

BYLAWS
OF
THE CHARTERED INSTITUTE OF ARBITRATORS (NORTH AMERICA), INC.
A NON-PROFIT, NON-STOCK CORPORATION

ADOPTED [SEPTEMBER](#) , 2012

DEFINITIONS; INTERPRETATION

In these Bylaws, unless the subject or context otherwise requires, the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof:

Words	Meanings
“Act”	- The General Corporation Law of the State of Delaware, as amended from time to time.
“Board” or “Board of Directors”	- The Board of Directors of the Branch.
“Board of Management”	- The Board of Management of the Institute.
“Board of Trustees”	- The Board of Trustees of the Institute.
“Branch”	The Chartered Institute of Arbitrators (North America), Inc., a Delaware non-profit, non-stock corporation
“Branch Area”	- Canada, Cayman Islands, Mexico and the United States of America.

- “Bye-laws”
- The Bye-laws of the Institute (and any reference to a Bye-law shall be construed accordingly).
- “Bylaws”
- These Bylaws of the Branch (and any reference to a Bylaw shall be construed accordingly).
- “Cessation Event”
- (a) if a Member is an individual:
 - (i) the death or bankruptcy of that Member; or
 - (ii) that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health; or
 - (b) if a Member is a body corporate, the liquidation or dissolution of such Member.
- “Chairman”
- Chairman of the Board for the time being.
- “Chapter”
- A chapter of the Branch formed in accordance with these Bylaws and Annex 1 hereto.
- “Director”
- Any person acting as a member of the Board of Directors of the Branch.
- “Director General”
- The senior Executive Officer of the Institute (any person so appointed to exercise the delegated duties and responsibilities on behalf of the Board of Trustees and Board of Management).
- “Executive”
- The Executive Directors and staff of the Institute based at the Office of the Institute.

- “Expulsion Event”
- (a) the Member has intentionally, recklessly or negligently breached a provision of the Certificate of Incorporation or the Bylaws of the Branch and that breach is not trivial or of little consequence;
 - (b) the conduct of the Member, in the opinion of the Board, is unbecoming of the Member or prejudicial to the interests or reputation of the Branch; or
 - (c) the Member is, or any step is taken for the Member to become, either an insolvent under administration or a judicially administered body corporate.
- “Honorary Secretary”
- The Honorary Secretary of the Board.
- “Institute”
- The Chartered Institute of Arbitrators constituted by Royal Charter on February 6, 1979.
- “Member”
- The Special Member or an Ordinary Member (as the case may be) registered under Bylaw 2.
- “Person”
- Any individual, partnership, corporation, limited liability company, association, joint stock company, trust, joint venture, unincorporated organization or governmental entity
- “Practitioner”
- A practitioner in a Private Dispute Resolution process recognized by the Institute for their skill, experience and competency.
- “Private Dispute Resolution”
- The determination of disputes by arbitration, mediation, conciliation and other means of dispute resolution other than resolution by

the court.

“Vice Chairman” - Any Vice Chairman of the Board.

These Bylaws will be subject to and interpreted in a manner consistent with the Royal Charter, Bye-Laws and Regulations of the Institute.

Words importing the masculine gender only shall include the feminine gender, and vice versa.

Words importing the singular number only shall include the plural number, and vice versa.

The word “includes” in any form is not a word of limitation.

A reference to a meeting of Members includes a meeting of any class of Members.

A Member is taken to be present at a meeting of Members if the Member is present in person or by proxy, attorney or representative.

Subject to the Act and the Bye-laws, a reference to a notice or document in writing includes a notice or document given by fax, electronic delivery or another form of written communication.

1. The Chartered Institute of Arbitrators (North America), Inc., a Delaware non-profit, non-stock corporation (the “Branch”) shall be the legal entity constituting the North American Branch of the Chartered Institute of Arbitrators, constituted by Royal Charter on February 6, 1979.

MEMBERS

2. (1) There shall be two (2) categories of Members of the Branch, namely the Special Member and Ordinary Members.

(2) Ordinary Members of the Branch shall comprise those members of the Institute whose billing address, as shown on the member’s profile and recorded in the central membership database, is within the Branch Area.

(3) In addition, a member of the Institute may be affiliated (at no cost to the member) to one or more branches other than the Branch in which he is located, as above, if he so wishes. In this event, the member should apply to the branch of his choice for affiliation. Affiliation to a branch entitles the member to attend all branch meetings. It does not give a member any voting rights in such branch or any right to stand for election to the branch committee of such branch. Each branch shall have the right to determine whether it wishes to accept or reject that member’s application, which shall not be unreasonably refused.

(4) The Board may set out terms and conditions for membership and the procedure for application and approval of members in addition to those terms, conditions and procedures for application and approval described below.

2A. (1) The Institute shall be the only Special Member.

(2) Only a member of the Institute is eligible to apply to become an Ordinary Member.

(3) Each applicant to become an Ordinary Member must sign and deliver to the Branch an application in the form which the Board determines, and pay any initial fee which the Board determines.

(4) Upon application, the Branch shall determine whether an applicant may become an Ordinary Member.

(5) The Branch is not required to give any reason for the rejection of any application to become an Ordinary Member.

(6) If an application to become an Ordinary Member is accepted, the Branch will:

(i) give notice of the acceptance to the applicant; and

(ii) enter the applicant's name in the register of names of Members of the Branch.

(7) If an application to become an Ordinary Member is rejected, the Branch will:

(i) give notice of the rejection to the applicant; and

(ii) refund in full the fee (if any) paid by the applicant.

(8) A determination of an application to become an Ordinary Member is not invalid if the Branch does not comply with Bylaw 2A(6)(i) or 2A(7)(i).

