



Draft 1

PREAMBLE TO CHARTERED INSTITUTE OF ARBITRATORS

BRANCH MODEL RULES

April 2005

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

To be a world leader in the promotion and education of professionals involved with arbitration, mediation and other forms of dispute resolution outside the Court.

Royal Charter and Bye-laws

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 in February 2005) 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. -

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..”

Bye-law 7 provides:

7.1

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

7.2

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

7.3

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

7.4

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

7.5

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

7.6

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

Bye-Law 8.1 provides:

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

ROLE OF THE BRANCHES

Branch members have knowledge of the area in which they practise 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.

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

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

- 1.2 arranging the acquisition and dissemination of useful information connected with arbitration and ADR; and
 - 1.3 affording a means of professional and social communication between members of the Branch and others concerned with arbitration and ADR; and
 - 1.4 co-operating with other professional bodies on matters of common interest; and
 - 1.5 setting up and running arbitration and ADR surgeries as part of the CPD programme, as approved by the Board of Trustees; and
 - 1.6 conducting arbitration and ADR training courses, when so authorised by the Education and Membership Committee;
2. to seek to increase membership annually as specified by the Board of Trustees through recruitment campaigns for new members of appropriate professional backgrounds and capabilities and, inter alia, to:
- 2.1 assist the Board of Management in identifying those areas of commerce, industry and the services where there is likely to be a growing demand for arbitration and ADR within their geographical region.
 - 2.2 within its geographical region, act as the focal point for its members and arbitration/ADR users by developing individual Branch websites (to be linked to the headquarters site, and possibly those of other branches) or to provide material (at least an introduction to the branch, a programme of events and committee contact details) to headquarters for inclusion on the Institute's website; and encouraging the exchange of information.
3. The International Branches of the Institute shall in addition, in relation to their own Branch only, have the following functions, duties and responsibilities:
- 3.1 to promote locally a wider knowledge of the law and practice of arbitration and ADR; and
 - 3.2 to consider and advise upon improvement in the law, practice and procedures of arbitration and ADR in the country in which the Branch is located and to keep headquarters informed of relevant developments; and
 - 3.3 when so authorised by the Board of Trustees, to establish a panel of suitably qualified arbitrators; and
 - 3.4 where appropriate and duly authorised, to set draft examination papers and answers for consideration and approval by the Examinations Board.

SCOPE OF AUTHORITY

Individual Branches are offered the opportunity to assume a measure of devolved responsibility, under the umbrella of the Chartered Institute, in upholding its objectives, as defined in the Supplementary Royal Charter and Bye-laws. Some Branches may be content to continue relying on headquarters for the major provision of services; whilst others may aspire to be more autonomous.

In order to ensure that the Institute, and ultimately its Branches, develop in a coherent manner, each Branch seeking devolved responsibility shall provide headquarters 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.

To meet the variety of aspirations Branches shall opt to belong to one of the following groupings:

Group A

- Uphold the standards of the Institute.
- Pursue the objectives of the Institute in their geographical area.
- Seeking, where possible, to increase membership annually by **not less than 10%**.
- Offer education and training events, including those approved as qualifying for CPD, and approved surgeries with support from Headquarters where requested, or run in conjunction with Headquarters. Seek advice from Headquarters concerning appropriate PR activities and initiatives.
- Keep up to date information on member services for dissemination to members and the public as appropriate.
- Report annually to the Board of Trustees on its activities and forthcoming goals.
- Submit annual audited income and expenditure account in the prescribed form as sent to Branch Treasurers at the end of each year; quarterly VAT information (UK Branches only).

Group B

- Uphold the standards of the Institute.
- Pursue the objectives of the Institute in their geographical area.
- Seeking, where possible, to increase membership annually by **not less than 10%**.
- Seek advice from Headquarters concerning appropriate PR activities and initiatives.
- Keep up to date information on member services for dissemination to members and the public as appropriate.
- Report annually to the Board of Trustees on its activities and forthcoming goals.
- Submit quarterly income and expenditure accounts (audited at year-end) in the prescribed form; quarterly statement of bank balance; quarterly VAT information (UK Branches only).

