made from time to time by the Board; <sup>5</sup>  |
| <b>Honorary Fellow</b>                   | means a candidate who has been conferred honorary fellowship as provided for at Bye-law 8.9 and as set out in Regulation 24 (Non-Voting Members);  |
| <b>Honorary Officer(s)</b>               | means the President (if any), the Deputy President (if any), the Vice President (if any), and the Honorary Treasurer;  |
| <b>Honorary Treasurer</b>                | means the person who may be elected to such position by the Board in accordance Bye-law 2.5;   |
| <b>Member(s)</b>                         | means the current members of Ciarb comprising both Voting Members and Non-Voting Members;  |
| <b>Member Status</b>                     | means that class of Voting Member, as set out in Bye-law 8.5;  |
| <b>Nominations Committee</b>             | means the Committee appointed by the Board to lead on the recruitment and selection of appointments for Trustees, Committee Members and Patrons;   |
| <b>Non-Voting Members</b>                | means that class of Members who are not eligible to vote at general meetings of Ciarb;   |
| <b>Ordinary Privileges of Membership</b> | means the benefits of membership as provided for at Bye-law 8.11 and as referred to in Regulation 23 (Voting   |

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<sup>5</sup> [Hyperlink to Governance Manual](#)



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|  | Members) and published on Ciarb’s website from time to time <sup>6</sup> ;   |
| <b>PACs/Panel Appointment Certificates</b> | means appointment certificates awarded to Voting Members in accordance with Bye-law 12 and the PAC Scheme;   |
| <b>PAC Scheme</b>                          | means Ciarb’s Panel Appointment Certificate Scheme 2007 (as amended 2023) for arbitrators, adjudicators, mediators, third party neutrals and experts, as defined in Regulation 19 (Dispute Appointments) and whose current scheme is set out at Appendix 4 (PAC Scheme); |
| <b>Panel Members</b>                       | means such of Ciarb’s Voting Members who have been selected to sit on any of Ciarb’s panels from time to time;   |
| <b>Patron</b>                              | (if any) means the person appointed to such position by the Board, pursuant to Article 9 of the Charter;   |
| <b>Peer Interview</b>                      | means interviews conducted by peer Members in which the candidate can demonstrate that they are in all respects a fit and proper person for admission to a class of Voting Membership;   |
| <b>Peer Review Panels</b>                  | are those defined in Regulation 18 (Peer Review Panels);   |
| <b>Practitioner</b>                        | means any individual who practices as a private dispute resolver (for example including as an arbitrator, adjudicator or mediator);  |
| <b>President</b>                           | (if any) means the president of Ciarb, who may be appointed in accordance with Article 10 of the Charter by the Voting Members through Branch chairs pursuant to Bye-law 4;  |
| <b>Professional Conduct Committee</b>      | means the Committee established by the Board to consider any allegation of misconduct by a Member in accordance with Article 5.1(6), Bye-law 14 and Regulations 10 (The Duties and Powers of the Board) and 17 (Professional Conduct Committee);                         |
| <b>Project Expenditure</b>                 | means transaction(s) that are not Standard Expenditure and relate to a project or programme which the Board has approved;  |

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<sup>6</sup> [Hyperlink to member benefits on website](#)



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|--|---|
| <b>Regulations</b>                           | mean these Regulations of Ciarb made from time to time by the Board in accordance with Article 8.4 of the Royal Charter;  |
| <b>Retired Member/Retired/Retired Status</b> | means those Members who have retired as a Practitioner(s) as provided for at Bye-law 8.10 and as defined in Regulation 24 (Non-Voting Members);   |
| <b>Role of Patron Policy</b>                 | means the role description in place for Patrons, as set out in the Governance Manual;   |
| <b>Standard Expenditure</b>                  | means a transaction that is part of the usual or customary practices of Ciarb e.g. Ciarb’s usual business activities;   |
| <b>Student Members</b>                       | means that class of Non-Voting Member as provided for at Bye-law 9.5 and referred to in Regulation 24 (Non-Voting Members);   |
| <b>Third Party Intervention Policy</b>       | means Ciarb’s policy and procedure which includes the approval process for Ciarb or any of its Branches being a third-party intervenor in a litigation; <sup>7</sup>  |
| <b>Trustee(s)</b>                            | means member(s) of the Board, established pursuant to Article 8 and Bye-law 2. The Trustees are charity trustees under the Charities Act 2011, as amended;  |
| <b>Trustee Officer</b>                       | means the Ciarb Board Chair, Deputy Chair and Honorary Treasurer;   |
| <b>Trustee Role Selection Protocol</b>       | means the protocol provided for at Regulation 11.5 (Composition of the Board), by which the Trustees shall select and appoint one of their number to Chair, Deputy-Chair, Honorary Treasurer, and any other position so set out therein;  |
| <b>Unbudgeted Expenditure</b>                | means expenditure, which is outside of the Budgeted Expenditure, either by being: <ul style="list-style-type: none"> <li>i. outside of the Project Expenditure approved by the Board; or</li> <li>ii. outside of the Standard Expenditure approved by the Board in any given financial year;</li> </ul> |

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<sup>7</sup> [Hyperlink to Third Party Intervention Policy](#)

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|---|--|
| <b>Vice President</b>                   | (if any) means a vice-president who may be appointed in accordance with Article 10 of the Charter by the Voting Members through Branch chairs pursuant to Bye-law 4;   |
| <b>Voting Members/Voting Membership</b> | means Members with Associate Status, Member Status, Fellow Status and Chartered Status, as described in Bye-laws 8.3 – 8.8, who are entitled to the Ordinary Privileges of Membership as set out at Bye-law 8.11 (and as provided on Ciarb’s website from time to time) including being entitled to vote at general meetings of Ciarb; |
| <b>Young Members’ Committee</b>         | means the Committee established by the Board to co-ordinate conferences, events, functions, and other activities of Young Members worldwide in accordance with Ciarb’s strategy as approved by the Board;  |
| <b>Young Members</b>                    | means those Members of Ciarb who are 40 years old or younger.  |

1.2 These definitions should be read in conjunction with the [Royal Charter and Bye-laws](#).

1.3 In the event of any uncertainty about the meaning or interpretation of any of these Regulations the matter shall be referred to the Chief Executive Officer and/or General Counsel for advice. If the matter is not resolved following that advice, the Chief Executive Officer will escalate the matter to the Chair of the Board, who may then take the matter to the Board (as appropriate) to determine.

1.4 Throughout these Regulations (save where the context provides otherwise) all words importing the singular number shall include the plural and all words importing the masculine gender shall include the feminine and vice versa.

## 2 **Introduction**

2.1 Ciarb is governed by its [Royal Charter and Bye-laws](#), which contain its Charitable Object (to which it must adhere) and set out various rules and procedures for the running of the Charity.

2.2 Pursuant to Article 8.4 of the Charter, the Board has power to make, amend or revoke regulations as considered necessary for the governance and efficient running of the Charity (provided that such Regulations are consistent with the Charter and Bye-laws).

## 3 **Status of the Regulations**

3.1 These Regulations (as amended from time to time) have been approved by the Board and represent the current regulations of Ciarb. Over time it is anticipated that the Regulations (and associated policies and procedures) will evolve to accommodate

changing practices and legislation and the Regulations are, therefore, reviewed by the Governance Committee on a rolling basis. Save for minor amendments, such as those described in Regulation 3.2 below, on the recommendation of the Governance Committee, the final decision on amendments rests with the Board.

- 3.2 Minor amendments to the Regulations, for example including but not limited to operational business requirements or department names, contact details or typographical errors, may be approved by the Chief Executive Officer in writing and shall be included in the agenda for the next Board meeting to be minuted.
- 3.3 In the event of inconsistency between the Charter and Bye-laws, the Charter shall prevail. In the event of inconsistency between the Regulations and the Bye-laws, the Bye-laws shall prevail.
- 3.4 The Regulations are supported and supplemented by the Charity's Governance Manual and by associated policy, protocols, and procedures. Where appropriate the Regulations contain live links to policy documents. If you have difficulty accessing a related document, please refer in the first instance to the Head of Governance.

## **BOARD, COMMITTEES, PANELS AND OFFICERS**

### **4 General Principles**

- 4.1 The following principles apply to the Committee structure:
  - 4.1.1 Ciarb values and encourages global representation to benefit from the diversity of its Members;
  - 4.1.2 the purpose of the Committees is to support the Board in discharging its fiduciary duties in pursuit of Ciarb's Charitable Object. The role and responsibility of each Committee is set out in the relevant terms of reference, as included in the Governance Manual;
  - 4.1.3 The Chair should ensure that Committees achieve their required tasks by the most economic means (which also includes ensuring Ciarb achieves its sustainability goals in line with best practice). 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. 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;
  - 4.1.4 Committees shall ensure they identify and manage any conflicts of interests arising, in accordance with Ciarb's Conflict of Interests policy ([Governance Manual](#)).