(9) The Branch may appoint the Institute as its agent for the dispatch and receipt of applications for membership.

2B. The rights of being an Ordinary Member are not transferable whether by operation of law or otherwise.

2C. (1) A person will cease to be a Member if:

(i) the Member resigns in accordance with Bylaw 2D;

(ii) being an Ordinary Member, the Member is expelled under Bylaw 2E;

(iii) being an Ordinary Member, the Member ceases to be a member of the Institute; or

- (iv) a Cessation Event occurs in respect of the Member.
- 2D. (1) A Member may resign as a Member by giving the Branch notice in writing.
- (2) Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Branch.
- 2E. (1) Subject to Bylaw 2E(3), the Branch may expel an Ordinary Member by a resolution of the Board if:
- (i) an Expulsion Event occurs in respect of the Ordinary Member;
 - (ii) the Branch gives that Ordinary Member at least ten (10) days' notice in writing:
 - (a) stating the Expulsion Event and that the Ordinary Member is liable to be expelled; and
 - (b) informing the Ordinary Member of its right under Bylaw 2E(3).
- (2) The Branch may expel an Ordinary Member by a resolution of the Board if the Ordinary Member does not pay a subscription within twenty (20) days after the due date for its payment.
- (3) Before the passing of any resolution under Bylaw 2E(1), the Ordinary Member is entitled to give the Board, either orally or in writing, any explanation or defense of the Expulsion Event the Ordinary Member may think fit.
- (4) If a resolution is passed under Bylaw 2E(1) or 2E(2) the Branch will give that Ordinary Member notice of the expulsion within five (5) days of the resolution.
- (5) A resolution under Bylaw 2E(1) or 2E(2) takes effect on the date of the resolution.
- (6) The Branch may reinstate an expelled Ordinary Member on any terms and at any time as the Board resolves, including a requirement that all amounts due but unpaid by the expelled Ordinary Member are paid.
3. Subject to the Act, the Board may, with the written consent of the Special Member, vary or cancel rights of Ordinary Members by special resolution of the Board.
4. (1) The Branch may (but is not required to) issue to each Member, free of charge, a certificate evidencing that person as a Special Member or an Ordinary Member (as the case may be).
- (2) The Branch may (but is not required to) issue a replacement certificate of being a Member if:
- (i) the Branch receives and cancels the existing certificate; or

- (ii) the Branch is satisfied that the existing certificate is lost or destroyed, and the Member pays any fee as the Board resolves.

5. The following powers of the Branch under this Bylaw 5 may only be exercised by the Board:

- (i) An Ordinary Member must pay such subscriptions in the amounts and at the times as the Board resolves, including payment by installments; provided that the Special Member shall not be liable to pay any subscriptions.
- (ii) The Board may make subscriptions payable for one or more Ordinary Members for different amounts and at different times; provided that such subscriptions shall not exceed a maximum of the difference between the England and Wales subscription and that for Members of the Branch.
- (iii) The Board may either generally or in a particular case revoke, reduce, waive or postpone subscriptions or extend the time for their payment.
- (iv) The Branch must give Ordinary Members at least twenty (20) days' notice of Branch subscriptions.
- (v) A notice of subscription must be in writing and specify the amount of the subscription, the due date for its payment and the manner in which payment must be made.
- (vi) A subscription is not invalid if either or both an Ordinary Member does not receive notice of the subscription or the Branch accidentally does not give notice of the subscription to an Ordinary Member.
- (vii) An Ordinary Member must pay to the Branch the amount of the subscription payable by the Ordinary Member on the date and in the manner specified in the notice of the subscription.
- (viii) If a subscription is payable in one or more fixed amounts on one or more fixed dates, the relevant Ordinary Member must pay to the Branch those amounts on those dates.
- (ix) The Branch may by resolution of the Board appoint the Institute as its agent for the giving of notices and collection of subscriptions.
- (x) Subscriptions shall generally be collected by the Institute, unless otherwise agreed, and thereafter remitted to the Branch.

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

GENERAL MEETINGS

7. Subject to the Act, the Board or the Special Member may call a meeting of Members at any time and place as the Board or the Special Member, as applicable, resolves.

8. The Branch shall on or before April 30 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 notices calling it. The Annual General Meeting shall be held in such time and place as the Board shall appoint; provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

9. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. By resolution of the Board, or at the request of the Chairman, or upon a requisition in writing of the Special Member or ten or more Members of the Branch specifying the purpose of the meeting, the Honorary Secretary shall convene an Extraordinary General Meeting, giving Members twenty one (21) days' notice. The agenda accompanying the notice shall state the purpose for which the meeting is called. Every such meeting shall be held within forty-two days from the passing of such resolution or the receipt of such request or requisition. The quorum shall be ten Members present and entitled to vote. The chairperson of the meeting shall have a second or casting vote.

10. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at any meeting.

11. (1) An election of Directors will be held in conjunction with each Annual General Meeting.

(2) Independent local scrutineers shall be appointed by the Chairman, and approved by the Director General, who shall be either auditors, or the local equivalent of the Electoral Reform Society, or such other responsible body as the Director General may from time to time approve, provided that one of them is willing to act.

(3) The Board will give directions to the Honorary Secretary regarding:

(i) the date of and time for closing of voting at the election;

(ii) the date by which Members eligible to vote at the election are to be notified of the election;

(iii) the date and time by which nominations for election are to be received by the Branch;

(iv) the date by which ballot papers are to be distributed to Members eligible to vote at the election if a ballot is required to be held; and

(v) the form of the ballot paper.

(4) The following time periods for the election procedure (in days before the date of the Annual General Meeting) shall apply to each Annual General Meeting:

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

(5) Nominations for election to the Board of Directors signed by two members must be lodged with the Branch Secretary, accompanied by a statement from the nominee that, if elected, he will accept office. No person who is not a member of the Branch may nominate or be nominated as a candidate.