- Acquire and maintain authority to run Entry Courses by:
 - Providing course programme and list of tutors, to be approved by Education and Membership Committee,
 - Using syllabi and exam papers approved by the Education and Membership Committee,
 - Forwarding exam papers to headquarters for moderating by Examinations' Board, prior to publishing results, and
 - Reimbursing the Institute for reasonable administration costs in the provision of these services.

Group C

- Uphold the standards of the Institute.
- Pursue the objectives of the Institute in their geographical area.
- Seeking, where possible, to increase membership annually by **not less than 10%**.
- Seek advice from Headquarters concerning appropriate PR activities and initiatives.
- Keep up to date information on member services for dissemination to members and the public as appropriate.
- Report annually to the Board of Trustees on its activities and forthcoming goals.
- Submit quarterly income and expenditure accounts (audited at year-end) in the prescribed form; quarterly statement of bank balance; quarterly VAT information (UK Branches only).
- Acquire and maintain authority to run Entry Courses by:
 - Providing course programme and list of tutors, to be approved by Education and Membership Committee,
 - Using syllabi and exam papers approved by the Education and Membership Committee,
 - Forwarding exam papers to headquarters for moderating by Examinations' Board, prior to publishing results, and
 - Reimbursing the Institute for reasonable administration costs in the provision of these services.
- Acquire and maintain authority to run Assessment Courses by:
 - Providing course programme, syllabus, examination papers and list of tutors, to be approved by the Education and Membership Committee. To ensure worldwide standards; initial courses will be run by a Course Director approved by the Education and Membership Committee; and
 - Reimbursing the Institute for reasonable administration costs in the provision of these services.

Group D

- Uphold the standards of the Institute.
- Pursue the objectives of the Institute in their geographical area.
- Seeking, where possible, to increase membership annually by **not less than** 10%.
- Seek advice from Headquarters concerning appropriate PR activities and initiatives.
- Keep up to date information on member services for dissemination to members and the public as appropriate.
- Report annually to the Board of Trustees on its activities and forthcoming goals.
- Submit quarterly income and expenditure accounts (audited at year end) in the prescribed form; quarterly statement of bank balance; quarterly VAT information (UK Branches only)

- Acquire and maintain authority to run Entry Courses by:
 - Providing course programme and list of tutors, to be approved by Education and Membership Committee,
 - Using syllabi and exam papers approved by Education and Membership Committee,
 - Forwarding exam papers to headquarters for moderating by Examinations' Board, prior to publishing results, and
 - Reimbursing the Institute for reasonable administration costs in the provision of these services.

- Acquire and maintain authority to run Assessment Courses by:
 - Providing course programme, syllabus, examination papers and list of tutors, to be approved by Education and Membership Committee. To ensure worldwide standards; initial courses will be run by a Course Director approved by the Education and Membership Committee; and
 - Reimbursing the Institute for reasonable administration costs in the provision of these services

- Acquire and maintain authority to represent the Institute in their region of the world.
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Each Branch shall apply to the Board of Management, through the Director General, to belong to a specific group of their choosing.

In the event of any Branch seeking to move from one grouping to another, it shall apply to the Board of Management, through the Director General.

Appendices:

1. Quarterly Income and Expenditure Account.
2. Quarterly Balance Sheet.

3. Quarterly details of Bank Accounts and Cash Balances.
4. Quarterly Bank Reconciliation.
5. Guidelines on setting up a Branch of the Chartered Institute of Arbitrators.

THE CHARTERED INSTITUTE OF ARBITRATORS

**QUARTERLY FINANCIAL INFORMATION
YEAR TO DATE CUMULATIVE FIGURES**

BRANCH

Quarter ended

Currency used

INCOME AND EXPENDITURE ACCOUNT

INCOME

Head Office grants to Branch	
Branch subscriptions received	
Income from courses and seminars	
Income from other events	
Interest received	
Other income	
Total Income (Year to date)	

EXPENDITURE

Costs of courses and seminars	
Branch office and administration expenses	
Branch meeting costs	
Other costs	
Total expenditure (Year to date)	
Surplus/(Deficit) for period	

THE CHARTERED INSTITUTE OF ARBITRATORS
QUARTERLY FINANCIAL INFORMATION
YEAR TO DATE CUMULATIVE FIGURES

BRANCH

.....

