



Botswana
Institute of
Arbitrators

**CONSTITUTION OF
BOTSWANA INSTITUTE OF
ARBITRATORS**

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1. THE SOCIETY

The name of the society shall be the Botswana Institute of Arbitrators.

2. LEGAL STATUS

The society shall be a body corporate with perpetual succession, and shall be capable in law of suing and being sued in its corporate name, and of acquiring, holding, alienating and hypothecating movable and immovable property, and of performing all such acts as are necessary or incidental to the carrying out of its objects and the performance of its functions and duties in terms of its Constitution.

3. DEFINITIONS

In this Constitution, the following words and expressions shall have the following meanings, namely:

3.1 "Society" shall mean the Botswana Institute of Arbitrators as herein constituted;

3.2 "Executive Committee" shall mean the Executive Committee elected in terms of clause 8 hereof;

3.3 "Members" shall, where no specific category of Member is mentioned, mean all members of the Society;

3.4 Any reference to the singular shall include the plural and vice versa and reference to any gender shall include the other genders

4. OBJECTS AND POWERS

4.1 The objects of the Society -shall be:

4.1.1 to promote and facilitate the adoption and use of the arbitration procedure as a means of determining disputes;

4.1.2 to facilitate education and training for those practicing or wishing to practice as arbitrators and to promote the study of the law of practice relating to arbitration;

4.1.3 to determine standards for admission to the various classes of membership of the Society and to provide means for testing the qualification of candidates for admission to the appropriate classes of membership;

4.1.4 to provide a forum for the exchange of views and information on matters pertaining to arbitration and related matters;

4.1.5 to print, publish and circulate among members and other interested persons literature dealing with arbitration and relation matters;

4.1.6 where requested to do so, to nominate persons for selection and appointment as arbitrators for the settlement of disputes;

4.1.7 to promote high standards of professional competence and conduct on the part of its members;

4.1.8 to present the collective views of its members to related bodies, public authorities and to other interested organisations and persons;

4.1.9 to consider, originate, support and procure improvements in the law relating to arbitration and the general practice of arbitration;

4.1.10 to watch over, promote and protect the interests of its members.

4.2 The powers of the Society shall be:

4.2.1 Generally to take such action and to do such things as may be required for the achievement of its objects as laid down in the Constitution, notwithstanding the specific powers stated in sub-clause 4.2. and 4.2.14 hereunder;

4.2.2 to appoint and dismiss a Secretary and such other employees as it may deem fit, on such terms as it may from time to time consider expedient;

4.2.3 to receive fees, annual subscriptions and all other revenues of the Society; to open and operate an account or accounts with any registered financial institution and to draw, accept and endorse bills, cheques, promissory notes and other negotiable instruments; and to invest any moneys of the Society not immediately required for any of its objects or commitments in such manner as may from time to time be determined, provided that the income or profits from any investment or any source shall be applied to the furtherance of the objects of the Society and not to the payment of any dividend to its members;

to borrow, lend or raise money, with or without security, and if secured, by any means, including mortgage of the Society's property or by overdraft from its bankers;

to acquire, purchase, lease or rent immovable property, buildings or premises for the conduct of the Society's business and for letting, leasing or hiring for the conduct of arbitrations and kindred activities;

to acquire, purchase, lease or rent furniture, office fittings, office equipment, stationery and any other movable property reasonably necessary for the furtherance of the Society's objects, and to dispose of the same by way of sale or otherwise;

4.2.7 to negotiate and obtain such insurances as may be necessary for the protection of the Society's property and insurable interests;

4.2.8 to determine, where not otherwise provided in this Constitution, the requirements in respect of educational standards and practical experience for the admission of applicants to various classes of membership, to receive, consider and decide upon such applications for membership, and to arrange for and prescribe such tests, examinations and other appropriate means of assessing the competence of such applicants for membership;

4.2.9 to maintain a register of membership, and to design, print and issue such certificates of membership as may from time to time be prescribed;

4.2.10 to cause to be elected an Executive Committee, President, Chairman, Vice Chairman and such other office bearers as may be from time to time prescribed;

4.2.11 to establish such sub-committees and regional committees as may be required or desired and to prescribe for the control, management, administration and regulation of such sub-committees and regional committees and their affairs insofar as these are not regulated for herein, and to delegate to them to them such powers as may be deemed necessary;

4.2.12 to make and from time to time alter, amend or rescind rules and/or by-laws for the carrying out of the business of the Society and to provide for all other matters which in terms of this Constitution may be prescribed;

4.2.13 to take any steps with regard to the publication, distribution and disposal of journals, calendars, year books and other forms of printed matter as it may deem necessary and to establish and maintain specialist libraries;

4.2.14 to recommend conditions of appointment and fees to be paid to its members for their services as arbitrators.

