

Chartered
Institute of
Arbitrators

CI Arb

Royal Charter Bye-Laws and Schedule to the Bye-Laws

Approved version - August 2013





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Royal Charter Bye-Laws and Schedule to the Bye-Laws

The Chartered Institute of Arbitrators

Royal Charter

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Royal Charter Bye-Laws and Schedule to the Bye-Laws

The Chartered Institute of Arbitrators

Royal Charter

Elizabeth the Second...

By the Grace of God, of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

Whereas We on 6 February 1979 by Royal Charter (hereinafter called “the Original Charter”) did constitute the persons named therein a body corporate and politic by the name of the Chartered Institute of Arbitrators (hereinafter referred to as “the Institute”) with perpetual succession and a Common Seal:

And whereas the Institute has presented a humble Petition to us setting forth that the Institute, being desirous of furthering its Object and serving the public interest, desires that We should be graciously pleased to grant a Supplemental Charter to the Institute for the purpose of making the Institute more representative of its worldwide membership and reforming the principal processes of governance, in the manner set forth in the Petition but subject to any amendments and alterations which to Us may seem desirable:

And whereas we are minded to comply with the Prayer in the Petition:

Now therefore know ye that We by virtue of Our Prerogative Royal and of all the other powers enabling us so to do of our especial grace, certain knowledge and mere motion, have granted and ordained, and do hereby for Us, Our Heirs and Successors, grant and ordain as follows:

1 Original Charter

1.1 The original Charter, save for the Article 1, which is now set out in the Article 2 below, shall be revoked.

2. Supplemental Charter

2.1 The persons now members of the Institute and all shall persons as hereafter may become members of the body corporate and politic hereby constituted shall forever hereafter be one body corporate and politic and the Institute shall have perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at its will and pleasure and the Institute shall and may sue and be sued in all courts and in all manner of actions and suits and the Institute shall have power to do all other matters and things incidental or appertaining to a body corporate.

2.2 The object, powers and the duties of the Institute, and the practice and procedure by which it shall be governed are set forth in Articles 3 to 19 below and in the Bye-Laws and in any

Regulations made pursuant to Article 8.3. The Bye-laws and Regulations are subject to and shall be read in conjunction with the Charter.

3 Name

3.1 The name of the Institute shall be The Chartered Institute of Arbitrators.

4 Object

4.1 The object (“the Object”) for which the Institute is established and incorporated is 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”).

5 Achievement of the Object

5.1 The Object shall be achieved and carried out by the following and other suitable means:

(1) the worldwide promotion of the concept that private dispute resolution may be adopted as a genuine alternative to litigation in the courts by the use of flexible and sensible procedures which avoid unnecessary expense and delay;



- (2) the provision of education and training both to those who wish to become qualified and proficient Practitioners, and to persons with an interest in private dispute resolution;
- (3) the promotion and dissemination, as a learned society, of a wider knowledge of private dispute resolution by means of meetings, conferences, seminars and lectures and by the publication of relevant materials, including a journal, and other literature;
- (4) the encouragement of members to become qualified and proficient Practitioners;
- (5) the provision of means for testing the qualifications of candidates for admission to the various categories of membership by examination, assessment or other procedures;
- (6) the supervision and monitoring of the performance and, if necessary, the discipline, suspension and/or expulsion of any member through an independent and impartial system of disciplinary proceedings;
- (7) the promotion of a wider knowledge of the law relating to private dispute resolution.
- (8) the consideration and giving of advice upon improvements in the law relating to private dispute resolution.
- (9) the establishment of lists and panels of experienced Practitioners.
- (10) providing for the appointment of Practitioners and the establishment of procedures to enable them to carry out their professional duties.
- (11) the maintenance of an Information and Resource Centre;
- (12) the provision of facilities in which to hold hearings, courses, conferences, meetings, seminars and lectures.

6 Powers

6.1 The Institute shall have power:

- (1) to confer chartered status on those members who have attained the requisite level of expertise and proficiency in private dispute resolution and, where appropriate, to revoke such status, subject to the provisions of the Charter and the Bye-laws;
- (2) to provide for the issue, renewal, suspension or withdrawal of Panel Appointment Certificates, subject to ten provisions of the Charter and the Bye-laws;
- (3) to appoint Peer Review Panels;
- (4) to institute and maintain an independent and impartial system of disciplinary proceedings for dealing with complaints and information against any member including Practitioners;
- (5) to provide for the appointment of non-members of the Institute to assist in or advise on the achievement of the Object as described in Article 5;
- (6) to establish and/or close Branches of the Institute in such places and on such terms as it may decide;
- (7) to subscribe to charities or grant donations for any public purpose connected with the Object;
- (8) to grant pensions and allowances to employees or ex-employees of the Institute of their dependents; and to establish and/or administer and/or contribute to any charitable or benevolent fund from which may be made donations or advances to deserving persons (including dependents) who (a) are or have been in the employment of the Institute and (b) are in distressed circumstances.
- (9) to acquire property and/or to sell, lease or otherwise dispose of all or any part of the Institute's property, or to borrow or raise money with or without a charge upon all or any of the property of the Institute, with a view to the furtherance of the Object, subject to complying with the restrictions on disposals imposed by the Charities Act 1993 or any statutory modification thereof;

- (10) to accept any gift of property, whether subject to any special trust or not, in furtherance of the Object;
- (11) to construct, maintain and/or alter any buildings to be used as the Office of the Institute or as a Hall, college, lecturer or reading room for the furtherance of the Object;
- (12) to establish and/or support any other association similarly formed for the purposes of the Object, provided that the other association is precluded by its constitution from distributing any of its profits or assets amongst its members
- (13) to federate, amalgamate with and/or affiliate to, subject to the prior consent of the Privy Council, anybody having similar charitable purposes to those of the Institute and not formed for the purpose of profit, and to acquire and undertake all or any part of the assets and liabilities of any such body which the Institute may acquire.
- (14) to provide indemnity insurance to cover the liability of the individual members of the Board of Trustees which might attaché to them by virtue of their negligence, breach of trust or breach of duty. The following liabilities are excluded form indemnity insurance;
- (a) fines;
 - (b) costs of unsuccessfully defending criminal prosecutions or offences arising out of the fraud, dishonesty or wilful or reckless misconduct of a trustee;
 - (c) liabilities to the charity that result from conduct that the trustee knew or must be assumed to have known was not in the best interests of the charity or about which the person concerned did not care whether it was in the best interests of the charity or not.
- (15) to acquire by subscription or otherwise and to hold or to deal in the shares or securities in any corporation or to carry on business in any part of the world and to establish a trading subsidiary of the Institute in furtherance of the Object;
- (16) to carry out any of the functions hereinbefore described by appointing an investment manager for the Institute who shall have the power at his discretion to buy or sell investments which are consistent with the terms of this Charter and which are in accordance with the investment policy of the Board of Trustees.
- (17) to take part in the formation for control of any such corporation referred to in (15) above and for that purpose to appoint directors thereof provided that any director who shall be in receipt of remuneration from such corporation shall not be a member of the Board of Trustees:
- (18) to make, amend or revoke such Bye-laws as it considers necessary for the governance and the efficient management of the Institute provided that if the terms of any such Bye-laws are inconsistent with the terms of this Charter the latter shall prevail. The Bye-laws as attached hereto shall be the Bye-laws of the Institute until the same shall be revoked, amended or added to in the manner provided in Article 15.2;
- (19) to appoint a Director General and other Executive Officers;
- (20) to do all such things as will advance or promote or further the Object.

7 Application of Income and Assets

- 7.1 The income and assets of the Institute shall be applied solely towards the furtherance of the Object, and no portion thereof shall be paid by way of dividend or other payment to the members of the Institute, provided that nothing shall prevent the Institute from making a payment of a proper sum in respect of any services actually rendered by any person or member, other than members of the Board of Trustees, to the Institute for carrying out services at the request of the Institute or of the Institute or of any premium in respect of indemnity insurance to cover the liability of members of the Board of Trustees in accordance with the power contained in Article 6.1 (14).
- 7.2 The assets of each Branch of the Institute and any monies in any bank account held by the

Branch shall be and remain in the beneficial ownership of the Institute. Each Branch shall be accountable to the Board of Trustees for such assets and monies, and the committee members and the officers of each Branch shall act as fiduciaries to the Institute in respect thereof.

8 Board of Trustees: Vesting and Delegation of Powers

- 8.1 All the powers and the strategic policies of the Institute shall be vested in the Board of Trustees and the management and control of all its affairs shall be exercised by the said Board, except:
- (1) insofar as the same are by this Charter or the Bye-laws expressly required to be exercised by the members of the Institute in General Meeting or at a Congress
- or
- (2) if the Board of Trustees is of the opinion that any of its functions, duties and/or responsibilities could be more efficiently carried out by delegating it to a Board of Management and/or to other Committees and/or to Executive Officers of the Institute, it may delegate that function, duty and/or responsibility accordingly provided that:
 - (a) any such delegation is in accordance with the provisions of the Bye-laws,
- and
- (b) nothing in this article shall be taken to permit the Board of Trustees to abrogate all its functions, duties and/or responsibilities or any of its trusts.
- 8.2 The individual trustees shall not be entitled to receive any remuneration for the performance of any duties or services of the provision of their services as trustees, save only for the payment of expenses properly incurred.
- 8.3 The Board of Trustees shall have power to make, amend or revoke such Regulations and rules as it considers necessary for the governance and the efficient management of the Institute, provided that any such Regulations or rules are consistent with the articles of this Charter and the Bye-laws.

9 Patron

- 9.1 The Institute may have a Patron who need not be a member of the Institute and who shall be appointed by the Board of Trustees in accordance with the provisions of Bye-law 3.

10 Presidents

- 10.1 There shall be a President, a Deputy President and a Vice President whose elections shall take place at a Congress in accordance with the provisions of Bye-law 4 and Bye-law 20.7.

11 Membership

- 11.1 The membership of the Institute shall consist of three classes of member, namely Associates, Members and Fellows, who may use the respective initials after their names, "ACI Arb", "MCI Arb" and "FCI Arb".
- 11.2 The qualification for membership; the election of members; the privileges of membership; the designated status of members; the issue of Panel Appointment Certificates; the entrance fee and subscription of members; the resignation of members; the supervision and discipline of members; and the suspension or expulsion of members shall all be in accordance with the provisions of the Bye-laws and/or the Regulations.