(6) A nomination of a Member for election may, no later than 37 days prior to the date of the applicable Annual General Meeting, be withdrawn in writing by the candidate, or be withdrawn in writing by the two (2) Members who made the nomination with the written consent of the candidate.

(7) If the number of nominations received and not withdrawn is equal to or fewer than the number of vacancies on the Board to be filled at the election:

- (i) the Members so nominated will be declared elected by the chairperson of the Annual General Meeting without a ballot; and
- (ii) each such vacancy remaining unfilled will be treated as a casual vacancy and may be filled accordingly.

(8) If the number of nominations received and not withdrawn is greater than the number of vacancies on the Board to be filled at the election, a ballot must be held. The Chairman shall, as soon as practicable, forward a ballot paper to every eligible Member and the ballot paper shall be in such form as the Director General of the Institute from time to time directs.

(9) Completed ballot papers shall be returned to the scrutineers at least eight (8) days before the date fixed for the Annual General Meeting.

(10) A completed ballot paper which is not received on or before the date and time directed by the Board for the closing of voting at the election will be invalid.

(11) The scrutineers must make and sign a report in which they state the total number of ballot papers received, the number rejected and the grounds for rejection, the number of votes in favor of each candidate and the names of those duly elected, and must deliver that report to the

Chairman not later than three (3) days before the scheduled time of commencement of the relevant Annual General Meeting.

(12) The report of the scrutineers will be conclusive as to the facts of the ballot, notwithstanding any irregularity or informality.

(13) The report of the scrutineers must be read at the relevant Annual General Meeting.

(14) Elections under this Bylaw 11 will take effect as from the conclusion of the relevant Annual General Meeting.

(15) A postal vote (or such other method of voting as may be prescribed by the By-laws from time to time) shall be necessary in cases where there is to be a contested election to fill a vacancy or vacancies on the Board of Directors or to elect the Branch Candidate for Presidential Elections (as provided in Bylaw 12 below).

(16) After the ballot papers have been examined and the results of the election ascertained by the scrutineers, the ballot papers, which must remain confidential at all times, will be retained by the scrutineers for one month after the relevant Annual General Meeting and then destroyed.

12. In accordance Bye-law 20.7 the Branch shall, when appropriate, elect a Fellow of the Institute, as Branch Candidate, to go forward to Congress for election to the office of President. All Branch candidates must have been nominated in writing, and supported by four other Members of that Branch. Any candidate may within fourteen (14) days of the closing date for the nominations, withdraw or, with his consent, be withdrawn by the nominators in writing. If there is only one candidate nominated by the Branch, that candidate will be deemed to have been elected as the Branch candidate. If there are however two or more candidates, an election shall be conducted in substantially the same manner as contemplated by Bylaw 11 above for the election of Directors. The successful Branch candidate must have given a written undertaking to serve and fulfill the duties expected of the posts of President, Deputy President and Vice President, if elected by the members in Congress.

PROCEEDINGS AT GENERAL MEETINGS

13. (1) The ordinary business of the Annual General Meeting should include (even if not referred to in the notice thereof):

- (i) the consideration of the annual financial report, Directors' report and auditors' report for the Branch;
- (ii) the election of Directors of the Board; and
- (iii) where appropriate, to elect a Fellow of the Institute, as Branch candidate, to go forward to Congress and stand for election to the office of President, in accordance with Bye-law 20.7.

13A. The agenda for each Annual General Meeting shall set out the ordinary and special business to be transacted at the Annual General Meeting with sufficient particularity to enable

Members to determine the main purpose of the meeting. The agenda shall accompany the notice calling the Annual General Meeting.

13B. Each Member shall from time to time notify the Honorary Secretary of his place of business or residence to which communications from the Branch may be sent by mail or otherwise in accordance with the Act. If any Member fails to notify his place of business or residence or any changes thereof, he shall not be entitled to receive notices of meetings or other proceedings of the Branch, and no meetings or proceedings shall be invalidated or prejudiced by reason of non-receipt by him of any notice. The Branch may give notice to any Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or otherwise in accordance with the Act. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty eight (48) hours after the envelope containing it was posted, or in the case of any electronic communication, at the expiration of forty eight (48) hours after it was sent.

13C. If a Member desires to raise any matter at an Annual General Meeting, he shall give written notice thereof to the Honorary Secretary not less than twenty one (21) days before the date of the meeting and such matter shall be included on the agenda. No decision may be taken on any matter not on the agenda.

13D. The Honorary Secretary shall send copies of the following documents to the Executive no later than 14 days before the date of the Annual General Meeting:

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

and shall send copies of the following documents to the Executive no later than two months after the date of the Annual General Meeting:

- the minutes of the Annual General Meeting;
- in the event of there having been a vote by ballot, a copy of the scrutineers' report; and
- a letter confirming that the applicable notice periods under these Bylaws have been duly complied with.

14. (1) Each Member and any auditor of the Branch are entitled to attend any meetings of Members.

(2) Subject to these Bylaws, each Director is entitled to attend and speak at all meetings of Members.

15. (1) Subject to Bylaw 15(2), no business shall be transacted at any meeting unless there is a quorum of at least five Members personally present and entitled to vote if at such time the Branch has less than 500 Members; if the Branch then has 500 or more Members, the quorum shall

be 1% of the Branch membership at that time, such members to be personally present and entitled to vote. The Chairman of the meeting shall have a casting vote.

(2) For a meeting called and arranged to be held by the Board on the request of the Special Member or called and arranged to be held by the Special Member, in either case to consider a resolution of the kind referred to in Bylaw 23A, the quorum will be one Special Member.