## 5 **Meetings of the Board and Committees**

5.1 Meetings of the Board and Committees may be conducted in the following ways:

- 5.1.1 physical meeting;
- 5.1.2 telephone conferencing;
- 5.1.3 videoconferencing;
- 5.1.4 any other suitable electronic means, where all persons participating in the meeting can communicate with all the other participants (and participation in such a meeting shall constitute presence in person at that meeting); or
- 5.1.5 any combination of the above.

## 6 **Notice of Board or Committee meetings**

6.1 Board meetings shall normally be convened by the Chair of the Board or by six or more Trustees (of which at least four must be Elected Trustees) submitting a written request to the CEO, pursuant to Bye-law 2.18.

6.2 Committee meetings shall normally be convened by the Chair of the Committee unless the Committee's terms of reference provide otherwise.

6.3 Notice of meetings with appropriate supporting papers shall be sent at least seven days prior to the relevant meeting.

6.4 The Chair of the Board or relevant Committee shall, in consultation with the Chief Executive Officer, be responsible for drafting the agendas for meetings of the Board and its Committees.

6.5 The Board or Committee may determine that certain matters should appear on every agenda for a meeting and/or shall be addressed prior to any other business being conducted.

6.6 A Trustee/Committee Member desiring a matter to be included in an agenda shall make a request via the Chief Executive to the Chair of the Board/ relevant Committee at least twenty-eight days before the meeting.

6.7 The Chief Executive Officer shall inform the Chair of the meeting of any additional agenda items received outside of the timescale at Regulation 6.6, before the agenda is finalised and the Chair shall make the final decision as to the inclusion of any item on the agenda recognising that written papers may not be possible at shorter notice.

6.8 Regulation 6.7 above shall not prevent any resolution being proposed without notice on any other business mentioned in the agenda at the relevant meeting or any urgent resolution and/or discussion of important matters whether or not they are mentioned

on the agenda (for example, urgent finance, legal, compliance or regulatory matters which are reserved to the Board).

## **7 Voting at Board or Committee meetings**

7.1 A resolution put to a vote at a Board or Committee meeting shall be decided by a simple majority on a show of hands of those present (in relation to a meeting held via telephone conferencing, those present may be asked to indicate their agreement verbally).

7.2 Each Board or Committee Member shall have one vote.

7.3 If a majority of Trustees or Committee Members present agree, the vote may be conducted by secret ballot (for example, if the matter being voted on is confidential or sensitive) and the Chief Executive Officer (or their nominated representative) will be responsible for administering any such secret ballot.

7.4 Not all decisions of the Board or Committees require a formal vote. A formal vote shall be called where the Chair has determined that agreement has not been reached by consensus or there appears to be a clear expression of dissent or if the matter in question is of material significance.

7.5 Chairs will only have a casting vote in the event of there being an even number of voting Trustees or Committee Members participating in the resolution.

7.6 Conflicts of interests arising shall be managed in accordance with the policy as set out in the Governance Manual and updated from time to time.

## **8 Out of session decisions between meetings**

8.1 Subject to the following Regulation 8, decisions will ordinarily be taken at Board meetings, in line with agreed agendas.

8.2 In exceptional circumstances, the Chief Executive Officer and/or General Counsel may contact the Trustees in between meetings to escalate urgent, high-risk, high profile and/or high-impact issues for the timely attention and consideration of the Board (including for example, regulatory reporting).

8.3 Subject to Regulation 8.4 below, in some circumstances, for example, where a decision needs to be taken quickly and it is not possible or necessary to convene a Board or Committee meeting, it may be appropriate for the Trustees or a Committee of the Board to pass a resolution between meetings by email or in writing.

8.4 The Chair of the Board/ relevant Committee may, in respect of any matter contemplated as being one which might be dealt with in writing/ by email between meetings, determine that the matter should be properly decided at a meeting of the Board, or Committee (as the case may be). In such circumstances, a meeting will be convened as soon as practical.

8.5 Subject to, and in default of any higher or lower majority threshold being agreed by the Trustees or Committee Members in relation to a particular decision or category of decisions, a decision in writing or electronic form (i.e. email) may be agreed by 50% \*or more of the Trustees or Committee Members entitled to receive notice of the Board or Committee meeting (as the case may be) and to vote on the matter in question and shall be effective provided that:

8.5.1 the notice to Trustees/Committee Members of intention to pass a decision between a meeting includes information as to why the process is being used, sufficient explanation of the proposed resolution (including supporting documentation, if necessary), and clear instructions as to how and when to vote (including a period for voting which shall be reasonable in all the circumstances);

8.5.2 the resolution and any accompanying documentation are circulated to all Trustees or Committee Members so entitled to vote and records shall be kept of when the email was sent, to whom it was sent, when it was received and the outcome of the votes;

8.5.3 the Trustees or Committee Members (as the case may be) follow Ciarb's conflict of interests' procedures in respect of the resolution(s).

8.6 Decisions taken between meetings (or determined not to be suitable for decision between meetings) shall be reported at the next Board or Committee meeting as appropriate.

## 9 **Governance of Ciarb**

9.1 In accordance with Article 8 of the Charter and the duties imposed on charity trustees under the laws of England and Wales, the management and control of Ciarb and its affairs are vested in the Board as a whole, who may exercise all powers of Ciarb.

9.2 No powers or strategic policies of Ciarb are vested in any individual. Neither can such powers be exercised by any individual Trustee, save for if the Board delegates such powers to a nominated Trustee to handle matters in between meetings.

9.3 In accordance with Bye-law 16, the Board may delegate its powers and functions to Committees which shall have authority, in accordance with their written terms of reference, to carry out those delegated responsibilities. The functions, duties and responsibilities set out in Regulations 16 - 22 and the terms of reference of the respective Committees (as approved by the Board) are the extent of the delegation to the Committees.

9.4 The Board delegates day to day management of the affairs and finances of Ciarb to the Chief Executive Officer. These delegations of authority are set out throughout

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\* Threshold to be considered and agreed by Board at September 2024 meeting

these Regulations (including but not limited at Regulation 15 (The Chief Executive Officer) and at Appendix 1 (Schedule of Delegation)).

- 9.5 The Chief Executive Officer or Committees to whom powers have been delegated by the Board may sub-delegate those powers, save where it is expressly prohibited. When a decision has been taken under a delegated or sub-delegated power, it shall not be overturned unless there has been a material error, or the terms of the delegation have been exceeded.
- 9.6 Except in exceptional circumstances the Board shall respect the terms of the delegations it has made and not itself exercise any of the functions, duties and responsibilities delegated to the Chief Executive Officer or Committees without first revoking the delegation.
- 9.7 The arrangements for the development and implementation of the overall strategy of Ciarb together with the role of the Board in this connection are set out in Regulation 21 (Strategic Policy Process of Ciarb).
- 9.8 On election or appointment, all members of the Board and Committees must sign a declaration (in the form set out in the Governance Manual from time to time) to confirm they have read and will abide by the Code of Conduct, as also set out in the Governance Manual.

## 10 **The Duties and Powers of the Board**

- 10.1 Bye-law 2 governs the Board and contains provisions as to composition, resignation/ removal of Trustees, and meetings of the Board.
- 10.2 The Board shall be responsible for the following matters:
- 10.2.1 reviewing, developing and setting major issues of policy, strategy, and future direction of Ciarb in accordance with the strategic policy process set out in Regulation 21 (Strategic Policy Process of Ciarb);
  - 10.2.2 exercising general oversight including risk management of Ciarb (including the operations of its Committees);
  - 10.2.3 reviewing and approving the yearly budgets and accounts of Ciarb, as prepared by the Chief Executive Officer;
  - 10.2.4 commencing litigation (save for strategic litigation which may be authorised by the Chief Executive Officer in accordance with Ciarb's Third Party Intervention Policy);
  - 10.2.5 closing Branches and stage 1 approvals for the establishment of new Branches or Chapters;
  - 10.2.6 removal of Branch Committee Members;



- 10.2.7 reporting serious incidents to the Charity Commission;
  - 10.2.8 approving the estates strategy, including acquisition and/or sale of property and the taking and/or termination of leases for office accommodation;
  - 10.2.9 appointing and terminating the appointment of the Chief Executive Officer; and
  - 10.2.10 approving the appointment and termination of Committee Chairs.
- 10.3 In accordance with Bye-law 16, the Board may delegate any of its powers or functions to Committees comprising one or more Trustees, which shall have authority, subject to the direction of the Board, to carry out those delegated responsibilities.
- 10.4 The current Committees of Ciarb are:
- 10.4.1 the Professional Conduct Committee;
  - 10.4.2 Young Members' Committee;
  - 10.4.3 Nominations Committee;
  - 10.4.4 Governance Committee;
  - 10.4.5 Finance Committee; and
  - 10.4.6 Audit and Risk Committee

and the terms of reference for each of these Committees is as set out in the Governance Manual.