Quarter ended

Currency used

BALANCE SHEET

Fixed Assets		<input style="width: 90%; height: 15px;" type="text"/>
Current Assets		
Debtors	<input style="width: 100%; height: 100%;" type="text"/>	
Other		
Cash and bank balances		
	<input style="width: 100%; height: 15px;" type="text"/>	
Current Liabilities		
Creditors	<input style="width: 100%; height: 100%;" type="text"/>	
Other liabilities		
	<input style="width: 100%; height: 15px;" type="text"/>	
Net Current Assets/(Liabilities)		<input style="width: 90%; height: 15px;" type="text"/>
Net Assets/(Liabilities)		<input style="width: 90%; height: 15px;" type="text"/>
Represented by:		
Net Assets at beginning of year		
Surplus/(Deficit) year to date		<input style="width: 90%; height: 15px;" type="text"/>

Guidelines on setting up a branch of the Chartered Institute of Arbitrators

1. The Branch Model Rules set out in detail the responsibilities, powers and rules of a Branch of the Institute. This document is intended as a guide to setting up a branch and should be read in conjunction with the Branch Model Rules dated February 2005.
2. The Institute has adopted the following guidelines when considering whether to recommend the formation of a Branch to the Board of Trustees:
 - 2.1 A minimum of 30 members in the area
 - 2.2 The majority of those members willing to support the setting up and running of the Branch
 - 2.3 Support being shown by the majority of members at a minimum being prepared to attend a minimum of 4 meetings arranged by those proposing its formation within the space of 1 year.
3. While the Board of Trustees requires 30 members to recognise an official Branch we recognise that there may not be 30 members of the Institute at the onset of the process
4. We recommend a minimum of 6 people and preferably 12 acts as an interim committee for an embryo branch, their goal being to get the minimum 30 members. They should elect a chairman and a secretary.
5. The route to gaining members is usually through the Associate Level Entry course, but if the region in question has an existing population of practising arbitrators it may well be that they will automatically qualify for membership.
6. The Institute can help with the organisation of an entry-level 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 Professional Development team will be happy to advise.
7. 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 practising lawyers and may even provide the opportunity to mount a workshop on the back of the conference, leading to membership
8. Once the results from the examinations are available, the steering group should decide whether they have sufficient support and interest to proceed with the formation of a Branch.
9. The Steering Committee should formally request the Institute's Board of Trustees to agree to the formation of a Branch (format on request).

10. Once this has been obtained, there may be local formalities to complete, if the Branch is to be established outside the United Kingdom. The Institute's Legal Counsel will be able to advise and assist.
11. From experience, the legal formalities of setting up a branch differ from one country to the next. We strongly recommend the assistance of a lawyer in the country seeking to set up a branch, since often this means registration locally. We also need to be sure that registration abroad does not conflict with our charitable status. Often setting up a branch can take some time since there is need to liaise with the UK Foreign Office, the country's embassy based in the UK and the Institute's solicitors who need to enlist the aid of a Notary Public.
12. Once approval from the Board of Trustees has been obtained and the Steering Committee has taken the necessary steps to comply with local law, the Steering Committee should hold a general meeting to do the following:
 - Elect a committee
 - Adopt the appropriate set of branch model rules

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

THE CHARTERED INSTITUTE OF ARBITRATORS

BRANCH MODEL RULES

APRIL 2001

1. **NAME AND CONSTITUTION**

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

.....[Insert area]

2. **DEFINITIONS**

In these Rules:

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

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

“the Branch” means the Branch of the Institute;

“The Bye-laws” means the Bye-laws of the Institute and any reference to a Bye-law shall be construed accordingly;

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

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

“international” means outside England and Wales;

“the Institute” means The Chartered Institute of Arbitrators;

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

“seat of the Branch” means the place designated from time to time by the Branch Committee ;

“the Strategic Review” means the document drafted by the Director General reviewing the development and growth of the Chartered Institute over the next five years, as originally approved and adopted by Council on 19 September 2000, or such further or later Strategic Review documents as may be adopted by the Board of Trustees hereafter.