(3) In determining whether a quorum for a meeting of Members is present:

- (i) A quorum for a meeting of Members must be present at the commencement of the meeting, and if a quorum is so present, it is taken to be present throughout the meeting unless the chairperson otherwise determines; and
- (ii) If within fifteen (15) minutes from the time appointed for holding the meeting, a quorum of Members is not personally present, the meeting shall stand adjourned to such time and place as the chairperson of the meeting shall prescribe. The Honorary Secretary shall inform the Members of the date and time of the adjourned meeting in accordance with these Bylaws.

16. (1) The Chairman shall (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) preside as the Chairman at every general meeting.

(2) If at a meeting of Members:

- (i) there is no Chairman;
- (ii) the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of a meeting of Members; or
- (iii) the Chairman is present within that time but is not willing to chair all or part of that meeting,

then, if the Board has elected a Vice Chairman, the Vice Chairman (or the more senior of them, if more than one) must, if present within fifteen (15) minutes of after the time appointed for the holding of the meeting of Members and willing to act, chair all or part of the meeting of Members.

(3) Subject to Bylaws 16(1) and 16(2) if:

- (iii) there is no Vice Chairman;
- (iv) no Vice Chairman is present within fifteen (15) minutes after the time appointed for the holding of the meeting of Members; or

- (v) a Vice Chairman is present within that time but is not willing to chair all or part of the meeting,

the Directors present may, by majority vote, elect another person present to chair all or part of that meeting.

- (4) Subject to Bylaws 16(1) and 16(2), if at a meeting of Members:
 - (i) a chairperson of that meeting has not been elected under Bylaw 16(3) by the Directors present; or
 - (ii) the chairperson elected by the Directors present is not willing to chair all or part of the meeting of Members,

the Members present must elect another person present and willing to act to chair all or part of the meeting.

16A. (1) Subject to the Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.

(2) The chairperson of a meeting of Members may delegate any power conferred by this Bylaw 16A to any person.

(3) The powers conferred on the chairperson of a meeting of Members under this Bylaw 16A do not limit the powers conferred by the Act.

17. (1) Subject to the Act, the Chairman:
- (i) may adjourn a meeting of Members to any day, time and place; and
 - (ii) must adjourn a meeting of Members if the Members present with a majority of votes that may be cast at that meeting agree or direct the chairperson to do so. The chairperson may adjourn that meeting to any day, time and place.

(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

17A. (1) Subject to the Act and Bylaw 17, the Board may at any time postpone or cancel a meeting of Members by giving notice not less than five (5) days before the time at which the meeting was to be held to each Member.

(2) A general meeting called by the Special Member must not be cancelled or postponed by the Board without the consent of the Special Member.

18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands,

demanded by the chairperson of the meeting or by at least five (5) Members present in person or by proxy. Any demand for a poll may be withdrawn.

18A. A declaration by the chairperson of a meeting of Members that a resolution on a show of hands is passed, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

19. If a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the chairperson of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. No poll shall be demanded on the election of a Chairman at a meeting, or on any question of adjournment.

21. In case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote, in addition to any vote the chairperson of that meeting has in respect of that resolution.

22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

23. Subject to these Bylaws and, in particular, Bylaw 23A and to any rights or restrictions attached to a class of Members, on a show of hands or on a poll at a meeting of Members, every Member present has one vote.

23A. On a resolution to:

- (i) change the name of the Branch;
- (ii) expel an Ordinary Member;
- (iii) remove a member of the Board;
- (iv) amend these Bylaws; or
- (v) wind-up the Branch,

the Special Member has, on a show of hands and on a poll at a meeting of Members, that number of votes which is equal to three times the aggregate number of votes which are able to be cast on the resolution by Ordinary Members.

24. Except as herein expressly provided, no Member other than a Member duly registered who shall have paid every sum (if any) which shall be due and payable to the Branch by that person in their capacity as a Member shall be entitled to vote on any question either personally or by proxy or as a proxy for another Member at any general meeting.

24A. A Member present at a meeting of Members is not entitled to vote on a resolution at that meeting where that vote is prohibited by the Act or an order of a court of competent jurisdiction.

24B. The Branch must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that person is not entitled to vote on that resolution.

24C. (1) An objection to the qualification of any person to vote at a meeting of Members may only be made:

- (i) before that meeting, to the Board; or
- (ii) at that meeting (or any resumed meeting if that meeting is adjourned), to the chairperson of that meeting.

(2) Any objection under Bylaw 24C(1) must be decided by the Board or the chairperson of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive.

25. Votes may be given on a poll either personally or by proxy. A proxy shall be entitled to vote on a show of hands or by poll. A corporation may vote by its duly authorised representative. A proxy need not be a Member of the Branch.

26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or representative or attorney duly authorized. The Directors may, but shall not be bound to, require evidence of the authority of such officer or representative or attorney.

27. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve or the chairperson of a meeting of Members may accept.

BOARD OF DIRECTORS

28. The management of the Branch shall be vested in the Board of Directors, which shall consist of not less than six or more than sixteen Members, who are, subject to these Bylaws, elected by the Members (“the Elected Directors”), and not more than five of the duly elected Chairmen of the Branch’s Chapters.

29. All Directors shall be natural persons and Ordinary Members.

30. (1) At each Annual General Meeting, one third of the Elected Directors, or if the number of Elected Directors is not a multiple of three, then the number nearest to but not exceeding one third, must retire from office.

(2) When determining those Elected Directors to retire under Bylaw 30(1), account will not be taken of any Elected Director retiring under Bylaw 31(2).

(3) Those Elected Directors to retire under Bylaw 30(1) will be those who have been longest in office since their last election and, if two (2) or more of them have been in office for the same length of time, those to retire will be determined by lot unless those Elected Directors otherwise agree.