- 10.5 In addition to the Committees listed at Regulation 10.4 above, the Board may, from time to time, establish such other Committees, working groups or panels as it sees fit.
- 10.6 In accordance with Bye-law 3.1, the Board may appoint a Patron(s) on such terms as the Trustees may determine, the role of which is set out in the Role of Patron policy document (contained within the Governance Manual).
- 10.7 The Trustees are trustees of Ciarb and its membership as a whole and are, therefore, obliged to act solely in the best interests of Ciarb rather than the regions which elected them. 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 familiarise themselves with the activities of and any issues affecting those Branches and Members, as deemed appropriate, and to assist where practicable in addressing the concerns of Branches and Members. In the case of Trustees elected from amongst the Members of Great Britain, the Board may from time to time informally allocate each Trustee for Great Britain a geographic region of Great Britain for the purpose of such consultation.

## 11 **Composition of the Board**

- 11.1 The Board comprises not more than 10 Elected Trustees and not more than 5 Appointed Trustees.
- 11.2 Elected Trustees take up office from 1 January in the year following election and serve a term of 4 years. Half the Elected Trustees shall retire by rotation every two years and are eligible for re-election provided no Elected Trustee may serve for a continuous period of more than eight years. The process for appointment of Elected Trustees by the Voting Members is as set out at Regulation 12 (Elected Trustees) below.
- 11.3 Appointed Trustees are appointed by resolution of the Trustees for terms of up to four years, after which they are eligible for re-appointment provided that no Appointed Trustee may serve for a period of more than eight consecutive years. Further details regarding Appointed Trustees are as set out at Regulation 13 (Appointed Trustees) below.
- 11.4 Appointed and Elected Trustees may offer themselves for re-appointment (after serving eight consecutive years) after a period of two years from the expiry of their previous term in office.
- 11.5 In accordance with Bye-law 2.5 the Board shall, on an annual basis, elect from their number a Chair, Deputy Chair and Honorary Treasurer. The Chair's role and responsibilities policy is set out in the Governance Manual.
- 11.6 **Senior Independent Trustee** - In accordance with Bye-law 2.6, the Board may, on an annual basis, elect one of their number as a Senior Independent Trustee. The role of the Senior Independent Trustee shall be to provide a sounding board for the Chair; serve as an intermediary for the other Trustees and the Chief Executive Officer as necessary; lead the evaluation of the Chair; provide support to the Chair; and such other tasks as may be delegated by the Board from time to time. The role of the Senior Independent Trustee is set out in the Governance Manual.
- 11.7 The appointment of the Chair, Deputy Chair, Honorary Treasurer and Senior Independent Trustee (if any) shall be in accordance with Ciarb's Trustee Role Selection Protocol (which can be found in the Governance Manual).

## 12 **Elected Trustees**

- 12.1 Eligibility - The Elected Trustees are Voting Members of Ciarb and shall normally comprise:
- 12.1.1 3 elected representatives from among the members within Great Britain; and
- 12.1.2 7 elected representatives from among the members being one from each of the following regions:
- (a) Africa

- (b) Americas
- (c) Australasia
- (d) Europe (excluding the UK and Republic of Ireland)
- (e) East Asia
- (f) Middle East/ Indian Sub-Continent
- (g) Ireland (comprising the Republic of Ireland and Northern Ireland)

12.2 Pursuant to Bye-law 2.3, Elected Trustees are elected by the Voting Members from within the relevant geographic regions.

12.3 The Nominations Committee oversee and agree the process of Trustee appointments to the Board including ensuring that the electoral processes for Elected Trustees are transparent and fair.

12.4 Election process – The election process runs every two years (in even numbered years). In each election cycle, the Board will approve the timetable (which may vary slightly in a particular year) in advance and agree the requirements for that particular cycle (e.g. in relation to vacancies to be filled). Once approved:

12.4.1 on or before 30 June in the year of the election, the Executive shall invite nominations for election from all eligible members in the relevant geographic region and shall confirm and communicate the process and timing for nominations and voting;

12.4.2 a copy of Ciarb’s “Guidance for Candidates” and “Guidance for Branch Committees” (as may be updated by the Board from time to time) shall be published on the Ciarb website and circulated to all candidates and all Branch committees;

12.4.3 any Voting Member who wishes to nominate an individual for election to the Board shall deliver a signed written notice (as directed) on or before the 31<sup>st</sup> day of July preceding the election, stating the name of the nominee and the names of four additional Voting Members who will support the nomination, accompanied by a signed declaration of eligibility and willingness to act, if elected as a Trustee;

12.4.4 If the candidates validly nominated for each of the specified regions are not more in number than the number of vacancies, those nominated shall be deemed to be duly elected as Trustees;

12.4.5 If the candidates nominated for each of the specified regions are more in number than the vacancies, any candidate in excess of the number to be elected may within fourteen days of the closing date for the nomination withdraw or, with their consent, be withdrawn by the nominators in writing. If

the remaining regional candidates are still in excess of the number to be elected, an election shall be held;

- 12.4.6 the names of all nominated candidates (in each region) shall be published on the Ciarb website;
  - 12.4.7 Voting Members in the relevant geographical region shall be invited via hyper-link to view material relating to candidates and to vote by postal or electronic vote;
  - 12.4.8 In the event an election by vote is necessary, an independent electoral scrutineer shall be appointed to oversee the election. The scrutineers' report shall be conclusive as to the facts of the election, notwithstanding any irregularity of informality. Provided always that if there is an equality of votes the Chair of the Board may give such casting vote as may be necessary to remove the equality and complete the election;
  - 12.4.9 The 3 candidates with the highest number of votes standing for election as representatives from within Great Britain, and the candidate with the highest number of votes in each of the regions identified in Regulation 12.1.2 shall be duly elected to the Board;
  - 12.4.10 the results, once ratified, shall be communicated to candidates and then published on the Ciarb website.
- 12.5 Term of office - In accordance with Bye-law 2.8:
- 12.5.1 Elected Trustees take up office from 1 January in the year following their election and serve for a term of four years;
  - 12.5.2 the maximum period of continuous service is eight years; and
  - 12.5.3 individuals are eligible for re-election after eight years' continuous service following a period of at least two-years out of office.
- 12.6 Retirement and re-election:
- 12.6.1 Half the Elected Trustees retire by rotation every 2 years. In the absence of agreement, those to retire in any given year will be chosen by lot.
  - 12.6.2 Elected Trustees retiring by rotation are eligible to stand for re-election except where, if re-elected, this would result in them serving more than 8 consecutive years in office.
- 12.7 Casual Vacancies:
- 12.7.1 Pursuant to Bye-Law 2.15 the Board may fill any vacancy occurring in the Elected Trustees between one election and the next.

- 12.7.2 The Board will fill any such vacancy with a Voting Member from the same region in which the vacancy occurs and will set and appropriate timetable, and invite applications from all eligible Members in the relevant region.
- 12.7.3 Any time served in office in such circumstances will count towards the maximum continuous term of Elected Trustees set out in Regulation 12.5 above.
- 12.8 Elected Trustees are eligible to stand for Trustee Officer positions as outlined in the Appointment of Trustee Officer Role Protocol within the Governance Manual.
- 13 **Appointed Trustees**
- 13.1 In accordance with Bye-law 2.4, Appointed Trustees are appointed by resolution of the Trustees.
- 13.2 Eligibility - Appointed Trustees need not be Members of Ciarb.
- 13.3 The Nominations Committee oversees and agrees the process of Trustee appointments to the Board including approving the role and candidate specification for Appointed Trustees.
- 13.4 Appointment process:
- 13.4.1 The appointment process will ordinarily run every two years (in odd numbered years).
- 13.4.2 The Nominations Committee is responsible identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise in accordance with the Nominations Committee terms of reference, in order to make recommendations to the Board.
- 13.4.3 Appointments are generally made at the last Board meeting in the relevant year, or as soon as practical thereafter (but no later than 1 December in each year) to take effect from 1 January in the year following their appointment.
- 13.5 Term of office - In accordance with Bye-law 2.9:
- 13.5.1 Appointed Trustees are appointed for a term of up to four years;
- 13.5.2 Appointed Trustees are eligible for re-appointment subject to a maximum period of continuous service of eight years; and
- 13.5.3 individuals are eligible for re-election after eight years' continuous service following a period of at least two years out of office.
- 13.6 Appointments between 2-year appointment cycles:

- 13.6.1 If a vacancy occurs outside the usual 2-year appointment cycle, the Board shall liaise with the Nominations Committee as to whether the position shall be left vacant until the next scheduled round of appointments or filled earlier.
- 13.6.2 In the case that the vacancy is to be filled outside the usual appointment cycle, the Nominations Committee shall follow the usual process save that the appointment will be made at a time agreed by the Board as appropriate in the particular circumstances.
- 13.7 Appointed Trustees are eligible to stand for Trustee Officer positions as outlined in the Appointment of Trustee Officer Role Protocol within the Governance Manual.
- 14 **The Chair of the Board**
- 14.1 The role and responsibilities of the Chair of the Board are set out in full in the Governance Manual.
- 15 **The Chief Executive Officer**
- 15.1 In accordance with Bye-law 7, the principal management of Ciarb is in such place within England and Wales as the Board may direct.
- 15.2 The Chief Executive Officer (with responsibility for leadership of the senior team) is appointed by the Board.
- 15.3 The role and functions of the Chief Executive Officer shall include the duties set out in the Schedule of Delegation at APPENDIX 1 to these Regulations, as determined by the Board from time to time.
- 15.4 The Chief Executive Officer is responsible for the management of the day-to-day activities of Ciarb and is charged with providing context, input and information to the Board in its deliberations to develop strategy, objectives, activities and programmes of work. The Board has delegated to the Chief Executive Officer, authority to implement these activities and programmes with a view to delivering the objectives set by the Board. This includes responsibility for meeting financial and non-financial budgets and reporting back to the Board accordingly. In carrying out their role, the Chief Executive Officer may delegate to staff as appropriate and such staff are subject to the same rules and regulations as the Chief Executive Officer.
- 15.5 The primary link between the Board and the staff team is the Chief Executive Officer, who is responsible for leading the staff team and implementing the strategy and Ciarb's values through their actions and behaviours. However, the General Counsel, as chief legal and compliance adviser, shall have direct access to the Board to provide legal, governance and regulatory advice on matters that fall within the Board's remit.
- 15.6 The working relationship between the Chief Executive Officer and the Board should be mutually supportive with each understanding the role and responsibilities of the other.

## 16 **General Regulations for Committees**

- 16.1 In accordance with the provisions of Bye-law 16, the purpose of Ciarb's Committees is to further the achievement of the Charitable Object of Ciarb on a global basis, fulfilling any such delegated responsibilities of the Board as set out in these Regulations, and any other instructions or terms of reference, as may be set out from time to time.
- 16.2 The compositions, delegated functions and role of each Committee are set out in the terms of reference approved by the Board, as set out in the Governance Manual.
- 16.3 Subject to the prior approval of the Board, and adequate budgetary provision, Committees may establish sub-committees for specific purposes.
- 16.4 Subject to budgetary constraints (to be agreed by the Director of Finance in advance), Committees may co-opt no more than 3 Ciarb Members and/or other volunteers to their Committee to undertake specific tasks. Such co-opted Members are to be approved by the Chief Executive Officer before joining a Committee. The co-opted Members shall have the right to vote and shall count towards the quorum of the Committee meeting.
- 16.5 Committee chairs are appointed by the Board or Committee in accordance with their terms of reference.
- 16.6 The Committees shall be supported and advised in their work by the Chief Executive Officer and a senior staff member instructed by the Chief Executive Officer, who shall also ensure liaison with other Committees as necessary.
- 16.7 Committees may delegate minor decisions which fall within their roles and responsibilities under the relevant terms of reference, and implementation of their decisions, as necessary to the staff team, via the Chief Executive Officer.

## 17 **Professional Conduct Committee**

- 17.1 In accordance with Article 5.1(6), Bye-law 14, 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.
- 17.2 The terms of reference of the Professional Conduct Committee (including composition) are as set out in the Governance Manual.
- 17.3 The Professional Conduct Committee shall meet at such intervals as its chair shall direct. The Board shall ensure that the Professional Conduct Committee receives sufficient funding to enable it to perform its objects.



## 18 **Peer Review Panels**

- 18.1 The Board, Professional Conduct Committee and/or Chief Executive Officer may convene Peer Review Panels from time to time. Peer Review Panels comprise experienced and knowledgeable dispute resolvers or experts in other areas, as required.
- 18.2 Peer Review Panels may be asked by the Board and/or Chief Executive Officer to advise or assist the staff and/or Board on any matters requiring impartial expertise within the remit of the Peer's Review Panel. This could include (but not be limited to), issues involving panels or membership of panels and the investigation and preparation of reports.
- 18.3 The criteria for selection of Peer Review Panels members, and their duties and responsibilities, are as determined by the Board, Professional Conduct Committee and/or Chief Executive Officer (as applicable) from time to time.

## 19 **Dispute Appointments**

- 19.1 In achievement of its Charitable Object, under Articles 5.1 (9) and (10) of Ciarb's Royal Charter, Ciarb may:
- 19.1.1 establish lists and panels of experienced Practitioners; and
  - 19.1.2 provide for the Appointment of Practitioners and the establishment of procedures to enable them to carry out their professional duties.
- 19.2 The Board delegates to the Chief Executive Officer the power to:
- 19.2.1 establish lists and panels of experienced Practitioners;
  - 19.2.1 prepare, establish, issue, review and amend the criteria, procedures, rules, terms and conditions and/or guidelines governing membership of and applications into Ciarb's panels. This includes but is not limited to the PAC Scheme which governs the approval of PACs to enable Voting Members to be on certain Ciarb panels, the current version of which is set out at Appendix 4;
  - 19.2.2 issue Ciarb Branches and Chapters with instructions or guidance relating to the membership of and application to Branch-led panels **provided that** the Branches or Chapters may refer any disputes relating to such instructions or guidance to the Board for final decision;
  - 19.2.3 select the names of Members to act as convenors of the Ciarb's main panels;
  - 19.2.4 establish and implement quality assurance processes for panels and lists;

- 19.2.5 develop and publish, in consultation with others (the Board, Committees, working groups and organisations as may be relevant), scheme rules and procedures for the practice and delivery of private dispute resolution to parties;
- 19.2.6 establish rules and guidelines governing the Appointment of Practitioners and the ability to sub-delegate this power (and revoke such sub-delegation at the Chief Executive Officer's discretion), in the case of:
- (a) an Appointment received by Ciarb, to the Dispute Appointment Service; and
  - (b) in the case of any Appointment received by a Branch, to the relevant Branch; and
- 19.2.7 appoint Practitioners to determine disputes by forms of private dispute resolution (other than resolution by the court) received by Ciarb to the Dispute Appointment Service.

## 20 **Challenges**

- 20.1 The Board delegates to the Chief Executive Officer, the power to determine challenges made under the [Ciarb Arbitration Rules 2015](#), either:
- 20.1.1 received by Ciarb via the Dispute Appointment Service (in which case the Chief Executive Officer may seek guidance from experienced and knowledgeable dispute resolvers or experts in other areas, as required); and
  - 20.1.2 received in relation to a Branch Appointment (in such case, the Chief Executive Officer also has the power to sub-delegate (and revoke such sub-delegation) to the Branches the power to deal with challenges relating to local Branch Appointments).

## 21 **Strategic Policy Process of Ciarb**

- 21.1 Ciarb shall develop, approve and implement rolling strategic plans to be reviewed every 3 to 5 years.
- 21.2 The Chief Executive Officer shall be primarily responsible for initiating proposals for the strategic policies of Ciarb. They shall review the rolling plan at suitable intervals and develop new proposals where necessary, based on their experience and expertise.
- 21.3 The Chief Executive Officer shall present the proposals to the Board and together they shall develop and refine them, suggesting additional ideas.
- 21.4 Following the above, the Chief Executive Officer shall formally recommend the proposals for strategic policies to the Board. The Board shall be responsible for the review and approval of such proposals.

- 21.5 The Chief Executive Officer under the supervision of the Board shall be responsible for the implementation of strategic policies approved by Ciarb.
- 21.6 The Chief Executive Officer will report to the Board developments in the implementation of strategic policies in order for the Board to exercise general oversight.