12 Chartered Status

- 12.1 Upon satisfactory completion of the appropriate examinations and assessments, as specified by the Board of Trustees in Regulations from time to time, a member shall be entitled to describe himself as a "Chartered Arbitrator".
- 12.2 A Chartered Arbitrator shall be entitled to use after his name the designation "C.Arb"

13 Board of Management

- 13.1 The Board of Trustees shall have the power of delegation as conferred by Article 8.1 (2) to appoint a Board of Management and to appoint (and dissolve) such other Committees as it shall deem necessary of expedient to assist it in the management of the Institute.
- 13.2 The Board of Management shall have the powers, functions and duties as are set out in the Bye-laws and/or the Regulations.

14 Congress

- 14.1 There shall be convened every second year a Congress of the Representatives of all the Branches of the Institute and an elected Representative of those members without a Branch, as set out in the Bye-laws.
- 14.2 The purpose of the Congress shall be as follows:
- (1) to discuss significant issues arising in the field of private dispute resolution;
 - (2) to ascertain the views of the Branch Representatives on these and any other issues in respect of the policies, structure and management of the Institute or in the field of private dispute resolution, and to make such recommendations to the Board of Management thereon as it thinks fit;
 - (3) to elect the President, the Deputy President and the Vice President in accordance with the provisions of the Bye-laws
 - (4) and/or the Regulations.

15 Amendment of the Charter and Bye-laws

- 15.1 The members of the Institute may at an Extraordinary General Meeting amend, add to or revoke any of the provisions of this Charter by a resolution passed by at least three-quarters of the members, present in person, or by proxy, or by post, and entitled to vote, provided that no such amendment, addition or revocation shall have effect until, in the case of this Our Charter, it has been allowed by Us or Our Heirs and Successors in Council, or, in the case of this Bye-laws, it has been approved by the Lords of Our Privy Council.
- 15.2 The members of the Institute may at an Extraordinary General Meeting amend, add to or revoke any of the provisions of the Bye-laws by a resolution passed by at least two-thirds of the members, present in person, or by proxy, or by post, and entitled to vote, provided that no resolution shall take effect without the consent of the Privy Council and, where appropriate, the Charity Commission.

16 Dissolution

- 16.1 A resolution seeking the dissolution of the

Institute may only be considered and passed at an Extraordinary General Meeting by an order of the Board of Trustees or on a requisition signed by not less than fifty members of the Institute.

- 16.2 If at such a duly convened meeting the resolution seeking dissolution is carried by at least three-quarters of the members, present in person, or by proxy, or by post, and entitled to vote, the Board of Trustees shall thereupon inform the Privy Council, and such resolution will not become effective until it has approved the same. If the Privy Council approves the said resolution, the Board of Trustees shall thereupon, or on such date as may be specified in the said resolution, proceed to realise the assets of the Institute and discharge all debts and liabilities of the Institute.
- 16.3 On dissolution any surplus assets shall not be paid or distributed to the members of the Institute but will be given or transferred to some other voluntary or charitable organisation or entity having a similar object as the Institute or whose object includes the promotion of private dispute resolution as defined in Article 4.

17 Transitional Arrangements

- 17.1 Notwithstanding the provisions of Article 8.3, the Council of the Institute at the date when this Supplemental Royal Charter comes into effect, shall prepare Regulations and effect such other transitional arrangements as may be necessary.

18 Governing Law

- 18.1 This Charter and any associated Bye-laws, or other Regulations or rules which the Board of Trustees may make from time to time, shall be governed by the laws of England and Wales.

19 Interpretation

- 19.1 Any necessary definition of a word or an expression which is used in this Charter or in the Bye-laws shall be set out in Bye-law 1.

And Lastly We do by these Presents for Us, Our Heirs and Successors grand and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken, construed and adjudged in the most favourable and



beneficial sense for the best advantage of the Institute as well in Our Courts of Record as elsewhere by all judges, officers, ministers and other subjects whatsoever of Us, Our Heirs and Successors any non-recital, mis-recital or other omission, defect or thing to the contrary notwithstanding.

In Witness whereof We have caused these Our Letters to be made Patent.

Witness Ourself at Westminster

theday of

in the Year of Our Reign

By Warrant Under The Queen's Sign Manual

The Chartered Institute of Arbitrators

BYE-LAWS

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1. Definitions

1.1 In these Bye-laws:

“Auditor” means those qualified to act in accordance with the Royal Charter and the Bye-laws

“Board of Management” means the board established pursuant to Article 13 and Bye-law 5

“Board of Trustees” means the board established pursuant to Article 8 and Bye-law 2

“Branch” means a branch of the Institute either presently existing or to be formed in the future

“Branch Committee” means the managing committee elected by the members to run the Branch

“Model Rules” means the rules promulgated by the Board of Trustees to regulate the conduct of the Branches

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

“Charity Commission” means the body established in England and Wales to monitor and regulate charities registered under the Charities Act 1993, and any amendment thereof

“Committee” means the Board of Management and other committees, boards and working parties, so established by the Board of Trustees

“Congress” means the event referred to in Article 14 and Bye-law 6

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

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

“examination” means any form of assessment, written or otherwise, designed to test a candidate’s knowledge and understanding of the topic so examined

“Executive” means the Executive Officers and other support staff based at the office of the Institute

“Executive Officers” are the Director General, the Director of Membership and Marketing, the Director of Legal Services, the Director of Education and Academic Affairs and the Director of Administration and Finance, and/or such other senior managers of the Institute as may be appointed from time to time

“Great Britain” means England, Wales, Scotland, the Channel Islands and the Isle of Man

“Honorary Officers” means the President, the Deputy President, the Vice President, the Chairman of the Board of Management and the Honorary Treasurer

“Institute” means the Chartered Institute of Arbitrators

“Lay-member” means a lay person who is not a member and who sits in disciplinary proceedings, as provided in Bye-law 15.1(3), (4) and (5)

“Member” means that class of membership between Associate and Fellow, as set out in Bye-law 9.5

“Office” means the principal place of business of the Institute

“Ordinary privileges of membership” are those that will be specified in Regulations from time to time

“Panel Appointment Certificates” are certificates awarded to members of the Institute in accordance with Bye-law 13

“Patron” is defined in Article 9. The Patron was formerly known as the Honorary President

“Peer Review Panels” are those described and set out in paragraph 7 of the Schedule to the Bye-laws

“physical meeting” means a meeting which is attended by persons being physically present at the meeting

“Practitioner” means any member of the Institute holding a Panel Appointment Certificate

“Presenter” means the person appointed by the Board of Management to present the case against a member before the Disciplinary Tribunal

“Register” means the Register of Arbitrators as kept by the Institute on 22 June 1999

“Regulations” means the Regulations made from time to time by the Board of Trustees

“Representative” means those persons appointed or elected to attend Congress under Bye-laws 20.4 and 20.5

“trustees” means the members of the Board of Trustees, set up pursuant to Article 8 and Bye-law 2, and elected in accordance with Bye-law 20.6

“Tutor” means an appropriately qualified person approved by the Institute to teach on its behalf, or any of its Branches, at a formal course or seminar

“United Kingdom” means Great Britain and Northern Ireland

- 1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, Electronic Communication, facsimile and other methods of representing or reproducing words in a visible form.
- 1.3 Where the context so requires, references to the singular shall include the plural and references to the masculine shall be deemed to include the feminine and vice versa.
- 1.4 If any question or dispute arises as to the meaning or interpretation of the provisions of this Charter or the Bye-laws, or any Regulation or rule made thereunder, it shall be submitted to the Board of Trustees for a ruling thereon.
- 1.5 These Bye-laws are subject to and shall be read in conjunction with the Charter.

2 Board of Trustees

- 2.1 The Board of Trustees shall be directly elected in accordance with the provisions of Bye-law 20.6, by the members of the Institute, and shall normally consist of not more than fourteen nor less than seven members of the Institute and shall normally be constituted as follows:
 - (1) five elected representatives from among the members within Great Britain
 - (2) seven elected representatives from among the members being one from each of the following regions
 - (a) Africa
 - (b) Americas
 - (c) Australasia
 - (d) Europe (excluding the United Kingdom and the Republic of Ireland)
 - (e) East Asia
 - (f) Middle East/Indian sub-continent
 - (g) Ireland (which shall comprise the Republic of Ireland and Northern Ireland)
 - (3) the Chairman of the Board of Management (ex officio)- non-voting.
 - (4) the President (ex officio)- non-voting
- 2.2 The elected members of the Board of Trustees shall elect one of their own number, on an annual basis, to act as Chairman of the Board of Trustees. In the absence of the Chairman at a meeting the elected representatives shall choose one of their own number to be chairman of the meeting. The chairman shall, in the case of an equality of votes, have an additional or casting vote.
- 2.3 The elected members of the Board of Trustees shall elect one of their own number, on an annual basis, to act as Honorary Treasurer.
- 2.4 The elected members of the Board of Trustees shall be trustees for the membership as a whole and shall hold no other office nor take up any other appointment within the Institute, its Branches or Chapters, during their term of office, save for

membership of the Board of Management under the provisions of Bye-law 5.2 below. The relationships between Trustees, their Regions and Branches within the Regions are set out in the Regulations.