(4) Any Elected Director wishing to stand for re-election will need to be re-nominated by two Members in accordance with Bylaw 11. If the Branch then has less than 500 Members, no Elected Director may serve on the Board of Directors for more than three consecutive terms. If the Branch then has 500 or more Members, no Elected Director may serve on the Board of Directors for more than two consecutive terms. If an Elected Director wishes to seek re-election after two or three consecutive terms (as the case may be), he shall not do so until one year has elapsed from the date that he ceased to be a member of the Board of Directors. This requirement shall not apply to an Elected Director who, in his second or third term (as the case may be depending on the size of the Branch membership), is the Vice Chairman, Honorary Secretary, or Honorary Treasurer and intends to stand for election by the Board of Directors as Chairman or Honorary Treasurer after his current term expires; such Elected Director may stand for election to the Board of Directors for one further term only, notwithstanding that he has already served two or three terms (as the case may be).

(5) Subject to Bylaw 28, the Board must determine the number of Directors; provided that the Board cannot reduce the number of Directors below the number in office at the time that determination takes effect.

(6) If the number of Directors is below the minimum fixed by the Bylaws, the Board must not act except in emergencies, for appointing one or more individuals who are Ordinary Members in order to make up a quorum for a meeting of the Board, or to call and arrange to hold a meeting of Members.

(7) The immediate past Chairman shall be a Director on the Board and shall have the right to vote at meetings of the Board. He shall be removed as a Director of the Board if he is replaced as the immediate past Chairman. The immediate past Chairman shall not offer himself for re-election to the Board of Directors until at least three years have elapsed from the expiry of his last term of office.

(8) The Trustee for the Region within which the Branch is situated shall be an ex officio non-voting member of the Board of Directors and shall be entitled to receive all papers of the Board of Directors, on request. The President shall be entitled to attend any Branch Committee meetings and receive Branch Committee papers, on request, in his ambassadorial role.

(9) The Chairmen of the Branch's Chapters shall have the same status on the Board of Directors as the Elected Directors. The electoral arrangements for Chapter Chairmen are set out in Annex 1 to these Bylaws. If there are more than five Chapter Chairmen who qualify to be members of the Board of Directors, then they shall nominate five of their number to serve. If they cannot agree who is to serve, the Chairman of the Branch shall supervise a ballot among the Chapter Chairmen.

31. (1) Subject to Bylaw 28, the Board may appoint:

- (i) any individual who is an Ordinary Member as a Director to fill any casual vacancy; or
- (ii) up to three (3) individuals who are Ordinary Members as additional Directors.

(2) An individual appointed a Director under Bylaw 31(1) must retire at the next Annual General Meeting.

32. (1) The Branch must not pay any fees to a Director for performing that person's duties and responsibilities as such a Director.

(2) The Branch must not pay any amount to a Director under this Bylaw unless that payment has been approved by the Board.

(3) The Branch may pay all reasonable travelling, accommodation and other expenses that a Director properly incurs:

- (i) in attending meetings of the Board or any meetings of committees of the Board;
- (ii) in attending any meetings of Members; and
- (iii) in connection with the business of the Branch.

33. (1) A Director may resign from office by giving the Branch notice in writing.

(2) Subject to the Act, the Branch may by ordinary resolution passed at a general meeting remove any Director and, if thought fit and subject to these Bylaws, appoint another individual who is an Ordinary Member in place of that Director.

(3) The office of a Director shall be immediately vacated:

- (i) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (ii) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
- (iii) if he resigns his office by notice in writing to the Board;
- (iv) if he is removed from his office by the Members; or
- (v) if he ceases to be a Member.

OFFICERS

34. (1) At the first meeting of the Board after each Annual General Meeting, the Board will elect from its Members:

- (i) a Chairman;
- (ii) one or more Vice-Chairmen;
- (iii) an Honorary Secretary;
- (iv) an Honorary Treasurer; and
- (v) a Public Relations Officer,

each of whom will hold office until the election of officers after the next Annual General Meeting, unless they earlier cease to hold office.

(2) The Board may remove or dismiss any such officer, and may at any time elect from its Members a person to replace any officer so removed or dismissed or to fill any casual vacancy.

(3) Except in special circumstances, a Director may not serve as Chairman for more than three (3) successive years without a break of at least one year.

(4) Any two (2) of the offices of Honorary Secretary, Honorary Treasurer, Branch Public Relations Officer and/or Vice-Chairman may, at the discretion of the Board, be held by one Director.

35. The Board may appoint one or more patrons from among eminent members of the community, and may at any time terminate any such appointment.

POWERS AND DUTIES OF DIRECTORS

36. The business of the Branch shall be managed by or under the direction of the Board, who may pay all expenses incurred in promoting and registering the Branch, and may exercise all such powers of the Branch as are not, by the Act or by these Bylaws, required to be exercised by the Branch in general meeting, subject nevertheless to the provisions of the Act or these Bylaws and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Branch in general meeting; but no regulation made by the Branch in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

36A. The Board may make bylaws, rules and regulations which are not inconsistent with these Bylaws and which are binding on the Members.

37. (1) The Board may delegate any of its powers (including this power to delegate) to a committee of Directors, a Director, an employee of the Branch or any other person.

(2) The Board may revoke or vary any power delegated under Bylaw 37(1).

(3) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.

(4) The exercise of a delegated power by the committee or delegate is as effective as if the Board exercised the power.

(5) Bylaws 39 through 49 apply with the necessary changes to meetings of a committee of the Board.

38. The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Branch for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.

PROCEEDINGS OF THE BOARD OF DIRECTORS

39. (1) The quorum necessary for the transaction of the business of the Board shall be four (4) Directors.