## MEMBERSHIP

### 22 Membership Application

- 22.1 Applications for membership shall be submitted to Ciarb, in accordance with the criteria agreed by the Board from time to time and the requirements as published on Ciarb's website<sup>8</sup>.
- 22.2 To be eligible for membership, a prospective Member shall:
- 22.2.1 pay such membership fees as required from Ciarb and published<sup>9</sup> from time to time (unless membership fees have been waived at the discretion of the Chief Executive Officer or Board, from time to time);
  - 22.2.2 provide evidence that they meet the criteria as set out by the Board from time to time which shall be published on the Ciarb website<sup>10</sup>;
  - 22.2.3 adhere to (and agree to adhere to) the published membership terms and conditions<sup>11</sup> and any requirements therein (including but not limited to Ciarb's published [Code of Professional and Ethical Conduct for Members](#)<sup>12</sup> and annual declaration); and
  - 22.2.4 successfully pass any interview or assessment process that may be required from time to time.
- 22.3 All completed applications will be reviewed in accordance with Ciarb's approved procedure, as published on its website<sup>13</sup> from time to time including, in particular,

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<sup>8</sup> [Hyperlink to membership requirements](#)

<sup>9</sup> [Hyperlink to membership subscriptions](#)

<sup>10</sup> [Hyperlink to membership criteria on website](#)

<sup>11</sup> [Hyperlink to membership terms and conditions](#)

<sup>12</sup> [Hyperlink to Code of Professional and Ethical Conduct for Members](#)

<sup>13</sup> [Hyperlink to application procedure](#)

whether an individual applicant meets the minimum criteria for membership at a particular grade of membership of Ciarb.

22.4 An applicant may appeal against a decision to decline membership in accordance with Ciarb's approved procedure, as published on its website<sup>14</sup> from time to time.

## 23 **Voting Members**

23.1 The Board delegates to the Chief Executive Officer, the power to award a membership grade, upon the prospective Member applying, demonstrating and evidencing that they have met the minimum competences, qualifications and/or experience requirements as set out by Ciarb from time to time.

23.2 Ciarb membership grades are defined by the minimum published competences, qualification and/or experience requirements as published on Ciarb's website<sup>15</sup>.

23.3 Subject to Bye-law 8.11, Members who have no outstanding monies owed to Ciarb in respect of subscriptions or otherwise, are entitled to the Member benefits, as published on Ciarb's website<sup>16</sup> from time to time. For the avoidance of doubt, if a previous Member has been revoked in the past for not paying outstanding subscriptions or otherwise, they will need to pay those outstanding payments before they are eligible to re-join (this may be waived at the absolute discretion of the Chief Executive Officer in accordance with Regulation 27.3).

23.4 A Member who has been on extended leave from their primary profession/dispute resolution occupation for reasons such as maternity leave, shared parental leave, paternity leave, carers leave, extended sick leave or a sabbatical, or for any other extenuating reason, may, at the discretion of the Chief Executive Officer and subject to any restrictions placed on their membership from time to time, continue to:

23.4.1 be a Member and remain at their current membership grade during their period of absence;

23.4.2 be entitled to receive invitations to and vote at general meetings;

23.4.3 stand for election to their Branch Committee and/or to serve as a Member of any advisory Committee of Ciarb (see APPENDIX 2); and

23.4.4 qualify for some Ordinary Privileges of Membership (as set out by the Chief Executive Officer from time to time).

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<sup>14</sup> [Hyperlink to Governance policies](#)

<sup>15</sup> [Hyperlink to membership criteria on website](#)

<sup>16</sup> [Hyperlink to member benefits](#)

23.5 Payment of membership fees and inclusion on panels during a period of extended leave, shall be in accordance with Ciarb’s published policies<sup>17</sup>, from time to time.

## 24 **Non-Voting Members**

24.1 The Bye-laws provide for the following classes of Non-Voting Members:

24.1.1 Honorary Fellows (Bye-law 8.9);

24.1.2 Retired Member (Bye-law 8.10);

24.1.3 Affiliates (Bye-law 9.3);

24.1.4 Corporate Members (Bye-law 9.4);

24.1.5 Student Members (Bye-law 9.5); and

24.1.6 such other Non-Voting classes of Membership as created by the Board (Bye-law 8.13).

24.2 Affiliates, Corporate Members and Student Members shall have such rights and privileges as may be published on Ciarb’s website from time to time.

## 25 **Honorary Fellowship**

25.1 Pursuant to Bye-law 8.9, the Board 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 Ciarb.

25.2 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 with Fellow Status. An Honorary Fellow shall be entitled to use the designatory letters “Hon FCIarb”.

25.3 Honorary Fellowship shall be conferred for the life of the person save that the Board shall have the power, in its absolute discretion, and at any time, to withdraw the entitlement in any particular case. An Honorary Fellow has an ongoing obligation to disclose anything that is or could be harmful to the good name or reputation of Ciarb, or where their continued membership risks bringing Ciarb into disrepute in any way;

25.4 The person being proposed for admittance for Honorary Fellowship will be someone who can demonstrate that they have been involved in the field of alternative dispute

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<sup>17</sup> [Hyperlink to policies](#)

resolution, normally for at least 10 years, and achieved national/international eminence and/or renown:

- 25.4.1 through their high office;
  - 25.4.2 through their authorship of authoritative texts on the subject of dispute resolution; or
  - 25.4.3 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.
- 25.5 The proposal for Honorary Fellowship will normally be made by a Trustee, the President (if any), Deputy President (if any), or a Member of a Branch Committee.

## 26 **Retired Members**

- 26.1 A Member with Associate Status, Member Status, Fellow Status or Chartered Status 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.
- 26.2 A Member who has been transferred to Retired Status will be a Non-Voting Member but remain entitled to the Ordinary Privileges of Membership, save that:
- 26.2.1 if a Retired Member wishes to signify their continued membership of Ciarb (on their letterhead or otherwise) they must include the word "Retired" after their designatory letters;
  - 26.2.2 they shall not be entitled to receive invitations to and vote at general meetings; and
  - 26.2.3 they shall not be entitled to stand for election as an Honorary Officer or as an elected Member of the Board or take part in the management of Ciarb. They will be entitled to stand for election to their Branch Committee and/or to serve as a Member of any Advisory Committee of Ciarb (see APPENDIX 2).
- 26.3 Payment of membership fees whilst on Retired Status, shall be in accordance with Ciarb's published policies<sup>18</sup>, from time to time.

## 27 **Resignation, Renewal or Cancellation**

- 27.1 Bye-law 8.12 provides that a suspended Member shall not be entitled during the period of their suspension to any of the Ordinary Privileges of Membership but shall

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<sup>18</sup> [Hyperlink to policies](#)

remain liable for their subscription. In accordance with the Ciarb [Membership terms and conditions](#), Members who have not paid their membership fee, resign or have had their membership put on hold pending an investigation, will not be entitled to use or access any Ordinary Privileges of Membership (save for where the CEO has waived the requirement in accordance with their power at Regulation 27.3).

27.2 As long as a Member is not under investigation for any allegation of misconduct (or about to be put under investigation), they may cancel, resign or not renew their membership at any time subject to the Ciarb [Membership terms and conditions](#).

27.3 The Board delegates to the Chief Executive Officer (if not clear who has the power), power to waive all or part of past years' subscriptions that may be outstanding and/or future subscriptions, where the Chief Executive Officer is satisfied there is good cause to do so. This includes the power to waive all or part of outstanding payments owed in previous years (even where the applicant has had previously had their membership cancelled or revoked for non-payment of fees or otherwise).

## 28 **The Journal**

28.1 In accordance with Ciarb's powers at Article 5.1(3) of the Charter to publish materials to promote and disseminate a wider knowledge of private dispute resolution including a journal, and other literature, the Board delegates to the Chief Executive Officer responsibility to oversee publication of a journal and appoint an editor and team to prepare and publish such journal.

## 29 **Examinations, Faculty and Candidate Regulations**

29.1 Ciarb recognises a general obligation in the conduct of examinations, assignments, and assessments to act fairly and transparently, and to employ objective criteria as the basis of testing knowledge, and/or assessing the application of knowledge and practical skills, but reserves the right of examiners, moderators, and assessors to exercise their academic and professional judgment in the evaluation of candidates' work and performance.

29.2 The Board delegates to the Chief Executive Officer the power to:

29.2.1 prepare, issue, and amend guidance, criteria and terms and conditions, relating to courses, examinations, assignments and assessments including those provided by Ciarb Branches and Chapters;

29.2.2 produce and publish examination and assessment regulations, including on appropriate complaints handling procedures and a review or appeal procedures;

29.2.3 produce quality assurance processes, including oversight of quality assurance processes for education and training, ongoing learning, assessments, faculty, courses and qualifications;



- 29.2.4 approve suitably qualified course directors, assessors, moderators, tutors and trainers (and other faculty staff) with the requisite competencies, qualification and/or experience, to support the delivery of Ciarb's training programmes worldwide;
- 29.2.5 approve suitably qualified examiners, assessors, and moderators with the requisite competencies, qualification and/or experience for marking and moderating Ciarb's examinations and assessments, undertaken worldwide;
- 29.2.6 suspend course directors, examiners, assessors, moderators, tutors and trainers (and any other faculty staff), pending investigation(s), disciplinary action or alleged misconduct;
- 29.2.7 remove course directors, examiners, assessors, moderators, tutors and trainers (and any other faculty staff), on 3 months' notice.