- 2.5 The elected members of the Board of Trustees shall take up office from 1 January in the year following their election and shall serve for a term of four years. Half of the elected trustees shall retire by rotation every two years, but they may offer themselves for re-election provided that no member may serve as a trustee for a continuous period in excess of eight years. A trustee may not stand for re-election if, by being re-elected for a new four year term, this would result in him serving for a continuous period in excess of eight years. On the expiry of two years after the election of the first Board of Trustees half of the trustees shall retire, the retiring trustees being chosen by lot in the absence of agreement. No trustee who has served for eight consecutive years shall offer himself for re-election until at least two years have elapsed from the expiry of his last term of office.
- 2.6 A trustee may resign his office by giving 30 days' notice in writing to the Board of Trustees.
- 2.7 The Trustees may by a two thirds majority of those present and voting resolve to terminate the office of any trustee for good cause which shall include but not be limited to being in substantial breach of this Charter and Bye-laws, bringing the Institute into disrepute, or otherwise causing detriment to the name and/or goodwill of the Institute, or falling short of the standards expected of a Trustee. Before doing so, the Trustee concerned shall be given the opportunity to be heard by the other Trustees, and be accompanied at such hearing by another person of their choice, before a final decision is made.
- 2.7.1 If a Trustee removed from office in accordance with Bye-law 2.7 above wishes to appeal the decision to remove him, he shall, within 14 days of being notified of such decision, lodge the appeal in writing with the Chairman of the Board of Trustees, specifying the grounds of the appeal. The Trustees shall then arrange for an Appeal Hearing to take place, in accordance with the provisions of Bye-law 2.7.2 below. The decision taken at the Appeal Hearing shall be regarded as final.
- 2.7.2 An Appeal Hearing shall be heard, considered and decided upon by an independent panel (the 'Appeals Panel') which shall constitute three individuals drawn from a panel of twelve people (who shall be members of the Institute) appointed by the Trustees from a list of nominations prepared by the Board on an annual basis. The members of an Appeals Panel shall have no commercial or (in so far as it is possible) personal connection to the subject of the appeal in question.
- 2.8 The office of a trustee shall be vacated:
- (1) if he ceases to be a member of the Institute, or
 - (2) if he is suspended or expelled from membership of the Institute, or
 - (3) if he becomes bankrupt, or
 - (4) if he becomes incapable of acting as trustee by reason of mental disorder or other illness, or
 - (5) if he is absent from more than two consecutive physical meetings of the Board of Trustees without good reason, or if it is so resolved by the members of the Institute in General Meeting, after the said trustee has had the opportunity to make representations to the members.
- 2.9 The Board of Trustees shall have the power to fill any vacancy occurring in the Board of Trustees between one election and the next, provided the vacancy is filled by a member from the same region in which the vacancy occurs.
- 2.10 The Board of Trustees shall normally hold two physical meetings per calendar year but it may hold other meetings by Electronic Communication. The conduct and procedure for meetings by Electronic Communication are set out in the

Regulations.

- 2.11 In years when Congress is to be held, a physical meeting of the Board of Trustees shall be convened to coincide with the holding of the Congress.
- 2.12 A meeting of the Board of Trustees may be convened at any time by the Chairman of the Board of Trustees or shall be convened if six or more trustees of which at least two must be from the regions outside Great Britain submit a written request to the Director General for such a meeting. In either event the members of the Board of Trustees shall receive not less than seven days' notice in writing of the meeting together with an agenda of the business to be conducted.
- 2.13 The quorum for any meeting of the Board of Trustees shall be six elected and voting members. Neither the President nor the Chairman of the Board of Management shall have any voting rights at meetings of the Board of Trustees.
- 2.14 The Director General and such other Executive Officers as the Board of Trustees may require shall normally be in attendance at the meetings of the Board of Trustees.
- 2.15 Minutes of the proceedings of every meeting shall be recorded in writing and shall be signed by the chairman of that or of the next succeeding meeting; minutes so signed shall be deemed conclusive evidence of the proceedings at such meeting and shall not be liable to be called in question.
- 2.16 The Board of Trustees shall, subject to the control of any General Meetings (but such control shall not render invalid any act done by the Board of Trustees prior to a resolution of a General Meeting), conduct and manage all the business and affairs of the Institute, exercise all the powers, authorities and discretions of the Institute, obtain all such concessions, grants, legislative acts and authorisations from any Government or authority, enter into, ratify or approve such contracts and do all such other things as may be necessary for carrying on the business of the Institute, subject nevertheless to the provisions of the Charter and of these Bye-laws and to such Regulations not inconsistent with any provisions of these Bye-

laws as may be made by the Board of Trustees pursuant to Article 8 and without in any way prejudicing or limiting the extent of such general powers and have the all the following special powers:

- (1) to bring before a General Meeting of the Institute any matters which it considers material to the Institute or its Object or interest as defined in the Charter or which appears to it to affect the interests of those practising private dispute resolution and make any recommendations it may consider proper in relation thereto;
- (2) to take cognisance of, and act upon, any matter which may be brought before it affecting the Institute or the conduct of any of its members as affecting his professional status or the reputation of the Institute;
- (3) to delegate duties to the Board of Management, any other Committees and the Executive Officers, as set out in Bye-laws 17.5(i), 17.5(ii) and Regulations, passed from time to time;
- (4) to appoint any person or persons to publish in any form, print and edit, any work or magazine on arbitration, alternative means of dispute resolution or other kindred subject of interest to members of the Institute and, out of the funds of the Institute to defray the cost thereof, including the remuneration of any person in respect of literary, statistical or other contributions thereto;
- (5) to take such steps as it may deem desirable to encourage the practice of arbitration and alternative means of dispute resolution and to make the Institute known to the public;
- (6) to employ any part of the funds of the Institute in the provision and maintenance of a suitable collection of books and papers of interest to the members of the Institute to be kept in the library of the Information Resource Centre of the Institute;
- (7) to pay any member of the Institute, except as provided in Article 8.2, or any person carrying out services for and at the request of the

Institute, a proper sum for the provision of those services.

3 Patron

- 3.1 The Patron shall be appointed by the Board of Trustees and will normally hold office for three years from the time of his first appointment, or for such other period, as the Board of Trustees may determine.
- 3.2 The Patron of the Institute need not be a member of the Institute.
- 3.3 The Patron shall be entitled to all the Ordinary privileges of membership save that he shall have no voting rights nor be eligible to hold any office other than that of Patron.

4 Presidents

- 4.1 There shall be a President who shall be elected, from amongst the Fellows of the Institute, by the members' Representatives at Congress, at its first meeting, and thereafter as required, subject to Bye-law 4.6, in accordance with Bye-law 20.7. The President shall take up office from 1 January in the year following his election and shall serve for one calendar year.
- 4.2 There shall be one Deputy President and one Vice President who shall be elected, from amongst the Fellows of the Institute, by the members' Representatives at Congress, in accordance with Bye-law 20.7.
- 4.3 During his term of office the President shall have an ambassadorial role to promote the Object of the Institute. He shall have no managerial or executive powers, save for the requirement to make appointments on behalf of the Institute, nor shall he accept any dispute resolution appointment as Practitioner from the Institute, nor receive any remuneration from the Institute or its Branches (save for payment of expenses properly incurred and/or honoraria in respect of appointments as Tutor).
- 4.4 The President may not offer himself for re-election until five years have elapsed from the date of expiry of his earlier term of office.
- 4.5 The Deputy President shall take up office from 1

January in the year following his election and his term of office shall be one year or for such longer period as arises from his earlier appointment to the office by the application of Bye-law 4.9. The Vice President will have no duties of a presidential nature in that year, but shall assume the office of Deputy President in the year next following. The Vice President shall take up office from the 1st January in the year following his election and his term of office shall be one year or for such longer period as arises from his earlier appointment to the office by the application of Bye-law 4.10.

- 4.6 The Deputy President will succeed to the office of President following the expiry of the President's term of office. On his succession the Vice President will become the Deputy President. The Vice President will then succeed to the office of President on the expiry of the calendar year next following; and in like manner annually thereafter.
- 4.7 The Deputy President may deputise on any occasion for the President, and in his absence may make presidential appointments of Practitioners, but shall have no other executive or managerial powers.
- 4.8 During his term of office the Deputy President shall not accept any dispute resolution appointments as Practitioner from the Institute nor receive any remuneration from the Institute or its Branches (save for the payment of expenses properly incurred and/or honoraria in respect of appointments as Tutor).
- 4.9 If the office of President shall for any reason fall or be vacant, the Deputy President shall immediately succeed to the office of President and will remain in office until the expiry of his tenure as set out in Bye-law 4.6.
- 4.10 If the office of Deputy President shall for any reason fall or be vacant, the Vice President shall immediately succeed to the office of Deputy President and will succeed to the office of President as set out in Bye-law 4.6.
- 4.11 If the office of Vice President shall for any reason fall or be vacant, the Board of Trustees shall have the power to appoint another Vice President who

shall hold office until the office is filled pursuant to an election at Congress.

4.12 The office of the President, Deputy President or Vice President shall be vacated:

- (1) if he ceases to be a member of the Institute, or
- (2) if he is suspended or expelled from membership of the Institute, or
- (3) if he becomes bankrupt, or
- (4) if he becomes incapable of acting in a presidential capacity by reason of mental disorder or other illness, or
- (5) if it is so resolved by the members of the Institute in General Meeting, after the said President, Deputy President or Vice President has had the opportunity to make representations to the members.

4.13 In the event of the office of the President or Deputy President being vacated as set out in Bye-law 4.12, or for any other reason, and there being no immediate successor as envisaged by Bye-law 4.9 or 4.10, as the case may be, the Board of Trustees shall have power to fill such vacancy on a temporary basis as may be required. Such appointee shall only hold office until the office is filled pursuant to an election at Congress.

5 Board of Management

5.1 The Board of Trustees shall appoint a Board of Management annually, including the Chairman thereof. At least one member of the Board of Trustees shall be a member of the Board of Management.

5.2 There shall not be more than 15 members of the Board of Management, which shall consist of such members of the Board of Trustees, the members of the Institute and Executive Officers as the Board of Trustees shall determine by Regulation, but it shall normally include:

- (1) the President (ex officio);
- (2) the Chairman of the Board of Management (ex officio);

(3) some or all of the chairmen of Committees which the Board of Trustees have appointed;

(4) the Director General.

5.3 When the Board of Management considers matters concerning the performance and leadership of the Executive Officers and/or the management of the Secretariat, the Director General may make representations to it but shall not exercise his right to vote, nor place himself in a position of conflict, and may, at the discretion of the Board, be required to absent himself from all or part of any meeting at which such matters are considered.

5.4 The Board of Management shall have power to co-opt not more than three members of the Institute to assist it in its business. The co-opted members shall serve until the next Board of Management is appointed and shall have full voting rights at meetings of the Board of Management.

5.5 The powers, functions and duties of the Board of Management shall be set out in Regulations, and shall include the following:

- (1) to oversee the day-to-day management of the Institute in accordance with the policies formulated and laid down by the Board of Trustees;
- (2) to ensure that the Institute's Secretariat, the Committees and the Branches of the Institute function efficiently in accordance with the said policies, provided that the Professional Conduct Committee shall be independent from and not be subject to the control of the Board of Management, which shall nevertheless ensure that this Committee is properly supported.
- (3) to formulate all necessary Regulations, rules, protocols and procedures for approval by the Board of Trustees and, once approved, to implement and enforce them.