(2) A quorum for a meeting of the Board must be present at all times during the meeting.

(3) If there are not enough persons to form a quorum for a meeting of the Board, one or more of the Directors may call a general meeting of the Branch and the general meeting may pass a resolution to deal with the matter.

40. Subject to the Act, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.

41. (1) The Chairman must (if present within fifteen (15) minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of the Board.

(2) If:

(i) there is no Chairman; or

(ii) the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of a meeting of the Board; or

(iii) the Chairman is present within that time but is not willing to chair all or part of that meeting,

then if the Board has elected a Vice Chairman, the Vice-Chairman (or the more senior of them, if more than one) must if present within fifteen (15) minutes after the time appointed for the holding of the meeting and willing to act, chair all or part of the meeting of the Board.

- (3) Subject to Bylaws 40A(1) and 40A(2), if:
 - (i) there is no Vice-Chairman; or
 - (ii) the Vice-Chairman is not present within fifteen (15) minutes after the time appointed for the holding of a meeting of the Board; or
 - (iii) the Vice-Chairman is present within that time but is not willing to chair all or part of that meeting,

the Directors present must elect one of themselves to chair all or part of the meeting of the Board.

42. (1) A Director may at any time and the Honorary Secretary upon the request of a Director shall convene a meeting of Directors. It shall be necessary to give notice of any meeting of the Board to each Director.

- (2) A notice of a meeting of the Board must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - (ii) state the general nature of the business of the meeting.

(3) At least forty eight (48) hours notice of a meeting of the Board must be given, unless all Directors agree otherwise.

(4) A Director may waive notice of a meeting of the Board by notice in writing to the Branch to that effect.

43. The continuing Directors may act notwithstanding any vacancy in their body but so that if the number falls below the number necessary to form a quorum the Directors shall not except in emergencies or for the purpose of filling up vacancies or convening general meetings act so long as the number is below that number.

44. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Branch for the time being vested in the Board generally.

45. The Board may delegate any of its powers to committees consisting of such persons as it thinks fit and any person so appointed need not be a Director or a Member of the Branch. Any committee so formed shall in the exercise of the power so delegated conform to any regulations imposed on it by the Board. The meetings and proceedings of such committee consisting of two or

more members shall be governed by the provisions of these Bylaws for regulating the meetings and proceedings of the Board so far as they are applicable and so far as the same are not superseded by any regulations made by the Board.

46. All acts bona fide done by any meeting of the Directors or of any committee, or any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of the committee.

47. The Directors shall cause proper minutes to be made of all proceedings of the meetings of the Branch and of the Board and of committees appointed by the Board and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

48. Action may be taken by the Board of Directors without a meeting if all members thereof consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

49. (1) A resolution of the Board is passed if more votes are cast in favor of the resolution than against it.

(2) Each Director has one vote on a matter arising at a meeting of the Board.

(3) Subject to the Act, in case of an equality of votes on a resolution at a meeting of the Board, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in his or her capacity as a Director in respect of that resolution.

CHAPTERS

50. The Branch shall be entitled, upon the approval of the Board of Trustees, to establish Chapters consisting of Members residing in a particular part of the Branch Area. The requirements for establishing a Chapter in the Branch Area and for upgrade of a Chapter to a Branch are set out in Annex 1 to these Bylaws. The role and function of the Chapter shall be to:

- promote and represent the Institute, its services, arbitration and ADR throughout the designated Chapter area;
- provide those Members within the Chapter's geographical area additional localized networking and socializing opportunities; and
- with the prior agreement of the Board of Directors (and any appropriate committees thereof), arrange, promote and conduct both social and technical activities, training courses and assessments on behalf of the Branch.

51. The affairs of each Chapter will be managed by a Chapter Chairman and, where constituted, a Chapter Committee under the direction of the Board of Directors to which he/it must regularly report and act in conformity with these Bylaws and any rules, regulations or Bye-laws which may be promulgated by the Institute from time to time. The requirements for appointment and elections of Chapter Chairmen and Chapter Committees are set out in Annex 1 to these Rules.

51A. The Board of Directors and/or the Chapter Chair shall have such powers authorities and discretions with respect to the management of the affairs of the Chapter, as are consistent with these Bylaws, which the Board of Directors may in its discretion confer on it, or the individual, from time to time.

51B. Each duly elected Chapter Chairman of a Chapter in the Branch's geographical area shall be a member of the Board of Directors (in accordance with Bylaws 28 and 30 above). No more than five elected Chapter Chairman may serve on the Board of Directors at any one time.

51C. The Board of Directors may:

- fill any casual vacancy that may arise in the Chapter Committee, and/or replace an appointed (but not elected) Chapter Chairman, from time to time; and
- appoint up to three (3) Branch members who are additional members of the Chapter Committee with the agreement of the Chapter Chairman (if he has been duly elected); and
- any member so appointed shall remain in office until the next elections for the Chapter Committee.

51D. The Board of Directors shall have the power to investigate and if deemed necessary remove any duly elected Chapter Chairman and/or member of a Chapter Committee and, if thought fit, appoint another individual in place of that office holder, should there be evidence of any significant failure in the proper management of the Chapter or the duties of the officer. The Board of Directors 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 Board of Directors. 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.

51E. The provisions of these Bylaws that govern the conduct of the Board of Directors shall apply *mutatis mutandis* (insofar as they are practicable and subject to the express requirements of Annex 1 hereto) to the Chapter Committee and/or the Chapter Chairman, as the case may be.

51F. Networking, training and other professional and social events require prior investment. The Branch retains ultimate control and responsibility for audit within the Branch area, but it has a duty both to provide funds and to ensure their ready availability to the Chapter. In particular, the Branch must be confident, when applying for the establishment of a Chapter, that it will be able to support the Chapter while it begins to develop the range of activities outlined in Bylaw 50, and that the Chapter can reasonably be expected to become financially self-sustaining in the medium term.

