

**THE CHARTERED INSTITUTE OF ARBITRATORS (CIArb)  
CARIBBEAN BRANCH  
BARBADOS CHAPTER**

**CHAPTER RULES**

**1. Name**

- 1.1 The Chapter shall be called the Barbados Chapter and these Chapter Rules shall be subject to the Supplemental Charter, the Bye-laws and Regulations of the Chartered Institute of Arbitrators (the Institute) and the Branch Rules and Bye-laws of the Chartered Institute of Arbitrators (Caribbean Branch) Incorporated.
- 1.2 The Chapter, upon the approval of the Board of Trustees of the Institute, was established by the Caribbean Branch in February 2010, consisting of members residing in the Chapter area of Barbados.

**2. Object**

- 2.1 The Object of the Institute 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.
- 2.2 The Caribbean Branch represents the Institute and promotes the Object of the Institute in the Caribbean Region.
- 2.3 The Chapter is a subsection of the Caribbean Branch formed to further the Object of the Institute in the Chapter area.

**3. Role and Function**

- 3.1 The role and function of the Chapter shall be to:
  - a. promote and represent the Institute, its services, arbitration and alternative dispute resolution (ADR) throughout the Chapter area
  - b. provide members in the Chapter area with additional localised networking and socialising opportunities, and
  - c. to arrange, promote and conduct both social and technical activities, training courses and assessments on behalf of the Branch with the prior agreement of the Branch Committee, and through it, where necessary, of the Institute's Education & Membership Committee.

#### **4. Membership**

- 4.1 Membership of the Chapter shall comprise those members of the Institute whose billing addresses, as shown on the members' profile and recorded on the central membership database, are within the Chapter area.
- 4.2 Upon ceasing to be a member of the Institute, a person shall also forthwith cease to be a member of the Chapter.
- 4.3 Members who have no known outstanding financial obligations in respect of subscriptions to the Institute are entitled to:
  - a. receive invitations to, attend and vote at general meetings of the Chapter
  - b. stand for election to be an office holder or a member of the Chapter Committee
  - c. receive invitations to and attend members' social functions and events arranged by the Chapter

#### **5. Chapter Committee**

- 5.1 The affairs of the Chapter shall be managed by a Chapter Committee comprising a Chairman, a Vice-Chairman, a Secretary/Treasurer and, if necessary, not more than three Committee Members.
- 5.2 Elections shall be held for the Officers and Committee Members to serve on the Chapter Committee from among the members in the Chapter area.
- 5.3 The Chapter Chairman shall, at his discretion, allot portfolios to such elected Committee Members from time to time or may co-opt any members in the Chapter area to assist the Chapter Committee or to serve on a Chapter sub-committee.
- 5.4 The Branch Committee may appoint up to three Branch members to be additional members of the Chapter Committee with the agreement of the elected Chapter Chairman and any member so appointed shall remain in office until the next elections for the members of the Chapter Committee.

#### **6. Elections**

- 6.1 Nominations for election to be an Officer or Committee Member of the Chapter Committee shall be made by two members at the Annual General Meeting and must be accepted by the nominee in person, if present at the meeting, or confirmed prior to the election by a statement in writing from the nominee to the Chapter Chairman or Secretary that, if elected, he or she will accept the Office or Committee Membership. No person who is not a member of the Chapter may nominate or be nominated as a candidate.

6.2 If there is only one candidate nominated by the members for an Officer or a single Committee Member of the Chapter Committee, that candidate will be deemed to have been elected as the Officer or Committee Member, as the case maybe. If there are two or more candidates nominated for an Officer or a single Committee Member, an election shall be conducted by a vote on a show of hands, by roll call or by secret ballot and the candidate with the most votes will be declared as the elected Officer or Committee Member. In the event of a tie, the chairman of the meeting shall have a second vote to remove the equality and complete the election.

6.3 The elected Officers and Committee Members of the Chapter Committee shall serve continuously for a term not exceeding three years and shall be eligible for re-election to the same Office or to be a Committee Member to serve for not more than two consecutive terms, save that there shall be provision for the annual retirement of not more than two members of the Committee to create sufficient overlap of the Office holders and Committee Members to ensure continuity of the Committee's role and function.

## **7. Chapter Chairman**

7.1 The Chapter Chairman shall regularly report to the Branch Committee and act in conformity with the Branch Rules and any rules, regulations or Bye-laws which may be promulgated by the Institute from time to time.

7.2 The Chapter Chairman shall submit an annual report on the activities and proceedings of the Chapter to the Branch Committee within one month of the end of the calendar year.

7.3 Each elected Chapter Chairman shall be a member of the Branch Committee save that no more than five elected Chapter Chairmen may serve on the Branch Committee at any one time.

## **8. Annual General Meeting**

8.1 The year for the purpose of the annual report and accounts shall be per the Institute's financial year which commences on 1<sup>st</sup> January.