3. **STATUS OFBRANCH**

As from (date).....the(name)..... Branch of the Chartered Institute hereby elects to be assigned to Group

Assignment to Group provides the Branch with the following obligations:

(Insert the details of the relevant grouping here so there can be no doubt as to the powers and functions of the Branch).

4. **MEMBERSHIP**

4.1 Subject to the provision of Rule 4.2, membership of the Branch shall normally comprise those members of the Institute resident or practising in the Branch area. Where a member’s residence and place of business are in different Branch areas, a member will normally be allotted to the Branch in whose area he has his place of business.

4.2 In addition, a member may also be attached to a Branch other than the Branch in which he is located, as above, if he so wishes. In this event the member should apply to the Branch of his choice for attachment. 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.

4.3 In the event of a member residing or practising in an area where there is no Branch, then, should he wish to join a Branch, he should apply to the Secretariat of the Institute for membership of the Branch of his choice. In this event the member should apply to the Branch of his choice for attachment. 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.

4.4 In the event of a dispute over membership of a Branch the decision of the Chairman of the Board of Management shall be final.

4.5 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.

4.6 **International members only**

4.6.1 Members resident/working in a Branch area covering more than one jurisdiction may, if they so wish, not be attached to that Branch.

5. **BRANCH SUBSCRIPTIONS**

- 5.1 ***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.
- 5.2 ***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.
- 5.3 The actual level of subscription for those members of Branches who are not located in an area for which special provision has been made is to be set after consultation with the Board of Management. It is to be collected by the Institute, unless otherwise agreed, and thereafter remitted to the Branch.

6. **ORDINARY MEETINGS**

Ordinary meetings of the Branch for educational or social functions shall be held at such times and places as the Branch Committee shall appoint. The Chair shall be taken by the Chairman or, in his absence, by the Vice-Chairman of the Branch or, if both are absent, then by a member elected by those present.

7. **ANNUAL GENERAL MEETING**

- 7.1 The year for the purpose of the annual report and accounts shall be as per the Institute's financial year, which commences on the 1st January.
- 7.2 The Branch shall on or before the 30th day of April in each year hold a General Meeting as its 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.
- 7.3.1 The purpose of the Annual General Meeting of the Branch shall be to receive the Report of the Chairman, the Financial Statement of the Branch, either the report of the auditors or the independent examiner, whichever is appropriate and to elect 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.
- 7.4 In accordance with Bye-law 20.2 the purpose of the Annual General Meeting shall also be, where appropriate, to elect a Fellow of the Institute, as Branch candidate, to go forward to Congress and stand for election to the

office of President, in accordance with Bye-law 20.7. This is further set out in Rule 11 below.

- 7.5 The agenda shall set out the ordinary and special business to be transacted at the Annual General Meeting with sufficient particularity to enable members to determine the main purpose of the meeting. The agenda shall accompany the notice calling the Annual General Meeting.
- 7.6 No business shall be transacted at any Annual General Meeting unless there is a quorum of at least ten members personally present and entitled to vote. The Chairman of the meeting shall have a second or casting vote.
- 7.7 If within fifteen minutes from the time appointed for holding the Annual General Meeting, a quorum of members is not personally present, the meeting shall stand adjourned to such time and place as the chairman, with the consent of the meeting, shall prescribe. The Honorary Secretary shall inform the members of the date and time of the adjourned meeting in accordance with the notice provisions set out in Rule 9 below.
- 7.8 If a member desires to raise any matter at an Annual General Meeting, he 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.
- 7.9 The Branch Secretary shall send copies of the following documents to the Institute no later than the 31st January of the year following the last Annual General Meeting:
- the notice calling the Annual General Meeting;
 - the agenda;
 - 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 10.8 below; and
 - a letter confirming that the notice periods prescribed in Rule 9 have been duly complied with.