51G. The assets of any Chapters, and any monies held in any bank account maintained by Chapters, shall be under the direction of the Board of Directors, and shall remain under the beneficial ownership of the Institute.

51H. Each Chapter shall account to the Branch for such assets and monies. The elected committee members and officers of every Chapter shall act as fiduciaries to the Institute for such monies.

FINANCIAL CONTROL

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

53. The funds of the Branch shall be derived from: (i) a discretionary grant which may be made by the Board of Trustees each year or the Branch annual subscription; and (ii) any surpluses which may accrue to the Branch through its activities.

54. The funds shall be under the management of the Board of Directors, and shall be used only to pursue the objectives of the Institute in the Branch Area and support the business plan of the Branch, and its Chapters, if any, as agreed with the Board of Trustees each year, if applicable.

55. The Branch shall open an account in the name of the Branch at a bank approved by the Board of Directors and shall, through its Honorary Treasurer, keep proper income and expenditure accounts which shall be made up to the end of each quarter. Year-end information on the approved Institute form shall be received by the Institute no later than January 31 of the year following the last financial year. The Branch financial records must always be kept up to date and be made available for inspection by the Institute or its auditors on reasonable notice, if so requested.

56. As it is a requirement for all larger Branches to have their year-end accounts and financial records externally audited, if in the previous financial year the Branch had either total income or net assets in excess of £10,000, the year-end accounts will be externally audited. The Branch may be subject to periodic visits by Institute staff for the purpose of carrying out an internal audit to ensure that information being reported to the Institute in accordance herewith is being properly and accurately compiled with the cost of such routine visits being borne centrally. If the Branch fails to meet the timetable for the submission of financial information set forth therein, it may be visited by Institute staff in order to prepare or otherwise obtain the information required by that rule and the cost of such visits will be borne by the Branch.

57. The person appointed by the Branch to carry out the audit function required hereby will be independent. The following persons are deemed to be not independent for this purpose: (a) members of the Board of Directors or other branch officials; (b) any major donor or beneficiary; and (c) any close relative, business partner or employee of a person within (a) or (b) above. Every effort shall be made to have the audit carried out on an honorary basis but it is recognized that in order to maintain complete independence, there may be circumstances where an appropriate fee will be required.

58. Checks shall be signed by the Honorary Treasurer.

59. In the event of any unexpected expenditure arising, from for example the calling of a requisitioned Extraordinary General Meeting, the Branch may apply to the Institute for a supplementary grant before incurring the expenditure. The Institute will consider all such requests in a timely manner but will not be bound to make any grant, either in whole or in part.

AUTHORITY TO USE NAME OF INSTITUTE

60. The Branch shall be permitted to refer to itself as a Branch of the Chartered Institute of Arbitrators and may commission the printing of official stationery bearing the Institute and the Branch's full name and the Institute's crest. The elected officers on the Board of Directors or Chapters thereof, are only licensed to use the Institute's crest and name for the purposes of dealing with Institute and Branch business. All use of the name, trademarks and logos of the Institute, including the Crest, shall be subject to the regulation and control of the Institute.

DISSOLUTION

61. (1) The Branch may be dissolved upon the passing of a special resolution of the Branch at a general meeting of Members specially convened to consider such proposed dissolution and the written approval to the dissolution by a majority of the Board after such special resolution has been passed.

(2) The Branch may also be dissolved if it ceases to carry out the objects of the Branch.

(3) Article Tenth of the Certificate of Incorporation of the Branch relating to the winding up and dissolution of the Branch shall have effect as if the provisions thereof were repeated in these Bylaws.

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Annex 1

THE FORMATION OF A CHAPTER, CHAPTER FUNDING, AND THE UPGRADE OF A CHAPTER TO A BRANCH

FORMATION OF A CHAPTER

1. Groups of members within the Branch Area may apply for the formation of a Chapter in the first instance to the Chairman of the Branch. If the Branch supports the application, which it will not unreasonably refuse, it will forward the application on the group's behalf to the Director General, who will instruct the Executive to prepare a submission for the Board of Trustees to consider, including:
 - a. Details of the geographical area that the proposed Chapter will cover;
 - b. Confirmation that there is a minimum of 20 members (in good standing) in the geographical area of the proposed Chapter (or such lesser number as the Branch Committee and Executive jointly conclude is the minimum necessary to ensure the proposed Chapter's viability) and that the majority of those members are willing to support the setting up and running of the Chapter;
 - c. The Branch's recommendation, recognizing the potential future aspiration of any Chapter to become a Branch, confirming that it will support the Chapter financially as appropriate (in accordance with the Bylaws), and giving the names and standing of the proposed initial office holders;
 - d. The view of the regional Trustee; and
 - e. Any other information considered relevant by the Executive.

2. On the Board of Director's decision to recommend the first Chapter in its geographical area, it will take cognizance of the potential aspirations of concentrations of members elsewhere in its area to form Chapters and will discuss with the Executive how it will apportion geographical responsibilities accordingly in the future.