5.6 The Board of Management shall normally meet not less than six times in a year or with such other frequency as the Chairman of the Board of

Management may direct. The quorum for any meeting shall be five voting members.

5.7 The Board of Management shall in the exercise of the powers delegated to them, as provided for in Bye-laws 17.5(i) and 17.5(ii), carry out such policy objectives of the Board of Trustees as laid down in the Charter and as are provided for in its annual budget, without further reference back to the Board of Trustees, save for the obligation to regularly report its activities and proceedings and those of all appointed Committees, with the exception of the Professional Conduct Committee, to the Board of Trustees for ratification.

5.8 The seat of any member of the Board of Management shall be vacated:

- (1) if he ceases to be a member of the Institute, or
- (2) if he is suspended or expelled from membership of the Institute, or
- (3) if he becomes bankrupt, or
- (4) if he becomes incapable of acting for the benefit of the Institute by reason of mental disorder or other illness, and/or
- (5) if it is so resolved by the Board of Trustees, after he has had the opportunity to make representations to the Board of Trustees.

6 Congress

6.1 The purpose of Congress is as defined in Article 14.

6.2 Congress shall normally be attended by the following persons:

- (1) the President,
- (2) the Deputy President,
- (3) the elected members of the Board of Trustees,
- (4) the Chairman of the Board of Management,
- (5) a Representative from each of the Branches, not being a member of the Board of Trustees but being a member of the elected Branch Committee,

(6) the elected Representative of those members without a Branch, referred to in Bye-law 20.5, not being a member of the Board of Trustees, and

(7) the Director General.

6.3 The President for the time being, or in his absence the Deputy President, shall be the Chairman of Congress. In the absence of both, the members present shall elect one of their number to act as chairman.

6.4 The Board of Management shall determine the venue of the Congress, which shall normally rotate amongst the regions identified in Bye-law 2.1(1) and 2.1(2).

6.5 The election to Congress of the Representatives referred to in Bye-law 6.2(5) and (6) shall be in accordance with the provisions of Bye-law 20.4 and 20.5.

7 Branches

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. Any Branch wishing to adopt rules which vary from the Branch Model Rules shall seek the consent of the Board of Trustees for such variations. The procedure for so doing is set out in the Regulations.

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.

8 Principal Place of Management and Director General

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

8.2 The Board of Trustees shall appoint a Director General and define his duties in Regulations. In the absence of the Director General, the Board of Management may appoint his Deputy or any other person to temporarily exercise and discharge all the powers and duties of the Director General.

8.3 The Director General shall, under the control of the Board of Trustees and of the Board of Management, conduct the correspondence of both the Board of Trustees and the Board of Management and shall normally attend all meetings of both Boards and keep a correct record of all proceedings of these Board meetings and sign and issue all notices of meetings thereof.

8.4 The Board of Trustees (or if and to the extent that it may be authorised by the Board of Trustees, the Board of Management) may delegate any or all of its administrative functions to the Executive Officers of the Institute, in accordance with the provisions of Bye-law 17.5(ii), and shall take all reasonable steps to ensure that the Executive Officers comply with its authority.

9 Membership

9.1 Pursuant to Article 11.1, the members of the Institute shall consist of three classes of members, namely, Associates, Members and Fellows.

9.2 The Board of Trustees shall have the power to make and from time to time vary Regulations for the examination of those wishing to be admitted as Associates, Members or Fellows; or to delegate such functions to a Committee. The Board of Trustees may appoint persons, whether members of the Institute or otherwise, to be examiners for such purposes. The holding of any office of the Institute, except for an elected member of the Board of Trustees, shall not render any such person ineligible for any such appointment.

9.3 Associates

A candidate must satisfy the Board of Trustees that he is in all respects a fit and proper person for admission to the Institute. He must possess a general standard of education conforming to the requirements of the Institute and he must have passed the relevant examinations of the Institute and have and be able to display such knowledge of private dispute resolution as the Board of Trustees may require.

9.4 The Board of Trustees shall have power in appropriate cases to exempt the candidate from all or part of the said examinations and/or requirements and shall publish appropriate criteria for this exemption from time to time.

9.5 Members

A candidate must satisfy the Board of Trustees that he is in all respects a fit and proper person for admission to the Institute. He must be an Associate of the Institute. He must have passed the relevant examinations and fulfilled all relevant requirements of the Institute. Alternatively, the candidate may be a full member of another recognised association of dispute resolution practitioners and have achieved standards of knowledge and practice of private dispute resolution which are deemed to be equivalent to those required of Members of the Institute.

9.6 The Board of Trustees shall have the power in appropriate circumstances to exempt the

candidate from all or part of the said examinations and/or requirements, and shall publish appropriate criteria for this exemption from time to time.

9.7 Fellows

A candidate must satisfy the Board of Trustees that he is in all respects a fit and proper person for admission to the Institute, and be a Member of the Institute. He must have passed the relevant examinations and fulfilled all relevant requirements of the Institute and completed and passed a Peer Interview for Fellowship, to the satisfaction of the Board of Trustees, as published from time to time. Alternatively, the candidate may be a full member of another recognised association of dispute resolution practitioners and have achieved standards of knowledge and practice of private dispute resolution which are deemed to be equivalent to those required of Fellows of the Institute.

9.8 The Board of Trustees shall have power in appropriate circumstances to exempt the candidate from all or part of the said examinations and/or requirements, except for the Peer Interview for Fellowship, and shall publish appropriate criteria for this exemption from time to time.

9.9 The Board of Trustees shall have the power in appropriate circumstances to admit candidates as Honorary Fellows. The criteria for admission as an Honorary Fellow shall be set out in the Regulations. A candidate for Honorary Fellowship shall not be required to pass a Peer Interview. An Honorary Fellow shall not be required to pay an annual subscription for membership of the Institute. All other privileges and terms of Honorary Fellowship shall be prescribed in the Regulations

9.10 Retired members

The Board of Trustees shall have power to regulate from time to time the conditions under which any member may be deemed to have retired and their privileges. For as long as they remain so designated, they shall retain the privileges of membership except the right to vote at General Meetings or take part in the management of the Institute or to be elected as Honorary Officers or members of the Board of Trustees, and retired members shall be required to pay such annual

subscription or other payment as may from time to time be prescribed by the Board of Trustees.

9.11 Privileges of membership

The Ordinary privileges of membership shall be prescribed by Regulation, but shall not include any benefits that are other than incidental to the charitable purpose of the Institute. Except in the case of Honorary Fellows, no member shall be entitled to any Ordinary privileges of membership until he has paid the entrance fee (if any) and his annual subscription.

9.12 A suspended member shall not be entitled during his period of suspension to any of the Ordinary privileges of membership, nor attend any meeting of members, nor vote in any election, nor hold office, nor receive any appointments, nor have his name put forward for nomination by the Institute, but he shall remain liable for his subscription.

10 Companion, Affiliates and Corporate Members

10.1 Companions

Any person who by reason of his distinction, position and experience in the field of private dispute resolution or who appears to the Board of Trustees as being able to render important assistance in promoting the Object, shall be eligible for election by the Board of Trustees as a Companion of the Institute, provided that the number of Companions does not exceed ten at any one time save with the consent of the members of the Institute given in General Meeting.

10.2 Companions shall be entitled to call themselves Companions of the Chartered Institute of Arbitrators, to receive copies of the Journal and any other Institute publication deemed appropriate by the Board of Trustees, to use the Institute's Resource Centre and to participate in the activities of the Institute but they shall not be entitled to vote at General Meetings or to take part in the management of the Institute or to be elected as Honorary Officers or members of the Board of Trustees. They shall not be deemed to be members of the Institute within the meaning of these Bye-laws nor shall they be required to contribute to the funds of the Institute.

10.3 Affiliates

The Board of Trustees may elect as Affiliates persons who are interested in the Institute and in arbitration or alternative dispute resolution, and are approved by the Board of Trustees as persons eligible to become Affiliates.

10.4 Corporate Members

The Board of Trustees may elect as Corporate Members, bodies corporate and partnerships interested in the Institute and in arbitration or alternative dispute resolution, and are approved by the Board of Trustees as bodies corporate or partnerships eligible to become Corporate Members.

10.5 All Affiliates and Corporate Members as are referred to in Bye-laws 10.3 and 10.4 above, shall have such rights and privileges as are prescribed in the Regulations and they shall be required to pay such annual contribution as shall from time to time be prescribed by the Board of Management.

11 Election of Candidates to Membership

11.1 The election of candidates shall be vested in the Board of Trustees, and shall be at its sole discretion. The membership application process shall be as prescribed in Regulations.

11.2 Upon election the new member shall be notified in writing accordingly and will be supplied with a copy of the Charter and these Bye-laws, together with the Code of Professional and Ethical Conduct, and the member shall expressly agree to be bound by them and by any Regulations or rules published under the Bye-laws.

11.3 Should a candidate be refused election to membership, the applicant will be so informed in writing, together with the reasons for his refusal.

11.4 Upon election the member shall be entitled to receive and hold a membership certificate as long as he is a member. The certificate shall remain the property of the Institute and shall be returned on cessation of membership.

12 Designated Status

12.1 Upon election an Associate shall be entitled to use the following designation after his name: "ACIArb".

12.2 Upon election a Member shall be entitled to use the following designation after his name: "MCIArb".

12.3 Upon election a Fellow shall be entitled to use the following designation after his name "FCIArb" and such other appropriate designation as provided for in Article 12 of the Charter.

12.4 Fellows, who were Panel Members of the Institute or who were included on the Register of Arbitrators as at 22 June 1999, or who have achieved Chartered Arbitrator status since that date, shall be deemed to have satisfied the requirements of Bye-law 9.7 and may describe themselves as Chartered Arbitrators.

12.5 Fellows, who were neither Panel Members of the Institute nor included on the Register of Arbitrators as at 22 June 1999, shall be entitled to retain their status as Fellows and to continue to use the designation "FCIArb" after their name, but they shall not be entitled to describe themselves as holding chartered status without first satisfying all the requirements set out in Bye-law 9.7.

13 Panel Appointment Certificates

13.1 There shall be maintained a Panel Appointment Certificate Scheme whereby members may apply for a Panel Appointment Certificate, in accordance with Regulations which may be published from time to time.

13.2 The purpose of the said scheme is to demonstrate publicly that the holder of such a certificate is, in all respects, considered to be competent in the field of private dispute resolution, on a continuing basis, and as such is suitable for Presidential appointments or nominations, as defined in the scheme.