## **GOVERNANCE**

### **30 Appointment of Presidents (if any)**

The Governance Committee shall be responsible for setting the procedure to appoint the President(s) (if any) and in setting details as to their role and responsibility.

### **31 Standing Financial Instructions**

- 31.1 The Board delegates the powers to authorise expenditure capable of binding Ciarb, as set out at Appendix 1 (Schedule of Delegation). The Board may review and amend these from time to time.

### **32 Branch Model Rules**

The Branch Model Rules 2011 are attached at APPENDIX 3.

### **33 Appendices:**

APPENDIX 1: Schedule of Delegation

APPENDIX 2: Diagram representing Ciarb's Structure

APPENDIX 3: Branch Model Rules of the Branches of the Chartered Institute of Arbitrators

APPENDIX 4: PAC Scheme

## APPENDIX 1 – Schedule of Delegation

### PART A – GENERAL DELEGATIONS

Subject to the overall control of, and within the framework of the policies laid down by the Board, and save for those matters reserved to the Board at Regulation 10.210.2, the Board delegates to the Chief Executive Officer the power in respect of:

- 1 The following matters relating to the **operational day to day management** of Ciarb:
  - 1.1 all administration and operational day to day management of the affairs of Ciarb;
  - 1.2 protecting, promoting, developing, and enhancing the business and interests of Ciarb;
  - 1.3 implementing the decisions of the Board;
  - 1.4 carrying out the duties and other functions as may be prescribed and or delegated by the Board from time to time.
- 2 The following matters of **strategy, business planning and budget**:
  - 2.1 the preparation of the annual plan and annual budget and the maintenance of monthly management accounts in accordance with regulatory and best practice and financial management processes in the Standing Financial Instructions included in the Governance Manual (including supervision of the Director of Finance regarding the same);
  - 2.2 initiating, developing, and recommending to the Board major issues of policy, strategy, and future direction of Ciarb in accordance with the strategic policy process set out in Regulation 21 (Strategic Policy Process of Ciarb);
  - 2.3 preparing the strategic plan in consultation with the Board, implementing the strategic plan, and preparing (in consultation with the Board and Committees where necessary) and implementing an annual plan and annual budget;
  - 2.4 the strategic direction, organisation, and leadership of Ciarb and all staff; and
  - 2.5 any other responsibilities of the Chief Executive Officer as set out in these Regulations relating to strategy, business planning and budget.
- 3 The following matters of **risk management**:
  - 3.1 preparing (in consultation with the Board and Audit and Risk Committee when appropriate) and implementing a risk management strategy and procedures;
  - 3.2 maintaining the strategic risk register;

- 3.3 ensuring that any recommendations in the internal or external auditors' reports are addressed, where applicable;
  - 3.4 preparing (and delegating to staff the preparation of) reports on risk management and financial controls and bringing them to the attention of the Audit and Risk Committee and the Board, as appropriate.
- 4 The following matters of **organisational structure and staff**:
- 4.1 developing and reviewing the operating model and organisational structure;
  - 4.2 the appointment, grading, appraisal, suspension, and dismissal of all staff, and determination of their pay and conditions of service;
  - 4.3 ensuring that Ciarb satisfies all employment legislation and supervising the production of standard contracts and conditions of service for staff;
  - 4.4 leading negotiations with staff and staff representatives to ensure that all arrangements for disputes and disciplinary action are made.
- 5 The following matters of **Branch governance**:
- 5.1 power to act on disputes involving the Branch Model Rules, branch regulatory compliance, or other branch management matters;
  - 5.2 granting power(s) of attorney in relation to Branches; and
  - 5.3 filing regulatory documents on behalf of Branches where appropriate.
- 6 Matters related to **Dispute Appointments** (including PAC Scheme, Appointments and Challenges), as set out at Regulations 19 (Dispute Appointments) and 20 (Challenges);
- 7 Matters related to **Memberships** as set out at Regulations 22–27;
8. Matters related to Examinations, Faculty and Candidate **Regulations** at Regulation 29 (Examinations, Faculty and Candidate Regulations);
9. Anything else as set out in these Regulations or otherwise determined by the Board.

## PART B: FINANCIAL DELEGATIONS

### STANDING FINANCIAL INSTRUCTIONS – DELEGATION OF FINANCIAL AUTHORITY

#### 1 **Delegated Powers to Authorise Expenditure Binding on Ciarb**

- 1.1 The Board shall, from time to time, set out in writing the delegated powers to authorise expenditure capable of binding Ciarb. The current authorisation is set out below. Any such delegation shall be subject to the Board's retention of the power to review, revoke or amend any such delegation.
- 1.2 This should be read in conjunction with any other financial guidance issued from time to time (including but not limited to any policies relating to procurement or otherwise).
- 1.3 Where a contract is to be signed, the value of the contract is the total commitment over the term of the contract.

#### 2 **Delegations of Authority to Staff**

The Board hereby delegates the following powers to commit Ciarb in respect of expenditure where the budget for which has been approved:

##### 2.1 **Budgeted Expenditure – Standard Expenditure**

The following expenditure is the maximum amount in £ sterling which may be incurred by staff per Commitment, for Budgeted Expenditure which is Standard Expenditure:

| Maximum expenditure per Commitment for Budgeted Standard Expenditure      | Delegated to:                                     |
|---|---|
| Up to a maximum of £250 plus VAT or equivalent tax (if applicable)        | Any member of staff with financial Responsibility |
| Up to a maximum of £5,000 plus VAT or equivalent tax (if applicable)      | Budget managers individually                      |
| Up to a maximum of £15,000 plus VAT or equivalent tax (if applicable)     | Directors individually                            |
| Up to a maximum of £50,000 plus VAT or equivalent tax (if applicable)     | Chief Executive Officer                           |
| Up to a maximum of £100,000 plus VAT or equivalent tax (if applicable)    | Chief Executive Officer and any Director          |
| Up to a maximum of £200,000 plus VAT or equivalent tax (if applicable)    | The above plus the Treasurer/Finance Committee    |
| Anything greater than £200,000 plus VAT or equivalent tax (if applicable) | The above plus the Board.                         |

##### 2.2 **Budgeted Expenditure – Project Expenditure**

The following expenditure is the maximum amount in £ sterling which may be incurred by staff per Commitment, for Budgeted Expenditure which is Project Expenditure:

| Maximum expenditure per Commitment for Budgeted Standard Expenditure      | Delegated to:                                     |
|---|---|
| Up to a maximum of £250 plus VAT or equivalent tax (if applicable)        | Any member of staff with financial Responsibility |
| Up to a maximum of £5,000 plus VAT or equivalent tax (if applicable)      | Budget managers individually                      |
| Up to a maximum of £15,000 plus VAT or equivalent tax (if applicable)     | Directors individually                            |
| Up to a maximum of £100,000 plus VAT or equivalent tax (if applicable)    | Chief Executive Officer                           |
| Up to a maximum of £200,000 plus VAT or equivalent tax (if applicable)    | Chief Executive Officer and any Director          |
| Up to a maximum of £400,000 plus VAT or equivalent tax (if applicable)    | The above plus the Treasurer/Finance Committee    |
| Anything greater than £400,000 plus VAT or equivalent tax (if applicable) | The above plus the Board                          |

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

### 2.3 Unbudgeted Expenditure

The following expenditure is the maximum amount in £ sterling which may be incurred by staff per Commitment, for any Unbudgeted Expenditure:

| Maximum expenditure per Commitment for Budgeted Standard Expenditure      | Delegated to:                                  |
|---|--|
| Up to a maximum of £5,000 plus VAT or equivalent tax (if applicable)      | Directors individually                         |
| Up to a maximum of £25,000 plus VAT or equivalent tax (if applicable)     | Chief Executive Officer                        |
| Up to a maximum of £50,000 plus VAT or equivalent tax (if applicable)     | Chief Executive Officer and any Director       |
| Up to a maximum of £100,000 plus VAT or equivalent tax (if applicable)    | The above plus the Treasurer/Finance Committee |
| Anything greater than £100,000 plus VAT or equivalent tax (if applicable) | The above plus the Board                       |

## 3 Branch Delegations

In respect of its Branch Approved Budget, the Board hereby delegates the power to each Branch to commit Ciarb:

- 3.1 by up to and including 10% over any one budget line or budgeted item of the Branch Approved Budget, provided that the Branch's actual income is in line with or in excess of their respective Branch Approved Budget;

3.2 by up to and including 25% over any one budget line or budgeted item of the Branch Approved Budget with the prior written approval of the Chief Executive Officer; and

3.3 by over 25% above any one budget line or budgeted item of the Branch Approved Budget with the prior written approval of the Board.