8. **EXTRAORDINARY GENERAL MEETING**

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

9. **NOTICES AND BUSINESS FOR GENERAL MEETINGS**

- 9.1 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.
- 9.2 The Branch Secretary is to invite nominations for election to the committee from the members of the Branch at least two months prior to the issue of the notice calling the Annual General Meeting referred to in Rule 7.2 and 9.1 above. The invitation for nominations must be accompanied with a reminder that members must return their nominations thirty-five days before the meeting, in accordance with Rule 11.2.
- 9.3 If additional matters are raised, as per Rule 7.7, an amended agenda should be sent to all members fourteen days before the date of the meeting¹.
- 9.4 Any notices to be given to or by any person pursuant to these Rules shall be in writing or in accordance with section 369(4A) of the Companies Act 1985.
- 9.5 Every member shall from time to time notify the Branch Secretary of his place of business or residence to which communications from the Branch may be sent by post or in accordance with section 369(4A) of the Companies Act 1985.
- 9.6 If any member fails to notify his place of business or residence or any changes thereof, he 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 non-receipt by him of any notice.
- 9.7 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 his registered address or by leaving it at that address or in accordance with section 349(4A) of the Companies Act 1985.
- 9.8 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries

¹ 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.

Although these time periods may seem excessive, they are designed to give the Secretary and the branch members sufficient time to prepare for the meeting. Given that most Branches are run by volunteers it is the view of the drafters that more time would be preferable rather than less time.

and Administrators shall be conclusive evidence that the notice was given. 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.

10. **POSTAL VOTING AT ANNUAL OR EXTRAORDINARY GENERAL MEETINGS**

- 10.1 If an election by postal vote is deemed necessary, the procedure shall be in accordance with Bye-law 20.3 as follows:
- 10.2 Independent local scrutineers shall be appointed by the Branch Chairman, and approved by the Director General, who shall be either auditors, or the local equivalent of the Electoral Reform Society, or such other responsible body as the Director General may from time to time approve, provided that one of them is willing to act.
- 10.3 The Branch Chairman shall forward the nomination papers to every eligible member at least fourteen days prior to forwarding the voting papers as specified in Rule 10.5. Branch members may only nominate members from their own Branch.
- 10.4 If there is more than one candidate nominated, any candidate may within seven days of the closing date for the nominations withdraw or, with his 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.
- 10.5 The Branch Chairman shall, with all convenient speed, forward a voting paper to every eligible member and the voting paper shall be in such form as the Director General from time to time directs.
- 10.6 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.
- 10.7 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.
- 10.8 The scrutineers shall make and sign a report in which they shall state the total number of voting papers received, the number rejected and the grounds for rejection, the total number of votes in favour of each candidate, and the names of those who are duly elected, and shall send such report to the existing Branch Chairman, and the Director General, not later than the third day next before the date of the Branch Annual General Meeting.

- 10.9 The scrutineers' report shall be conclusive as to the facts of the election, notwithstanding any irregularity or informality. Provided always that if there be an equality of votes the chairman of the Branch Annual General Meeting may give such casting vote as may be necessary to remove the equality and complete the election.
- 10.10 The report of the scrutineers shall be read at the Branch Annual General Meeting.
- 10.11 Elections under this Rule shall take effect as from the conclusion of the Branch Annual General Meeting.
- 10.12 In addition to postal votes, members may send their ballot papers by telefax, zetafax or email provided it is indicated as coming from a number or address registered with the Branch Secretary as the correct address of that member.

11. **ELECTION OF THE BRANCH CANDIDATE FOR PRESIDENTIAL ELECTIONS**

- 11.1 In accordance with Rule 7.4 and Bye-law 20.7 the Branch shall, when appropriate, elect a Fellow of the Institute, as Branch Candidate, to go forward to Congress for election to the office of President.
- 11.2 All Branch candidates must have been nominated in writing, and supported by four other members of that Branch.
- 11.3 Any candidate may within fourteen days of the closing date for the nominations withdraw or, with his consent, be withdrawn by the nominators in writing.
- 11.4 If there is only one candidate nominated by the Branch, that candidate will be deemed to have been elected as the Branch candidate. If there are however two or more candidates, an election shall be conducted. Elections pursuant to this Rule 11 shall be by postal vote, as provided in Rule 10.
- 11.5 The successful Branch candidate must have given a written undertaking to serve and fulfil the duties expected of the posts of President, Deputy President and Vice President, if elected by the members in Congress.