13.3 The issue and renewal of such certificates shall be the subject of Regulations.

14 Entrance Fee and Subscriptions

14.1 Each member shall pay an entrance fee and an annual subscription of such sum and in such manner as shall be determined from time to time by the Board of Trustees. The entrance fee and annual subscription set by the Board of Trustees shall reflect the charitable status of the Institute and shall not be prohibitive. All subscriptions shall become due and payable on 1 January in each year.

14.2 The Board of Trustees may resolve that, subject to such terms and conditions as the Board of Trustees may specify, members who are admitted or re-admitted to membership after the first day of January in any year are only required to pay a proportionate amount of the annual subscription due for that year.

14.3 Any member, Affiliate and/or Corporate Affiliate who fails to pay the annual subscription or contribution applicable to him or any other subscription or payment due from him or any increased rate of subscription applicable to him on admission to a different class or category of membership, before the expiration of six months after the same becomes due, shall, upon receiving one month's written notice, cease to be a member, Affiliate or Corporate Affiliate unless the Board of Trustees otherwise decides.

14.4 On special cause being shown, the Board of Trustees shall have power to reduce or waive a member's subscription in any given year.

15 Supervision and Discipline

15.1 The Board of Trustees shall establish the following Committees and panels, for the purpose of investigating any allegation of misconduct and taking appropriate action:

- (1) the Professional Conduct Committee;
- (2) a panel of appropriately qualified persons suitable to be appointed as Presenter;
- (3) a panel of appropriately qualified Lay-members who would be suitable to sit on the Professional Conduct Committee;
- (4) a panel of appropriately qualified members and Lay-members who would be suitable to sit on a Disciplinary Tribunal;
- (5) a panel of appropriately qualified members and Lay-members who would be suitable to sit on an Appeals Tribunal;
- (6) Peer Review Panels in each of the regions identified in Bye-laws 2.1(1) and 2.1(2).

15.2 Misconduct shall mean one or more of the following:

- (1) conduct which is injurious to the good name of the Institute, renders a person unfit to be a member of the Institute or is likely to bring the Institute into disrepute;
- (2) a significant breach of professional or ethical conduct which shall include the Code of Professional and Ethical Conduct or other similar document published from time to time by the Institute;
- (3) falling significantly below the standards expected of a competent Practitioner or a competent professional person acting in the field of private dispute resolution;
- (4) a failure without reasonable excuse to comply with a direction and/or a recommendation of a Peer Review Panel constituted under Bye-law 15.1;
- (5) a significant breach of any of the Articles of the Charter or of these Bye-laws (or any Regulation or rule published thereunder from time to time).

15.3 The procedure of any such investigation and the imposition of any sanction on or recommendation to a member as a result thereof shall be authorised and regulated in accordance with the provisions of the Schedule to the Bye-laws.

15.4 Nothing in this section shall prevent the Board of Trustees from acting under its powers set out in Bye-law 2.15(2). In determining whether a matter will be referred to the PCC or taken up by the Board of Trustees, the Board of Trustees will exercise its sole discretion, but shall act fairly and in accordance with principles of natural justice.

16 Resignation

16.1 A member may resign his membership on giving notice in writing to the Director General but he shall remain liable to pay any outstanding subscription. If a member is under investigation by the Professional Conduct Committee or under review by a Peer Review Panel, he may not resign until the investigation or review and any ensuing

disciplinary proceedings have been completed, except with the express consent in writing of the Board of Trustees.

17 Committees and Procedure at Committee Meetings

17.1 The Board of Trustees (or if and to the extent that it may be authorised by the Board of Trustees, the Board of Management) shall establish Committees which shall have authority, subject to the direction of and in accordance with the principles laid down by the Board of Trustees, to carry out the delegated responsibilities of the Board of Trustees or the Board of Management, to achieve the Object of the Institute. The composition of each Committee, its delegated powers and functions, reporting obligations, its operating procedures and the procedure by which it is to be governed shall be set out by the Board of Trustees and shall be the subject of Regulations.

17.2 The Board of Trustees (or if and to the extent that it may be authorised by the Board of Trustees, the Board of Management) shall appoint annually the chairman of each Committee. No member shall hold the office of chairman of the same Committee for a period in excess of three consecutive years.

17.3 Any vacancies in such Committees, including that of chairman, may be filled by persons nominated by the Board of Management or by the surviving and continuing members of such Committee as the Board of Management may direct and it shall report such alterations to the Board of Trustees.

17.4 Any member of the Board of Trustees or of a Committee established by the Board of Trustees or the Board of Management may participate in a meeting of such Board or Committee by means of video conference, telephone, e-mail or similar communications and participation in such a meeting shall constitute presence in person at the meeting.

17.5(i) The Board of Trustees shall:

- (a) inform such Committee or the Executive Officers of the Institute in writing of the limits of the Board of Trustees' powers; and
- (b) lay down a detailed policy in writing for the

performance of the function, duty or responsibility delegated to them and keep such Committee or Executive Officers informed of any changes as soon as reasonably practical; and

- (c) ensure that the terms of the delegated authority are clearly set out in writing; and
- (d) ensure that it is kept informed of, and reviews on a regular basis, the exercise of the delegated authority.

17.5(ii) Any such delegation shall be on terms that:

- (a) the Committee or Executive Officers shall comply with the terms of its delegated authority; and
- (b) the Committee or Executive Officers shall not do anything that the Board of Trustees does not have the power to do; and
- (c) the Board of Trustees may with reasonable notice revoke the delegation or vary any of its terms; and
- (d) the Board of Trustees may give directions to the Committee or Executive Officers as to the manner in which it is to report the exercise of its delegated authority.

17.6 The Board of Trustees shall take all reasonable steps to ensure that any such Committee that is set up pursuant to point 1 of this Bye-law and any Executive Officer of the Institute complies with its authority.

17.7 The meetings of Committees shall be held at such place and at such time as the members of such Committee may prescribe and the notification of, and proceedings at, such meetings shall be regulated by them in the manner most convenient to the members thereof. Minutes shall be kept of all proceedings at every such meeting and reported to the Board of Management. The quorum necessary for the transaction of business by any Committee may be fixed by the Board of Management and unless so fixed shall be three voting members personally present. If the chairman appointed by the Board of Trustees is not present at any meeting then the members of a Committee present at any meeting thereof shall appoint one

of their number to be chairman of that meeting.

17.8 All acts carried out in good faith by any meeting of any Committee shall, notwithstanding it be afterwards discovered that there was some defect in the membership, appointment or continuation in office of any person on such Committee, be valid as if every such person had been free from any such defect.

17.9 A resolution in writing signed by a majority of the members for the time being of any Committee who are entitled to receive notice of a meeting of such Committee shall be valid as if it had been passed at a meeting of the Committee duly convened and constituted.

17.10 Each Committee, save for the Professional Conduct Committee, shall regularly report its delegated activities and proceedings, as provided in Bye-law 17.5(ii) and 17.7 above to the Board of Management.

17.11 The President, the Deputy President when deputising for the President and the Chairman of the Board of Management shall ex officio be entitled to attend any Committee meeting, save that of the Professional Conduct Committee. If they do so attend, they shall have voting rights at the meeting.

17.12 No member of the Board of Trustees, or any other Committee shall place himself in a position of conflict, and may be required to absent himself, at the discretion of the Board or the Committee concerned, from all or part of any meeting at which such matters are considered.

18 Notice

18.1 Any notice to be given to or by any person pursuant to the Charter shall be in writing or in accordance with sections 308 (as interpreted by section 1168) and 309 of the Companies Act 2006.

18.2 Every member shall from time to time notify the Director General of his place of business or residence to which communications from the Institute may be sent by post or in accordance with sections 308 (as interpreted by section 1168) and 309 of the Companies Act 2006.

18.3 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 Institute, and no meetings or proceedings shall be invalidated or prejudiced by reason of the non-receipt by him of any notice.

18.4 The Institute 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 sections 308 (as interpreted by section 1168) and 309 of the Companies Act 2006.

18.5 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 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.

18.6 Notice of every General Meeting shall be given in any manner authorised by Bye-law 19.2 and 19.6 to:

(1) every member except those members who have not supplied to the Institute an address for the giving of notices to them; and

(2) the Auditor for the time being of the Institute.

18.7 No person other than those specified in Bye-law 18.6 above shall be entitled to receive notices of General Meetings.

19 Meetings

19.1 Annual General Meeting

There shall be an Annual General Meeting of the Institute held on or before 30 September in each calendar year at such place as the Board of Trustees shall appoint, provided that not more than fifteen months shall elapse between each meeting for the purpose of discussing and deciding any general business duly submitted to the meeting.

- 19.2 All members shall receive not less than twenty-one days' notice in writing of the Annual General Meeting, specifying the place, date and hour of the meeting, and in the case of special business, the general nature of the business. No member save with the consent of the chairman of the meeting may bring any matter before the meeting unless he has given not less than twenty-one days' notice in writing to the Director General of his intention to raise the matter.
- 19.3 The following business transacted at the Annual General Meeting shall be considered to be ordinary:
- (1) consideration of the financial statements,
 - (2) the Report of the Board of Trustees,
 - (3) the Report of the Auditor,
 - (4) the fixing of the remuneration of the Auditor.
- All other business shall be deemed to be special.
- 19.4 Extraordinary General Meeting
An Extraordinary General Meeting of the Institute may be convened at any time by the Board of Trustees and shall in any event be convened by the Director General within twenty-eight days of receipt by him of a requisition in writing, stating the object of the proposed meeting and signed by not less than 50 members.
- 19.5 If the Director General fails to convene such a meeting within the specified time, the requisitioners or a majority of them may themselves convene the meeting.
- 19.6 All members shall receive not less than twenty-one days' notice in writing of the meeting and the notice shall specify the purpose of such meeting, and no other business shall be transacted at the meeting.
- 19.7 All business transacted at an Extraordinary General Meeting shall be deemed to be special.
- 19.8 A general meeting may proceed to business if twenty members entitled to vote are present within half an hour after the time fixed for the meeting. Otherwise the meeting, if convened on the requisition of the members, shall be dissolved but, if convened on the order of the Board of Trustees, shall stand adjourned to such time and place as the chairman, with the consent of the meeting, shall prescribe.
- 19.9 Subject to Bye-laws 9.9, 9.11, 19.10 and 19.11, every member shall have one vote and no more.
- 19.10 No member shall be entitled to vote at any meeting or by postal vote unless all subscription monies due from him to the Institute have been paid.
- 19.11 A general meeting shall be chaired by the President or in his absence the Deputy President. In the absence of both persons, the meeting may choose any member attending to act as an ad hoc chairman. The chairman of a general meeting, whomsoever that person shall be, shall have an additional or casting vote.
- 19.12 The chairman of the meeting may adjourn the meeting if a majority of the members present and entitled to vote consent to this course.
- 19.13 The chairman of the meeting, or not fewer than ten members present and entitled to vote, may demand that a poll be taken on any resolution put to the meeting.
- 19.14 On a poll votes may be given personally or by proxy. An instrument appointing a proxy shall be in such form and on such terms as the Board of Trustees may decide and shall be lodged at the Office of the Institute or at such other place within the United Kingdom as is specified for that purpose on the proxy form, at least three clear days before the meeting.
- 19.15 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation as aforesaid shall have been received by the Institute before the commencement of the meeting or adjourned meeting at which the proxy is used.