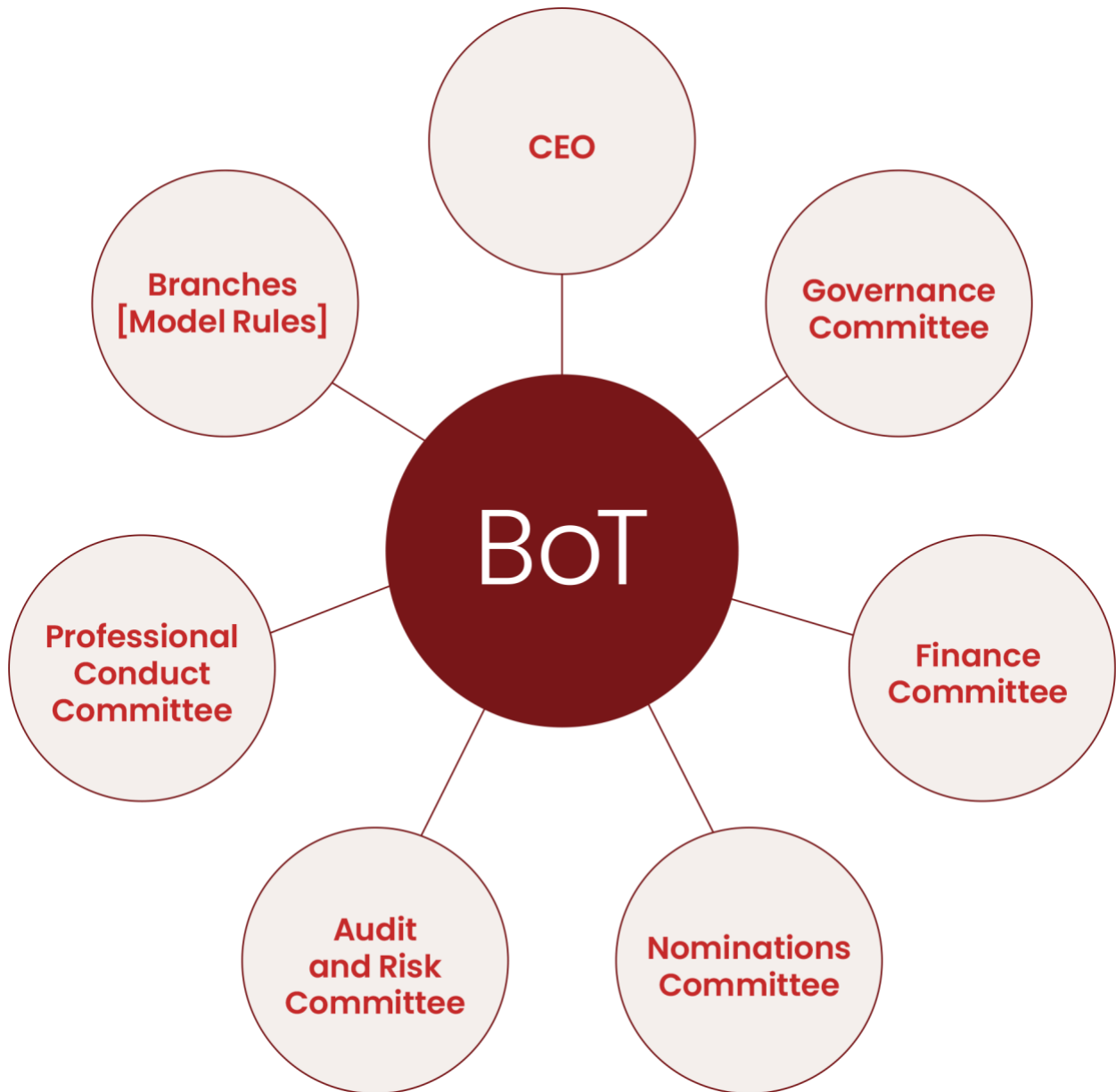
#### 4 **The Budget**

The annual budget is to be prepared by the Director of Finance in conjunction with the Honorary Treasurer and the Chief Executive Officer. The annual budget shall be submitted to the Board at least six weeks before the end of each financial year for approval.

#### 5 **The Management Accounts**

Monthly management accounts shall be submitted to the Board by the Director of Finance in advance of each meeting of the Board.

**APPENDIX 2 – Structure of Ciarb**





## APPENDIX 3 – 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 March 2023) which pertain directly to Board of Trustees’ responsibilities and obligations vis-à-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 6 provides:

6.1 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 Chief Executive Officer, in writing, in accordance with the Regulations.

6.2 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. 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.

6.4 The activities of each Branch shall be subject to the direction of the Board of Trustees.

7.5 Each Branch shall submit annual accounts and an annual report on its activities and proceedings to the Executive by 31 January in each 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 7.1 provides:

The principal management of the Institute shall be in such place within England and Wales 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 CEO; 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 Trustees 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 coordinated 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 Education and Training Department.

### **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 (with minor revisions November 2023)

#### 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:

**“Board of Trustees”** means the Board of Trustees of the Institute; **“the Branch”** means the Branch of the Institute;

**“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;

**“Chapter Committee”** means the committee elected to manage the Chapter;

**“Chief Executive Officer”** 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.;

**“Companies Act 2006”** means the UK legislation governing companies, as amended from time to time;

**“Executive”** means the Chief Executive Officer, 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 of the UK;

**“Intellectual Property Rights”** means patents, rights to inventions, copyright and related rights, moral rights, trade-marks and service marks, business names and domain names, rights in get-up, rights in designs, rights in computer software, database rights, and all other intellectual property rights, in each case whether registered or capable of being registered and including all applications and rights to apply for and be granted, renewals or extensions of, and rights to claim priority from, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world;

**“The Office of the Institute”** means the principal place of business of the Institute, within England and Wales;

**“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 Chief Executive Officer 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 Trustees. 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 meeting shall be chaired by the Chair or, in their absence, by the Vice-Chair 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 1<sup>st</sup> of January.
- 6.2 The Branch shall on or before the 30<sup>th</sup> 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 Chair, 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.
- 6.5 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 Chair 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 Chair, 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-law 19.22.

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:

6.10.1 to be sent by no later than 14 days before the Annual General Meeting:

- the notice calling the Annual General Meeting; and
- the agenda.

6.10.2 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 Chair, 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 Chair 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 meeting<sup>19</sup>.
- 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.

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<sup>19</sup> 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.



- 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 19.16 and shall be as follows:

one of them is willing to act.

- 9.3 The Branch Chair 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.
- 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 Chair 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 Chief Executive Officer 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 Chair and the Chief Executive Officer, 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 Chair 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 Byelaw 4.1 there may be a President. The election procedures are set out in the Regulations.

## **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 Chairs 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.<sup>20</sup> 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 Chair, Honorary Secretary, or Honorary Treasurer and intends to stand for election by the Branch Committee as Chair 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, 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 Chair

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 Chair(s) of the Branch's Chapters shall have the same status on the Branch committee as the elected members. The electoral arrangements for Chapter Chair(s) are set out in Annex 2 to the Branch Model Rules. If there are more than five Chapter Chair(s) 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 Chair shall supervise a ballot among the Chapter Chairs.

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<sup>20</sup> 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 Chief Executive Officer, 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.

- 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 General Meeting.
- 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 2.17 shall constitute presence at the meeting.
- 11.8 The immediate past Chair shall be an ex-officio member of the Branch Committee and shall have the right to vote. The immediate past Chair 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 nonvoting 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 10.7) 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 Chair, one or more Vice Chairs, an Honorary Secretary an Honorary Treasurer, a Public Relations Officer. In the absence of exceptional circumstances, a member shall not serve as Chair 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 Chair shall deputise for the Chair 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 Chair shall take the chair on a pro term basis until the next Annual General Meeting at which a Chair 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 Chair 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 Chair, Vice Chair, 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 Chair 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 Chair is not able to discharge those duties the Chair shall be deemed to have resigned.
- 12.7 In accordance with Article 14.1 and Bye-law 5.1 (4) a representative from each of the Branches will normally represent their Branch at the biennial meeting of Congress.

### **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 6.6 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 6.6, 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,
- 14.2.2 for International Branches, the Branch annual subscription; and
- 14.2.3 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 applicable<sup>21</sup>. 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) or any such equivalent tax for International Branches or Chapters, 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 legal and 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

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<sup>21</sup> 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.