12. **THE COMMITTEE**

- 12.1 The management of the Branch shall be vested in the Committee, which shall consist of not less than six nor more than sixteen members. 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 less number having to retire, such less number shall either retire by agreement or by drawing lots. Members thus retiring shall be eligible for re-election without re-nomination, up to a maximum of seven years of service on the Committee. A member shall not serve on the Branch Committee for a period longer than seven years without re-nomination.

- 12.2 Nominations for election to the Branch Committee signed by two members must be lodged with the Branch Secretary not less than thirty-five days before the Annual General Meeting, accompanied by a statement from the nominee that, if elected, he will accept office. No person who is not a member of the Branch may nominate or be nominated as a candidate.
- 12.3 The names of retiring members of the Branch Committee who are willing to be re-elected thereto shall be notified to the members in the notice specified in Rule 9.2.
- 12.4 The 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. The Committee may also co-opt up to three additional members for such purposes or for such time as it may think fit but not beyond the date of the next Annual General Meeting. Co-opted members shall have the right to vote.
- 12.5 The 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 Committee, shall be kept by the Honorary Secretary.
- 12.6 No business shall be transacted at any Committee meeting unless there is a quorum of at least four members personally present.
- 12.7 The Immediate Past Chairman shall be an *ex-officio* member of the Committee, and shall have the right to vote.
- 12.8 Should any member of the Branch Committee cease to be a member of the Institute, or leave the geographical area covered by the Branch permanently, or be absent without an accepted apology from three consecutive meetings, he shall be deemed to have vacated office.

13. **OFFICERS**

- 13.1 The Committee shall from amongst its members elect annually (and shall have power to fill casual vacancies) a Chairman, one or more Vice Chairmen, an Honorary Secretary and an Honorary Treasurer and a Public Relations Officer. In the absence of exceptional circumstances a member shall not serve as Chairman for a period longer than three years without a break of one year. Where exceptional circumstances are deemed to exist, specific approval is to be obtained from the Board of Trustees.
- 13.2 A Vice Chairman shall deputise for the Chairman in his absence, and in the event of there not being a successor to the chair after a consecutive three

year term of office, the Vice Chairman shall take the chair on a pro tem basis until the next Annual General Meeting at which a Chairman shall be elected to the Branch Committee.

- 13.3 Any two of the offices of Honorary Secretary, Honorary Treasurer, Branch Public Relations Officer, and/or Vice Chairman may, at the discretion of the Branch Committee, be held by one person.
- 13.4 The Board of Trustees shall have the power to investigate and if deemed necessary dismiss the Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer, Public Relations Officer and/or any other officer of the Branch Committee should there be evidence of any 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.
- 13.5 If 10 members of the Branch consider that the Chairman is not able to discharge the duties of his office they shall requisition the Branch Secretary to summon an Extraordinary General Meeting. If such meeting resolves that the Chairman is not able to discharge those duties the Chairman shall be deemed to have resigned.
- 13.6 In accordance with Article 14.1 and Bye-law 6.2(5) each elected Branch Chairman will normally represent his or her Branch at the biennial meeting of Congress. In the event of the Branch Chairman being unable to represent his or her Branch at Congress, the Branch Committee shall elect one of their number to be the Representative.

14. **BRANCH PATRONS**

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.

15. **FINANCIAL CONTROL – REGULATION OF MANAGEMENT OF ASSETS AND FUNDS OF THE BRANCH**

- 15.1 The assets of any Branch including any Chapter or Chapters established in accordance with Bye-law 8 and any monies held in any bank account maintained by a Branch, or any of its Chapters, shall be and shall remain under the beneficial ownership of the Institute. Every Branch and its Chapters, if any, 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 3 above. In accordance with the provisions of Bye-law 7.6, every 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.