8.2 There shall be an Annual General Meeting held not later than 28<sup>th</sup> February in each year and the Secretary shall give each member at least 28 days' notice thereof, specifying the place, day and hour of the Annual General Meeting. Such Notice shall be given to the members at their billing addresses, personally, by post, by hand delivery or by electronic communications and is deemed to be given 48 hours after posting or sending electronically.

- 8.3 The purpose of the Annual General Meeting of the Chapter shall be to receive the Report of the Chapter Chairman, the financial statement of the Chapter Treasurer and to elect Officers and Committee Members of the Chapter Committee as required for the ensuing year, all of which shall be deemed to be ordinary business. Any other matters shall be deemed to be special business.
- 8.4 The Agenda of the Annual General Meeting shall set out the ordinary and the special business to be transacted at the meeting and shall be sent with the Notice calling the Annual General Meeting.
- 8.5 The quorum shall be at least five members present and entitled to vote. If no quorum is present after thirty minutes has elapsed from the scheduled start of the Annual General Meeting, the meeting shall be postponed and reconvened by 31<sup>st</sup> March, when those present shall constitute a quorum.
- 8.6 On any resolution put to the meeting, a vote shall be taken by a show of hands or roll call and the resolution shall be carried by a simple majority of the total votes counted. In the event of a tie, the chairman of the meeting shall have a casting vote to remove the equality and complete the resolution.

## **9. Other Meetings**

- 9.1 There shall be other general meetings held at such times and places as deemed appropriate by the Chapter Committee.
- 9.2 The Secretary shall give each member at least 14 days' notice specifying the place, day, hour, purpose and agenda of the general meeting. Such notice shall be given to the members at their billing addresses, personally, by post, by hand delivery or by electronic communications. Notice is deemed to be given 48 hours after posting or sending electronically.
- 9.3 The quorum shall be at least five members present and entitled to vote. If no quorum is present after thirty minutes has elapsed from the scheduled start of the general meeting, the meeting shall be postponed and reconvened within 30 days, when those present shall constitute a quorum.
- 9.4 On any resolution put to the meeting, a vote shall be taken by a show of hands or roll call and the resolution shall be carried by a simple majority of the total votes counted. In the event of a tie, the chairman of the meeting shall have a casting vote to remove the equality and complete the resolution.
- 9.5 Meetings, including Annual General Meetings and Committee Meetings, may be conducted by physical meeting, telephone conferencing, video conferencing, any other electronic system for instantaneous communication and/or any combination thereof

## **10. General Provisions and Powers**

- 10.1 The provisions of the Branch Rules that govern the conduct of the Branch Committee shall apply mutatis mutandis (insofar as they are practicable and subject to the express requirements of these Rules) to the Chapter Committee and/or the Chapter Chairman, as the case may be.
- 10.2 The Chapter Committee and/or the Chapter Chairman shall have such powers authorities and discretions with respect to the management of the affairs of the Chapter, as are consistent with the Branch Rules, which the Branch Committee may in its discretion confer on it, or the individual, from time to time.
- 10.3 The Branch Committee shall have the power to investigate and if deemed necessary remove any duly elected Chapter Chairman and/or member of a Chapter Committee and if thought fit appoint another individual in place of that office holder or Committee Member, should there be evidence of any significant failure in the proper management of the Chapter or the duties of the officer or the Committee Member. The Branch Committee shall not dismiss any officer until it has received representations from the Chapter Committee and the individual concerned. Such representations may be made in writing or in person as deemed appropriate by the Branch Committee. There shall be a right of appeal to the Director General who shall, in his discretion, decide whether the Board of Trustees should become seized of the matter.

## **11. Finances and Assets**

- 11.1 The Branch, while retaining control and responsibility for the audit within the Branch area, has a duty both to provide funds and to ensure their ready availability to Chapters.
- 11.2 The assets of the Chapter, and any monies held in any bank account maintained by Chapter, shall be under the direction of the Branch Committee, and shall remain under the beneficial ownership of the Institute.
- 11.3 The Chapter shall account to the Branch for such assets and monies. The elected officers and Committee Members of the Chapter shall act as fiduciaries to the Institute for such monies.
- 11.4 A funding arrangement shall be agreed between the Branch and the Chapter such that individual members of the Chapter do not have to use personal funds to underwrite Chapter activities.
- 11.5 If the Chapter has a bank account separate from that of the Branch, the Chapter may, but only with the Branch's agreement, retain a proportion of the year-end surplus and, otherwise, shall remit to the Branch bank account any additional surplus by the end of the calendar year.

## **12. Amendments**

- 12.1 These Chapter Rules shall be adopted by the Chapter without amendment, unless particular local circumstances or local law necessitate amendment to any part of them. In that event or any other event requiring amendment, amendment may be permitted after submission of reason and justification (including where appropriate written advice from local legal Counsel) for proposed amendments and only then with the prior consent of the Branch Committee.