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 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 and Training Department, 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 Chair and, where constituted, a Chapter Committee under the direction of the Branch Committee to which they 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 Chair(s) 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 Chair 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 Chairs 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 Chair, from time to time; and
  - appoint up to three Branch members to be additional members of the Chapter committee with the agreement of the Chapter Chair (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 Chair 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 Chief Executive Officer 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 Chair, as the case may be.
- 15.10 The Branch retains ultimate control and responsibility for networking, training and other professional and social events 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 Branches and Chapters shall be permitted to refer to themselves as a Branch or Chapter 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.
- 17.2 Branches and Chapters may only register Intellectual Property Rights in the name of the Institute (rather than in the name of the Branch or Chapter). If there is a local legal restriction which has the effect of preventing registration of the Intellectual Property Rights by the Institute, the Branch or Chapter shall not register any intellectual property rights in the name of the Branch or Chapter without the prior written consent of the CEO.

## **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 PROVIDED ALWAYS THAT:
- 18.1.1 Such person(s) or company will be paid by the Branch from Branch funds;
- 18.1.2 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;
- 18.1.3 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;
- 18.1.4 the Branch shall be responsible for any tax (including but not limited to income tax, national insurance, social security contributions and any other liability, deduction, contribution, assessment, or claim) arising from or made in connection with either the employment or engagement or any payment or benefit (where such recovery is not prohibited by law); and
- 18.1.5 the Branch shall comply with all applicable laws, regulations, codes and sanctions relating to the employment or engagement.

## **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, Bye-Laws and Regulations 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 Chief Executive Officer.

## **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.

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.<sup>22</sup>
  - 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. The Institute recommends 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 Chair 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. The process of obtaining approval from the Board of Trustees for the formation of a new Branch is generally in two stages.

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<sup>22</sup> 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.

## 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 Institute's General Counsel and 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 and 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:

- i 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
  - ii 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:
  - 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 Chief Executive Officer 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 Chair 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 Chief Executive Officer, 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 Chief Executive Officer, or if it fails to do so, the group of members wishing to form a Chapter may inform the Chief Executive Officer, of the group's application. The Chief Executive Officer will use their best efforts to broker an amicable resolution between the Branch and the group. Should that fail to resolve the matter, the Chief Executive Officer 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 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 Chair of the Chapter, to serve as Chair for a period of no more than three years. Within three years of the Chapter Chair's appointment, an election for the Chapter Chair (from members in the Chapter area) shall be held, for which office the first, appointed, Chapter Chair 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 Chair 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 Chair and in any event in consultation with the Chapter Chair, 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 Chair, Chapter Committee elections will be established on procedures as close to those outlined at paragraph 5 above as is practicable. The Chapter Chair shall, at their discretion, allot portfolios to such elected Chapter Committee members from time to time.

7. The Chapter Chair 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. 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 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 Chair and Committee;
  - (ii) demonstrated that it has been operating successfully and has been financially viable as a Chapter for an appropriate period<sup>23</sup>; 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 Chief Executive Officer who will instruct the Executive to prepare the current check list of information relating to the formation of a Branch required by the Board of Trustees 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 Chief Executive Officer. If it fails so to inform the Chief Executive Officer, the Chapter shall inform the Chief Executive Officer. The Chief Executive Officer will first use

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<sup>23</sup> 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.



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 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 Chief Executive Officer 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 Board of Trustees 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 General Counsel – Director of Legal Services before submitting it to the Board of Trustees for decision.

## APPENDIX 4 – The Panel Appointment Scheme 2007 Rules (as amended 2023)

### 1 Purpose of the PAC Scheme

- 1.1 The purpose of this PAC Scheme is to enable eligible Members to demonstrate voluntarily to Ciarb that, in all respects and on a continuing basis, they are suitable and competent for consideration for Appointment(s) by Ciarb or a Branch as a Panel Member and that they wish to be so considered.
- 1.2 All Voting Members of Ciarb, who meet the criteria set out on Ciarb’s website from time to time<sup>24</sup>, may hold a Panel Appointment Certificate (PAC). Holding a PAC enables them to be a Panel Member (to be on the relevant Ciarb panel) and be eligible for Appointments by Ciarb or a Branch.
- 1.3 The PAC Scheme is intended to allow Member Practitioners 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 Ciarb made by other bodies, or by individuals, or by the parties in a dispute.

### 2 PAC Scheme Requirements

- 2.1 Panel Members and prospective Panel Members are subject to continuing requirements that they:
  - 2.1.1 are **a Ciarb Member** (if membership fees have not been paid, or if membership ceases, or is suspended, they will not be eligible for membership of Ciarb’s panels, or be able to receive Appointments from Ciarb during that time);
  - 2.1.2 have complied with any requirements of **Ciarb’s Continuing Professional Development Scheme** as may be published from time to time;
  - 2.1.3 have carried out any required **activity as a neutral** as may be published from time to time;
  - 2.1.4 have complied with **Ciarb’s terms and conditions of membership**<sup>25</sup> and have satisfactorily completed any **declarations** regarding fitness to practice; and
  - 2.1.5 have complied with any other requirements laid down by Ciarb from time to time.
- 2.2 If Panel Members have not met any of the requirements referred to in clause 2.1, for example because they were on leave (e.g., shared parental leave, paternity leave,

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<sup>24</sup> [Hyperlink to Governance policies](#)

<sup>25</sup> [Hyperlink to Ciarb’s membership terms and conditions](#)

extended sick leave or sabbatical) or for any other extenuating reason, the Chief Executive Officer will review and determine the case.

### 3 **Award of a PAC**

A PAC may be granted by the Chief Executive Officer to all qualified Practitioners on application, subject to them meeting any criteria as may be published<sup>26</sup> from Ciarb from time to time.

### 4 **PAC limited to particular jurisdiction(s)**

Ciarb recognises that a significant element of practice for any Practitioner, particularly for arbitrators and adjudicators, is the relevant law within their jurisdiction(s). Ciarb also recognises that good practice standards for any Practitioner may reflect local and cultural expectations. Therefore, the system of awarding and monitoring a PAC should reflect those facts and influences. A Member's PAC may therefore be limited to the jurisdiction(s) in which they have qualifications and/or expertise, if deemed appropriate.

### 5 **Change in circumstances**

The initial PAC shall be for the term as set out by Ciarb from time to time. If during that term, the Member has a change in circumstances that may affect their eligibility for the panel or membership status, the Member must immediately alert Ciarb. The Chief Executive Officer may suspend or revoke a PAC if the change in circumstance means that the Member no longer meets the PAC Scheme requirements.

### 6 **Suspended Member**

A Ciarb Member who has had their membership suspended or put on hold (for example, pending an on-going investigation into their conduct), is not entitled during that period to receive Appointments or have their name put forward for nomination by Ciarb. During any period of Member suspension, the Member's PAC will also automatically be suspended.

### 7 **Suspension or revocation of a PAC**

The Chief Executive Officer may suspend or revoke a PAC at any time, if during the term they reasonably believe that a Member:

- 7.1.1 has a change in circumstances that may affect their eligibility for the panel or membership status;
- 7.1.2 has subscriptions or other fees which remain unpaid 90 days after the date that payment was due;
- 7.1.3 is not eligible for membership within the required category;

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<sup>26</sup> [Hyperlink to PAC criteria.](#)

- 7.1.4 fails to comply with Ciarb's Code of Professional and Ethical Conduct (as amended from time to time) and/or other similar documents we publish;
- 7.1.5 commits a material breach (or a series of breaches that amount to a material breach) of their membership terms and conditions;
- 7.1.6 behaves in a way that is or could be injurious to the good name of Ciarb, or where their continued membership risks bringing Ciarb into disrepute in any way;
- 7.1.7 falls below the standards expected of a competent Practitioner or professional person acting in the field of private dispute resolution;
- 7.1.8 fails, without reasonable excuse, to comply with a direction and/or a recommendation of Ciarb, it's Committees or Peer Review Panel.

## 8 **Renewal of a PAC**

- 8.1 Upon expiry of a PAC, its renewal will be conditional on the satisfactory completion by the Panel Member of the requirements set down by Ciarb from time to time. This may include but not be limited to demonstrating with appropriate evidence any of the PAC Scheme requirements listed at clause 2.1 above.
- 8.2 If Members have not met any of the PAC Scheme requirements, for example because they were on leave (e.g., shared parental leave, paternity leave, extended sick leave or sabbatical) or for any other extenuating reason, the Chief Executive Officer will review and determine the Member's case.

## 9 **Appeal**

- 9.1 To the extent that a Member has their PAC declined or their PAC withdrawn, they may submit an appeal to the Chief Executive Officer within 14 days of notification it has been declined or withdrawn.
- 9.2 On receipt of a notice of appeal, the Chief Executive Officer will convene an appeal committee comprising three Members, to consider the case. The decision of the appeal committee shall be final and given in writing, with reasons.
- 9.3 If the appeal committee confirms the decision not to renew the PAC or to withdraw the PAC, the Member concerned may apply for re-instatement of their PAC or apply afresh for a PAC after one year from the date of the appeal committee's decision subject to the Member having addressed or remedied the reasons given for such withdrawal or non-renewal.