19.16 At any General Meeting, unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has been carried or lost, or carried or not by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairman of the meeting shall both on a show of hands and at the poll have a casting vote in addition to the vote to which he may be entitled as a member.

20 Election Procedures

20.1 Every Branch shall on or before 30 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 in such time and place as the Branch Committee shall appoint.

20.2 The purpose of the Annual General Meeting shall be as set out in the Branch Model Rules, but shall include the election of the Branch Committee for the ensuing year, and, when appropriate, the election of a Branch candidate to stand for election to the office of President.

20.3 Elections in terms of Bye-law 20.2 above shall be set out in the Branch Model Rules and shall be by postal or electronic vote, as provided below:

- (1) Independent local scrutineers shall be appointed by the Branch Chairman, and approved by the Director General, who shall be either auditors, the Electoral Reform Services or the local equivalent thereof or such other responsible body as the Director General may from time to time approve, provided that one of them is willing to act.
- (2) The Branch Chairman shall forward by post or electronically the nomination material to every eligible member at least fourteen days prior to forwarding the voting information as specified in Bye-law 20.3(4). Branch members may only nominate members from their own Branch.

(3) 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.

(4) The Branch Chairman shall, with all convenient speed, forward voting information to every eligible member and the voting information shall be in such form as the Director General from time to time directs.

(5) The voting papers shall be delivered or returned by post, prepaid, (or in the case of electronic voting votes shall be sent electronically) to the scrutineers at least seven clear days before the date fixed for the Branch Annual General Meeting. Any voting paper or electronic vote not received by that date shall be invalid.

(6) As soon as the voting papers or electronic votes have been examined and the results of the election ascertained by the scrutineers, the voting papers or electronic votes, which shall remain confidential at all times, shall be retained by them for one month after the election, and then destroyed.

(7) The scrutineers shall make and sign a report in which they shall state the total number of votes 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.

(8) The scrutineers' report shall be conclusive as to the facts of the election, notwithstanding any irregularity or informality. Provided always that if there be an equality of votes the chairman of the Branch Annual General Meeting may give such casting vote as may be

necessary to remove the equality and complete the election.

(9) The report of the scrutineers shall be read at the Branch Annual General Meeting.

(10) Elections under this or Bye-law 20.2 shall take effect as from the conclusion of the Branch Annual General Meeting.

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

20.5 Election of the Representative of those members without a Branch

(1) In accordance with the provisions of Article 14.1 and Bye-law 20.8, the Director General shall, on or before 30 April in every year in which a Congress is to be held, authorise a vote to elect one representative for those members not attached to a Branch, to be their Representative at Congress.

(2) Election in terms of Bye-law 20.5(1) shall be by vote, as set down in Bye-law 20.8 and the Regulations, but shall only be open to those members not attached or registered to any Branch.

20.6 Elections to the Board of Trustees

(1) The members of the Board of Trustees shall be elected from amongst the Members and Fellows of the Institute in the respective regions specified in Bye-law 2.1(1) and 2.1(2).

(2) On or before 30 June in the year of the election, the Executive shall invite nominations from all eligible members, for election to the Board of Trustees. Candidates for election shall be allocated to the regions identified in Bye-law 2.1(1) and 2.1(2). Regional allocation shall be based upon the candidate's billing address.

(3) All the voting members of the Institute shall be allocated to one of the regions identified in

Bye-law 2.1(1) and 2.1(2). Regional allocation shall be based upon the member's billing address.

(4) Any member who wishes to nominate an individual for election to the Board of Trustees shall deliver a written notice to the Office of the Institute on or before the thirty-first day of July preceding the election. The written notice is to be addressed to the Director General, signed by such member and stating the name of the member he wishes to nominate, and the names of four additional members who will support such nomination, accompanied by a written undertaking by the nominee to serve, and fulfill the trusteeship duties, if elected.

(5) 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 members of the Board of Trustees for their respective regions.

(6) 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 his 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, as provided hereafter.

(7) The Executive shall publish a list of all candidates standing for election.

(8) A member shall only be entitled to vote for their preferred candidate in the region to which they have been allocated, as set out in (3) above.

(9) Election to the Board of Trustees shall be by postal or electronic vote in accordance with the provisions of Bye-law 20.8.

(10) The candidate with the highest number of votes in each of the regions identified in Bye-law 2.1(2) shall be elected to the Board of Trustees.



(11) The five candidates with the highest number of votes standing for election to the Board of Trustees as representatives of Great Britain, in accordance with Bye-law 2.1(1) shall be similarly elected to the Board of Trustees.

(12) Elections under Bye-law 20.6 shall normally take effect from the following 1 January.

20.7 Elections to the office of President, Deputy President and Vice President

(1) In accordance with Article 14.2(3) and Bye-law 4.1 and 4.2, elections to the office of President, Deputy President and Vice President shall be held at meetings of Congress, or by electronic voting as set out in Bye-law 20.7(9).

(2) On or before 30 April in each year in which a Congress is to be held, each Branch may, in conjunction with the Branch Annual General Meeting, inter alia, elect a Fellow to go forward to Congress, in accordance with Bye-laws 4.1 and 20.2, as a candidate for election to the office of President.

(3) All Branch candidates must have been nominated in writing, and supported by four other members of that Branch.

(4) 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.

(5) Elections pursuant to Bye-law 20.7(2) shall be by electronic or postal vote, as provided in Bye-law 20.3.

(6) Any member who is not attached to a Branch, who wishes to nominate a Fellow for election to the office of President, Deputy President and Vice President, shall deliver a written notice to the Office of the Institute on or before 30 April in the year in which the Congress is to meet. The written notice is to be addressed to the Director General, signed by such member and stating the name of the member he wishes to nominate, and the names of four other members who will support such nomination,

accompanied by a written undertaking by the nominee to serve, if elected.

(7) If the members not attached to any Branch only nominate one candidate, then his name shall be put forward and included in the Presidential election at the 1 meeting of Congress.

(8) If there is more than one candidate nominated by those members not attached to any Branch, 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. If there are still two or more remaining candidates, an election shall be conducted by electronic or postal vote as provided in Bye-law 20.8.

(9) A President, and as appropriate, a Deputy President and Vice President, as specified in Bye-law 4, shall be elected at the meeting of Congress or by electronic vote held not less than seven days before Congress from amongst:

(a) the successful regional candidates, elected at Branch level in terms of Bye-law 20.7(2), and

(b) the successful candidate elected, or deemed to be elected, by those members unattached to a Branch, as set out in Bye-law 20.7(7) and (8).

(10) The voting shall be conducted through a weighted electoral college. The procedure governing the elections, and the respective weightings, shall be set down in the Regulations, as may be amended from time to time.

(11) Elections under Bye-law 20.7 shall normally take effect from the following 1 January.

20.8 Electronic and/or Postal Voting

If an election by vote be necessary, the procedure shall be as follows:

(1) Independent scrutineers shall be appointed who shall be either the Auditors, or the Electoral Reform Services, or such other responsible body as the Board of Trustees may from time to time choose, provided that one

of them is willing to act. If the Auditors or the Electoral Reform Services or other responsible body (as the case may be) shall not be willing to act, then the Board of Trustees shall appoint a firm of Chartered Accountants having not less than two partners to act as independent scrutineers.

- (2) The Director General shall authorise, with all reasonable speed, the forwarding of voting papers to every eligible member and the voting information shall be in such form as the Board of Management from time to time directs.
- (3) The voting material shall be delivered or returned electronically and/or by post, prepaid, to the scrutineers at least three clear days before the date fixed for the meeting. Any vote not received by that date shall be invalid.
- (4) As soon as the votes have been examined and the results of the election ascertained by the scrutineers, the voting papers or electronic votes, which shall remain confidential at all times, shall be retained by them for one month after the election, and then destroyed.
- (5) The scrutineers shall make and sign a report in which they shall state the total number of votes 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 hand such report to the Director General not later than the day before the meeting.
- (6) 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 meeting may give such casting vote as may be necessary to remove the equality and complete the election.
- (7) The report of the scrutineers shall be read at the meeting.

20.9 No nomination or election in terms of Bye-law 20 will be valid if the member nominated or any of those making or supporting the nomination has not paid any outstanding subscription.

20.10 In the case of postal voting, voting papers shall normally be sent to all members at least twenty-one days before they are due to be returned. Electronic voting shall be in the form prescribed by the Board of Trustees from time to time in the Regulations.

21 Books of Account and Financial Provisions

21.1 The Board of Trustees shall cause proper and sufficient books of account to be kept in such manner as to give a true and fair view of the state of the Institute's affairs, or the affairs or any corporation or unincorporated body in the ownership or control of the Institute and to explain its transactions, with respect to:

- (1) the assets and liabilities;
- (2) the sums of money received and expended;
- (3) all sales and purchases of goods and services.

21.2 The Institute's balance sheet, its income and expenditure account and the Auditor's Report shall be presented to the members at the Annual General Meeting in each year.

21.3 Auditors shall be appointed annually who are duly qualified in accordance with the provisions of the Companies Acts 1985 to 1989 or any statutory modification thereof. No person who is a member of the Board of Trustees or who holds any other office within the Institute shall be eligible for appointment as Auditor. If any trustee or other officer is a partner in a firm of accountants, that firm shall not be eligible for appointment as Auditor.