3. Should the Branch oppose the application it shall inform the Director General, or if it fails to do so, the group of members wishing to form a Chapter may inform the Director General, of the group's application. The Director General will use his best efforts to broker an amicable resolution between the Branch and the group. Should that fail to resolve the matter, the Director General shall instruct the Executive to prepare a paper for the Board of Trustees to consider as at paragraph 2 above with the following additions:
 - a. the view of the group;
 - b. any advice from the Director of Legal Services; and

- c. a summary of the advantages and disadvantages of forming a Chapter if appropriate.
4. The Board of Trustees will consider the application at its next physical meeting. Its decision as to whether or not to form the Chapter shall be final.
5. Upon approval by the Board of Trustees, the Board of Directors shall appoint the first Chairman of the Chapter, to serve as Chairman for a period of no more than three years. Within three years of the Chapter Chairman's appointment, an election for the Chapter Chairmanship (from members in the Chapter area) shall be held, for which office the first, appointed, Chapter Chairman may be nominated to stand for election. The election will be held according to a simplified form of the Board of Director election procedures in the Bylaws. The Board of Directors shall decide how the election shall be conducted and manage the election process. Nominations by two members resident within the Chapter geographical area will be submitted to the Branch Chairman or his nominee no later than 45 days before the date of the election. In a contested election, voting may be conducted by email.
6. The Board of Directors may, on its own cognizance or at the request of the Chapter Chairman and in any event in consultation with the Chapter Chairman, co-opt any members whose billing address lies within the Chapter geographical area to serve on a Chapter Committee. When the Board of Directors deems it appropriate and in any event no later than the introduction of elections for the Chapter Chairman, Chapter Committee elections will be established on procedures as close to those outlined at paragraph 5 above as is practicable. The Chapter Chairman shall, at his discretion, allot portfolios to such elected Chapter Committee members from time to time.
7. The Chapter Chairman and Chapter Committee members shall serve for a term of three years and be eligible for re-election once, save that the Board of Directors shall provide for sufficient overlap of Chapter office holders to ensure continuity by ensuring an appropriate percentage of the Chapter Committee members retire at every triennial election.

CHAPTER FUNDING

8. The development of a Chapter as a major source of overall Branch revenue should be applauded by all, and the Branch must give due weight to the benefits being provided through the Chapter to the Branch in planning future expenditure.
9. It is a matter for local agreement as to whether Chapters should have their own bank accounts. The following principles will apply:
 - a. The Branch will agree with the Chapter annually what activities the Chapter will undertake to organize and the funding of and likely return from them. The Chapter will submit to the Branch a brief outline budget of the intended events and activities sufficient for the Branch to ascertain whether they are likely to

cover their costs (a template form will be provided by the Executive). If a loss is forecast, the Branch may at its discretion decide that, a Chapter event should nevertheless take place in the best interests of the Branch and its recruitment and retention of members

- b. On the establishment of a Chapter, a funding arrangement should be agreed between the Branch and its Chapter, in consultation with the Executive, recognizing that where the Chapter has undertaken to organize a program of events and activities, the Branch undertakes to provide sufficient ready funds to meet the advance costs of the projected spend for the forthcoming year. Such funds should be sufficiently accessible so that individual members of the Chapter do not have to use personal funds to underwrite Chapter activities.
- c. Should Chapters begin to generate an annual surplus, if they have a Chapter bank account separate from that of the Branch they may with the Branch's agreement retain the surplus until they have built up sufficient funds to underwrite roughly the following year's agreed program of events and activities (including any subsidy of events, which must have been included in the outline budget approved by the Branch). Thereafter they should remit to the Branch bank account a proportion of any additional surplus to be agreed (it is suggested that 50% might be appropriate). In any event, where a Chapter bank account balance exceeds twice the agreed budget for the previous accounting year the Chapter Chair and the Board of Directors will discuss whether the excess should be remitted to the Branch bank account or what other productive use may be made of it. The Executive will wish to be aware of the outcome of that discussion when the Branch audited annual accounts are submitted to the Director of Administration and Finance. Without being overly prescriptive, the expectation is that Branches will establish a cooperative relationship with their Chapters from the outset, including how the funding arrangements will help meet the Institute's overall objectives, with the onus on the Branch to ensure such a relationship exists.

THE UPGRADE OF A CHAPTER TO A BRANCH

10. Only in the most exceptional circumstances will any consideration be given to the upgrading of a Chapter to a Branch without the Chapter first having:
 - i. elected a Chairman and Committee (save in the case of any applications current at the time of these Bylaws coming into force);
 - ii. demonstrated that it has been operating successfully and has been financially viable as a Chapter for an appropriate period; and
 - iii. demonstrated that it has the ability to offer all the events and activities appropriate to a full Branch.
11. Any Chapter fulfilling these requirements may apply to its mother Branch to be upgraded to a Branch. If the Branch supports the application it will forward the application to the Director General who will instruct the Executive to prepare the current check list of information relating to the formation of a Branch required by the Board of

Trustees as set out in Annex 1 to the Branch Model Rules and pass it to the Board of Trustees for consideration at its next standard meeting.

12. Should the Branch oppose the application, it shall inform the Director General. If it fails so to inform him, the Chapter shall inform the Director General. The Director General will first use his best efforts to broker an amicable resolution between Branch and Chapter. Should this fail (save in the case of any applications current at the time of these Bylaws coming into force where he will report directly to the Board of Trustees), he will then invite the Branch and Chapter to jointly nominate as intermediary one of either the President, the regional Trustee, a neighboring Branch Chair or other senior office holder the parties may jointly agree and the Branch Committee and Chapter shall undertake to engage cooperatively with their chosen intermediary to resolve their differences. Should this prove unsuccessful, the intermediary will inform the Director General who will instruct the Executive to assemble the information necessary to prepare the standard check list of information for the Board of Trustees, with the following additional information before submitting it to the Board of Trustees for decision:
 - a. the view of the Chapter;
 - b. a report by the chosen intermediary, to which the Board of Trustees will attach due weight;
 - c. any potential conflicts reported by the Branch or Chapter regarding any participant in the process (absent exceptional reasons, any participant so identified shall recuse himself from any further participation in the process); and
 - d. any advice from the Director of Legal Services.