- 15.2 The funds of the Branch shall be derived from:
- 15.2.1 a discretionary grant which may be made by the Board of Trustees each year; or, for International Branches, the Branch annual subscription; and
- 15.2.2 any surpluses which may accrue to the Branch through its activities.
- 15.3 The funds shall be under the management of the 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 applicable². 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 as directed by the Board of Trustees but not otherwise.
- 15.4 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. A statement of account on the approved Institute form, a copy of the bank reconciliation as at the quarter-end and such VAT information³ as the Institute may require shall be filed with the Institute quarterly by the 14th day following the end of the calendar quarter. Group A Branches need only submit the VAT information quarterly. Year-end information shall be received by the Institute no later than the 31st 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.
- 15.5 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. All Branches, including those that do not meet this 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 15.4 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 15.4 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.

² Business Plans shall normally be approved by Council before the end of the calendar year preceding the year to which they relate.

³ **International Branches:** Such information relating to the general sales taxes as may be required by the relevant authority in the domicile of the Branch.

15.6 The person appointed by a Branch to carry out the audit function required by Rule 15.5 must be independent. This person may be either a Registered Auditor or an independent examiner. A Registered Auditor is an individual holding appropriate qualifications who has been entered on the Register of Auditors under the Companies Act 1989 in the UK or the equivalent legislation abroad. An independent examiner need not be a practising 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.

15.7 Cheques shall be signed by the Honorary Treasurer and one other member of the Committee.

15.8 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.

15.9 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.

16. **CHAPTERS**

16.1 A “Chapter” is a subsection of a Branch of the Institute, formed to further the Object of the Institute at its local level.

16.2 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.

16.3 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 offer those members in close proximity additional localised networking and socialising opportunities.
- 16.4 The affairs of each Chapter will be managed by a Chapter Committee which will be under the direction of the Branch Committee and must 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.
- 16.5 The Branch Committee shall appoint the first members of the Chapter Committee.
- 16.6 The Chapter Committee shall have such powers authorities and discretions with respect to the management of the affairs of the Chapter as the Branch Committee may in its discretion confer on it from time to time.
- 16.6 The Chapter committee shall consist of such number of officers and members as is determined by the Branch committee and will be elected annually by and from the members of the Chapter and in such manner as the Branch committee may prescribe from time to time.
- 16.7 The Branch committee may:
- fill any casual vacancy that may arise in the Chapter committee from time to time;
 - appoint up to 3 Branch members who are additional members of the Chapter committee.
 - Any member so appointed shall remain in office until the next elections for the Chapter committee.
- 16.8 The Branch committee may remove any member of a Chapter committee and, if thought fit, appoint another individual in place of that member.
- 16.9 Save where inconsistent with these Rules or with any rules regulations or Bye-laws made by the Branch committee with respect to a Chapter committee or to Chapter committees generally, the provisions of these Rules that govern the conduct of the Branch committee will apply (with the necessary changes) to that Chapter committee or to those Chapter committees, as the case may be.
- 16.10 The assets of any Chapters, and any monies held in any bank account maintained by Chapters, shall be and shall remain under the beneficial ownership of the Institute.
- 16.11 Each Chapter shall account to the Branch and 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 Chapter shall act as fiduciaries to the Institute for such monies

17. **AUTHORITY TO USE THE NAME OF THE INSTITUTE**

The Branch shall be permitted to refer to itself as a Branch of the Chartered Institute of Arbitrators and may commission the printing of official stationery bearing the Institute and the Branch's full name and the Institute's crest. The elected officers on the Branch Committee, or Chapters thereof, are only licensed to use the Institute's crest and name for the purposes of dealing with Institute and Branch business.

18. **INTERPRETATION**

18.1 By reason of the Institute's Chartered status, these rules shall be interpreted according to the laws of England and Wales, consistently and in accordance with the Institute's Royal Charter and Bye-Laws in force for the time being. Any dispute or difference arising between the Institute and any Branch or any member in relation thereto shall be referred to the Board of Trustees whose decision shall be final and binding.

18.2 These Rules shall be adopted by Branches without amendment, unless particular local circumstances arise necessitating amendment to any part hereof. In that event, amendment may be permitted after submission of reason and justification for proposed amendments and only then with the prior consent in writing of the Board of Trustees.

Amended 15th April 2005