21.4 Any new borrowing which exceeds 5% of the previous year's consolidated gross turnover shall require the authority of the members given in General Meeting. Any new borrowing which does not exceed 5% of the previous year's consolidated gross turnover shall not require the authority of the members given in General Meeting unless total borrowings, including this new borrowing, exceed 50% of the previous year's consolidated gross turnover. All new borrowing of any amount must in any event be approved by the Board of Trustees. Any mortgage arranged for the benefit of the Institute shall be in accordance with

section 38 of the Charities Act 1993, or any amendment thereof. For these purposes “new” means any borrowing which is in addition to the existing borrowing.

21.5 The Board of Trustees shall establish and maintain a reserve fund for such purposes as it thinks fit.

21.6 Nothing in these articles shall prevent the Institute from making a payment of a proper sum in respect of any services actually rendered by a member, other than a trustee, to the Institute or to any person, whether or not a member of the Institute, for carrying out services at the request of the Institute.

22 Accounts

22.1 The books of account referred to in Bye-law 21.1 shall be kept at the Institute’s London Office or at such other place as the Board of Trustees may decide. Such books shall be open to members of the Institute on request during normal business hours.

22.2 The Institute’s balance sheet, its income and expenditure account and the Auditor’s Report shall be sent to the members prior to the Annual General Meeting.

23 Confidentiality

23.1 The content and proceedings of any meetings of the Board of Trustees and/or any other Committee of the Institute shall normally be open and transparent to the membership or the Institute. Matters shall only be kept confidential where:

- (i) confidentiality is required by law; or
- (ii) the content and proceedings relate to disciplinary proceedings against an individual member or member(s); or
- (iii) the content and proceedings relate to a commercially or legally sensitive aspect of Institute business; or
- (iv) the content and proceedings relate to a member of the Executive; or
- (v) in the opinion of the Board of Trustees the content and proceedings are of an otherwise sensitive nature and should remain confidential.

23.2 All documentation, agendas and minutes submitted for, during or as a consequence of any meetings held by the Board of Trustees, and/or any other Committee of the Institute, whether in electronic form, or otherwise, shall normally be open to the membership, except where such material relates to content and proceedings deemed to be kept confidential in accordance with Bye-law 23.1. The Board of Trustees may deem any specific document as confidential from time to time provided that the content of the document falls within one or more of the categories in Bye-law 23.1 (ii)-(v). The Board of Trustees has the power to waive confidentiality in respect of any documentation or document as it sees fit, even if its content falls within Bye-law 23.1 (ii)-(v).

24 Investments

24.1 If the Board of Trustees shall appoint an Investment Manager in accordance with the provisions of Article 6. The Board of Trustees shall:

- (1) inform the Investment Manager in writing of the extent of the Institute’s investment powers;
- (2) lay down a detailed investment policy for the Institute and immediately inform the Investment Manager in writing of it and of any changes to it;
- (3) ensure that the terms of the delegated authority are clearly set out in writing and notified to the Investment Manager;
- (4) ensure that it is kept informed of and review on a regular basis the performance of the investment portfolio managed by the Investment Manager and on the exercise by him of his delegated authority;
- (5) take all reasonable care to ensure that the Investment Manager complies with the terms of his delegated authority;
- (6) review the appointment of the Investment Manager at such intervals not exceeding 24 months as the Board of Trustees thinks fit;
- (7) pay such reasonable and proper remuneration to the Investment Manager and agree such proper terms as to notice and other matters

as the Board of Trustees shall decide and as are consistent with the provisions of the Charter and this Bye-law provided that such remuneration may include the commission fees and/or expenses earned by the Investment Manager if and only to the extent that such commission fees and/or expenses are disclosed to the Board of Trustees;

- (8) ensure that the Investment Manager shall comply with the terms of his delegated authority;
- (9) ensure that the Investment Manager shall not do anything which the Board of Trustees does not have the power to do;
- (10) if appropriate and on reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of the Charter and this Bye-law; and
- (11) give direction to the Investment Manager as to the manner in which he is to report to it all sales and purchases of investments made on its behalf.

25 Common Seal

25.1 The Common Seal of the Institute shall not be affixed to any Instrument save with the authority of the Board of Trustees.

25.2 The Board of Trustees by resolution may nominate from time to time those persons who may sign any instrument bearing the Common Seal, provided that:

- (1) the number of persons signing the Common Seal shall not be less than three, and
- (2) the affixing is done in the presence of the Director General, and two trustees or such other persons as the Board of Trustees may appoint for the purpose.



Chartered
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Royal Charter Bye-Laws and Schedule to the Bye-Laws

The Chartered Institute of Arbitrators

Schedule to the Bye-Laws

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SCHEDULE TO BYE-LAWS

Pursuant to Charter Article 6.1 (4) and Bye-law 15

1 Definitions

1.1 In this Schedule the following expressions have the following meanings:

"the Appeals Tribunal" means the tribunal which hears appeals from the Disciplinary Tribunal;

"the Committee" for the purposes of this Schedule means the Professional Conduct Committee;

"complaint" means a complaint made to or information received by the Institute against a member, of whatever nature;

"Disciplinary Tribunal" means the tribunal appointed by the Board of Management to hear complaints referred to it;

"lawyer" means a barrister, solicitor or advocate of at least 10 years' standing in the United Kingdom or in the country in which the member is resident;

"Panels Management Group" means the Committee set up by the Board of Management for monitoring and controlling the appointment of appropriately qualified members to the various private dispute resolution panels of the Institute;

"private dispute resolution" has the same meaning as in Article 4;

"misconduct" has the meaning given to it by Bye-law 15.2.

2 The Professional Conduct Committee

2.1 There shall be a Professional Conduct Committee whose members shall be appointed for a term of three years by the Board of Trustees from amongst Fellows of the Institute. The Committee shall consist of up to nine members of the Institute, together with at least one, but no more than five, Lay-members appointed by the Committee from the panel of Lay-members pursuant to Bye-law 15.1(3). At least two of the Institute members shall be lawyers, and one shall hold or have held judicial office. Lay-members shall have full voting rights.

2.2 The chairman of the Committee shall normally have been a member of the Committee for at

least twelve months prior to his appointment.

2.3 Membership of the Professional Conduct Committee shall be mutually exclusive from membership of any Peer Review Panel, Disciplinary Tribunal and/or Appeal Tribunal.

2.4 The powers and functions of the Committee shall include:

(1) investigating all complaints of whatever nature against any member. This may include investigating any issue, concern or other matter arising out of or in any way connected to the complaint or information or the subject matter of the complaint but shall not permit the Committee to initiate an investigation of its own initiative. In its investigation, the Committee shall determine whether to classify the complaint as Category A or Category B, as set out in Schedule paragraph 6.3 below;

(2) making recommendations to the Board of Management as to the functions and powers of Peer Review Panels.

(3) all reports, decisions and other papers and communications of the Committee shall be confidential to the Committee; the Committee shall have a discretion as to whether, in appropriate circumstances, it should waive such confidentiality.

2.5 The quorum for a meeting of the Committee shall be five persons, of whom a majority must be members of the Institute.

3 Appointment to Membership of Panels

3.1 The Board of Management shall appoint members to the panel for the Appeals Tribunal, the panel for the Disciplinary Tribunal, the panel of Lay-members and the panel of Presenters.

3.2 In making the said appointments the Board of Management may take advice from persons both within and without the Institute, but not from members of the Committee.

3.3 A member may be appointed both to the panel for the Disciplinary Tribunal and the panel for the Appeals Tribunal, provided that in any given case, if he sits on the Disciplinary Tribunal, the member

will be disqualified from sitting on the Appeals Tribunal.

- 3.4 The appointment to membership of any of the aforesaid panels shall be for a period of five years. At the termination of the five year period, the members so appointed may submit themselves for re-appointment.

4 Time Limits for Making a Complaint

- 4.1 No complaint will be accepted for due process unless it is lodged in writing with the Director of Legal Services within the following time limits:
- (1) within twelve months from the date on which the matter of complaint arose; or
 - (2) in the case of a member acting in the capacity of an arbitrator, within six months from the date when
 - (a) the arbitration has been concluded; or
 - (b) the statutory time for challenge to the award has expired, or any application or appeal made against the arbitrator or the award has been determined; and/or
 - (c) a complainant has exhausted all legal remedies against the arbitrator; or
 - (3) in the case of a member acting in any capacity other than an arbitrator, within six months of the conclusion of the private dispute resolution process or the termination of the professional appointment; or
 - (4) in the case of a referral to the member's primary professional body, within six months of the conclusion of that professional body's determination of the matter.

- 4.2 In exceptional circumstances the Committee may extend the said time limits.

5 Lodging of Complaints

- 5.1 The complaint shall state the grounds of complaint against the member, contain in a summary form the material facts on which the complainant relies and shall be signed by the complainant.

6 Investigation and Classification of Complaints

- 6.1 All complaints shall be referred to the Committee who shall investigate them in the first place. The Committee shall adopt its own procedures for investigation.
- 6.1.1 As part of its investigative procedures either the Committee or the member may request that a personal interview take place between them.
- 6.2 As soon as reasonably practicable after receiving the complaint, the Committee shall serve on the member against whom the complaint is made a copy of the complaint and invite the member to submit within twenty-eight days a written statement setting out with sufficient particulars the grounds on which he disputes the complaint or, if he admits the complaint, setting out any extenuating circumstances.
- 6.3 Upon investigation the Committee shall classify all complaints into one of two categories:
- (1) Category A
The Committee is of the opinion that, from the material available, the complaint is insignificant and/or does not disclose prima facie evidence of misconduct.
 - (2) Category B
The Committee is of the opinion that, from the material available, the complaint is significant and/or discloses prima facie evidence of misconduct.
- 6.4 If the Committee classifies the complaint as falling within Category A, it may dismiss it or refer the complaint to the appropriate Peer Review Panel for a report.
- 6.5 If the Committee classifies the complaint as falling within Category B, it may carry out further investigation. Having carried out any necessary further investigation the Committee may:
- (1) dismiss the complaint; or
 - (2) refer the complaint to the appropriate Peer Review Panel for a report and thereafter act on the said report; or



- (3) request the Board of Management to appoint a Presenter and establish a Disciplinary Tribunal; and
 - (4) refer the complaint to the Presenter so appointed, for referral to a Disciplinary Tribunal.
 - (5) enter into a compromise with the member as to the sanctions to be imposed on the member, before the referral of the matter to a Disciplinary Tribunal; any such compromise must have the prior approval of the Board of Trustees before it is concluded.
- 6.6 Notwithstanding the provisions of Schedule paragraphs 6.4 and 6.5 above, the Committee may initially decline to deal with a complaint of either category but instead may refer the matter to the member's primary professional body and await the outcome of this referral.
- 6.7 If the Committee decides to adopt the course set out in Schedule paragraph 6.5(3) and (4) above, and the member resides outside the United Kingdom, the Board of Management shall ensure that the composition of the Disciplinary Tribunal comprises one member of the Institute who resides in that member's region and, if the complainant resides in a region other than the United Kingdom or the region of the member, one member of the Institute who resides in the complainant's region.
- 6.7.1 The Board of Management shall have power to co-opt persons on to the Disciplinary Tribunal in order to comply with Schedule paragraph 6.7. The co-opted person(s) should normally be members of a Peer Review Panel.
- 7 Peer Review Panels**
- 7.1 All members of the Institute shall be subject to the jurisdiction of a Peer Review Panel.
- 7.2 There shall be established in each region referred to in Bye-laws 2.1(1) and 2.1(2) a Peer Review Panel. The panels shall be drawn from a list of experienced and qualified members who have been recommended by the Panels Management Group and approved by the Board of Management. The criteria for panel membership shall be formulated by the Board of Trustees and published in the Regulations.
- 7.3 Each Peer Review Panel shall consist of not more than five members, one of whom shall be the convenor and three of whom shall be selected by the convenor from amongst members within the region in question who are on the said list. The convenor and the fifth member shall be appointed by the Board of Trustees from the said list.
- 7.4 The powers and functions of the Peer Review Panel shall be set out in the Regulations and shall be:
- (1) the compilation of a report pursuant to Schedule paragraph 6.4;
 - (2) the compilation of a report pursuant to Schedule paragraph 6.5(2);
 - (3) advice and/or recommendations to the Board of Management concerning the issue, renewal, withdrawal or re-instatement of a Panel Appointment Certificate.
- 7.5 Before compiling a report under Schedule paragraph 7.4(1) or 7.4(2) above the Peer Review Panel shall interview the member and thereafter may recommend in its report to the Committee any of the following:
- (1) that the complaint be referred to the Disciplinary Tribunal; or
 - (2) that the complaint be dismissed; and/or
 - (3) that the accused member undergo supervision or re-training or receive other assistance from the Institute in order to improve the member's work, competence and conduct so as to conform with the professional standards expected of him.
- 7.6 If the Peer Review Panel decides to adopt the course set out in Schedule paragraph 7.5(3) above, the Peer Review Panel shall be under a duty;
- (1) forthwith to serve a copy of its report on the member;
 - (2) to notify the Committee of the level of co-operation the panel has received from the member;
 - (3) if appropriate, to specify a time limit within which the member must comply with the recommendations of the Peer Review Panel;

- (4) to put in place follow-up procedures to ascertain whether the member has complied with its recommendations and/or directions;
- (5) to make a further report to the Committee apprising it of its recommendations and/or directions, whether its recommendations have been complied with and, in the event of alleged non-compliance, to express an opinion as to whether the same should be treated as misconduct under Bye-law 15.2(4), by the Committee.

8 The Disciplinary Tribunal

- 8.1 The Board of Management shall appoint a Disciplinary Tribunal which shall hear and determine any charge of misconduct against a member of the Institute.
- 8.2 The Disciplinary Tribunal shall consist of not fewer than three persons: a chairman, a Lay-member and a member of the Institute who is experienced in the discipline of the member under investigation. The chairman must be either a person who holds or has held judicial office under the Crown, or the equivalent in other jurisdictions, or a qualified and practising lawyer with a minimum of 10 years post qualification experience. Where necessary, the Tribunal shall include the person(s) referred to in Schedule paragraph 6.7 above. Whatever its composition, the Tribunal shall consist of an odd number of persons.
- 8.3 The Disciplinary Tribunal shall be drawn from the Disciplinary Tribunal panel members referred to in Schedule paragraph 3.1.
- 8.4 In determining the charge against the member, the Disciplinary Tribunal shall operate the civil burden of proof, namely, the balance of probabilities.
- 8.5 In the event that the Disciplinary Tribunal finds that the charge is proved, it may decide to impose no sanction or it may impose one or more of the following sanctions:
 - (1) to reprimand or warn the member as to his future conduct;
 - (2) to suspend the member from membership of the Institute for a period not exceeding twelve

months;

- (3) in the case of a member having chartered status, to withdraw that status without limit of time or for a specific period;
 - (4) to expel the member from the Institute.
 - (5) to make an appropriate order for costs in accordance with Schedule paragraph 8.6 below.
- 8.6 A Tribunal shall have discretion to recommend how the costs and expenses of the Committee, the Tribunal (which for these purposes shall include the remuneration, if any, of the Presenter and the Chairman and members thereof) and the member charged shall be borne. Without prejudice to the generality of the foregoing, the Tribunal may recommend that all or any part of such costs and expenses be:
- (1) borne by the Institute; or
 - (2) borne by the member so charged; or
 - (3) paid by the Institute to the member.

In exercising the discretion, the Tribunal shall take all circumstances into account including (but not limited to) the nature of the charge, the nature of the sanction and the conduct of the member during the course of the investigation prior to and during the hearing.

9 The Procedure before the Disciplinary Tribunal

- 9.1 Upon the matter being referred to the Disciplinary Tribunal by the Committee, the Board of Management shall appoint the members of the Disciplinary Tribunal from the list referred to in Schedule paragraph 3.1 so as to comply with the requirements of Schedule paragraph 8.2.
- 9.2 Upon the application of the Committee, the Board of Management shall appoint a Presenter who shall have the conduct of the case on behalf of the Institute and who will present the case against the member at the hearing before the Disciplinary Tribunal.
- 9.3 The Disciplinary Tribunal shall give such directions concerning the conduct of the case before it as

are consistent with the rules of natural justice and the effective disposal of the proceedings.

- 9.4 The member may be represented by a lawyer, or another advisor of his choice.
- 9.5 Unless the Disciplinary Tribunal decides otherwise, any hearing shall be heard in public. Exceptionally, the Disciplinary Tribunal shall have power, upon the application of either party, to consent to all or part of the case being heard in private. When a hearing is being held in private, then, except with the permission of the Disciplinary Tribunal, the complainant shall be permitted to attend the hearing only when giving evidence.
- 9.6 The Disciplinary Tribunal shall be permitted to give a majority decision.
- 9.7 After the conclusion of the hearing, the Disciplinary Tribunal shall give a reasoned decision in writing, normally within two months.
- 9.8 In imposing any sanction under Schedule paragraph 8.5 above, the Disciplinary Tribunal shall be entitled to take into account any previous finding of misconduct made against the member.
- 9.9 If at any stage of the proceedings before the conclusion of the hearing, the disciplinary proceedings are compromised, such compromise shall have no effect unless or until the Committee and the Disciplinary Tribunal has ratified the same, and the member expressly agrees that the compromise shall not affect the Institute's ability to publish the disciplinary proceedings and/or their outcome in the manner described in Schedule paragraph 12 below.
- 9.10 The Presenter and the members of the Disciplinary Tribunal shall be entitled to receive such remuneration and expenses as may be approved by the Board of Management.

10 The Appeals Tribunal

- 10.1 There shall be established an Appeals Tribunal which shall hear and determine any appeal from the Disciplinary Tribunal.
- 10.2 The Appeals Tribunal shall consist of three persons: a chairman, a Lay- member and a member who is experienced in the same field as the member.

The chairman shall be a person who holds or has held judicial office under the Crown, or the equivalent in other jurisdictions.

- 10.3 The members of the Appeals Tribunal shall be drawn from the panels referred to in Schedule paragraph 3.1 above.
- 10.4 Upon hearing the appeal the Appeals Tribunal may:
- (1) allow the appeal; or
 - (2) dismiss the appeal; or
 - (3) vary the sanction or the order which the Disciplinary Tribunal made at first instance; or
 - (4) remit the matter to the Disciplinary Tribunal for a re-hearing; or
 - (5) make no order on the appeal and/or
 - (6) make an appropriate order as to costs of the appeal.
- 10.5 The members of the Appeals Tribunal shall be entitled to receive such remuneration and expenses as may be approved by the Board of Management.

11 The Procedure on Appeal

- 11.1 Either the Institute, or the member, as the case may be, shall be entitled to seek permission to appeal the decision of the Disciplinary Tribunal.
- 11.2 The appellant shall serve on the Director of Legal Services a Notice of Appeal within twenty-eight days of the date on which the decision of the Disciplinary Tribunal was notified to it or him. The Notice should set out with sufficient particulars the grounds of the appeal, and state why the Disciplinary Tribunal was wrong on the law or on the facts.
- 11.3 The Appeals Tribunal shall give permission to appeal if it is of the opinion that the appeal has a reasonable prospect of success.
- 11.4 If the Appeals Tribunal refuses permission to appeal, its reasons will be notified in writing to the appellant, normally within two months. The decision of the Appeals Tribunal shall be final and binding on the appellant.
- 11.5 If the Appeals Tribunal gives permission to appeal,



it will at the same time give directions to the Presenter and to the appellant concerning the conduct of the appeal and the hearing of the appeal.

- 11.6 Only in exceptional cases will the Appeals Tribunal permit fresh evidence to be adduced on the hearing of the appeal.
- 11.7 The appellant may be represented by a lawyer, or another advisor of their choice.
- 11.8 For the avoidance of doubt, it is declared that there shall be no rights of appeal from the decision of the Appeals Tribunal.

12 Publication of Disciplinary Proceedings

- 12.1 The Board of Trustees shall have power to publish a report of any proceedings taken by the Institute against or in connection with a member. Such a report may contain information, which identifies those persons taking part in any such proceedings.

13 Additional Regulations

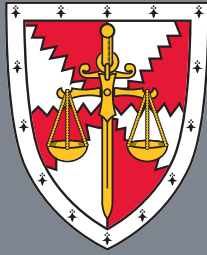
- 13.1 The Board of Trustees shall have power to make Regulations to supplement the procedures which are set out in this Schedule, but which shall in no way conflict with it.



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Royal Charter Bye-Laws and Schedule to the Bye-Laws





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