The income and profit of the Society from whatever source derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise, or by way of profit to the persons who at any time may be or have been members of the Society, or to any person claiming through any of them, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any member or other person in return for any services actually rendered to the Society.

5. MEMBERSHIP

5.1 There shall be the following categories of Members of the Society:

5.1.1 associates - who shall have passed such qualifying examination or who have attained such general education standards as may from time to time be prescribed, and until otherwise prescribed, shall be any professional qualification entitling the holder to practice in any Commonwealth country as an accountant, engineer, architect, surveyor, doctor, lawyer, quantity surveyor OT chatted surveyor;

5.1.2 fellows - who shall be members who are not less than thirty five years of age and who have been elected fellows by the Executive committee on account of particular expertise and experience in the field of arbitration provided that, save in the case of a person who has become a fellow within five years of the date of the establishment of the Society, no person shall be elected as a fellow who has not been an associate for five consecutive years unless the Executive Committee shall, in the case of exceptional merit, have waived this requirement;

5.1.3 ordinary members - who shall be members who do not qualify as associates or fellows but are engaged, in their own right or as an employee, in any profession, industry or trade as may from time to time be prescribed;

5.1.4 corporate members - who shall be registered corporations or partnerships engaged in any profession, industry or trade as may from time to time be prescribed;

5.1.5 life associates and life fellows - who shall be ordinary associates or fellows respectively who the Executive Committee has elected life associates or life fellows in recognition of their services to the Society and who shall be entitled for life to all the rights of associates or fellows, respectively, but who shall be exempt from payment of annual subscriptions;

5.1.6 honorary associates and honorary fellows - who shall be persons whom the Executive Committee wishes to honour by election as honorary associates or honorary fellows, as the case may be, and who shall be exempt from the payment of annual subscriptions;

5.1.7 retired members - who shall have been members for a period of not less than ten years, who are no longer in full-time employment either in a salaried capacity or in self-employment, and who have signified their desire to be classified as a retired members, provided that no member may be transferred to the retired class who has not attained the age of fifty five;

Any person seeking to change their status shall be obliged to apply in writing to the Executive Committee which application shall incorporate the basis of member's entitlement to such change in status.

Application for membership, except in the case of honorary, life associate or life fellow membership, shall be made to the Executive Committee on the prescribed form and applicants shall furnish such information as may be required by the Executive Committee, which shall have the right to require applicants to confirm by affidavit any information submitted in support of an application for membership.

5.3 The name and address of every member shall be entered in a register to be called the "Register of Members", in which the various categories of members shall be listed separately.

5.4 Every member shall be entitled:

5.4.1 to receive an appropriate certificate of membership which certificate shall remain the property of the Society and be returned to the Society on the cessation of membership concerned;

5.4.2 to receive all notices, circulars, balance sheets, agendas of general meetings and other documents issued to members;

5.4.3 to take part in any discussion on any matter at any general meeting of members;

5.4.4 to attend and participate in all lectures, symposia, courses or other activity organised or sponsored by the Society subject to such limitations, and on such terms, and on payment of such fees as the Executive Committee shall determine;

5.4.5 except in the case of an ordinary member, to describe himself as a member of the Institute of the category concerned and to do so by using after his name:

5.4.5.1 the letters "AI Arb (Botswana)" in the case of an associate or life associate;

5.4.5.2 the letters "FI Arb (Botswana)" in the case of a fellow or life fellow; and

5.4.5.3 the letters "Hon FI Arb (Botswana)" in the case of an honorary fellow.

5.5 All members, other than ordinary or honorary members, in attendance at any general meeting of members shall be entitled to vote on any resolution and to vote for candidates for election to the Executive Committee.

5.6 Only associates, life associates, fellows and life fellows shall be eligible for election to the Executive Committee or to hold any office in the Institute, save that an honorary member may hold office as Honorary President and that any member other than a corporate member may be co-opted to the Executive Committee in terms of the second sentence of clause 8.5, provided that if at any time there are insufficient associates, life associates, fellows or life fellows nominated and accepting such nomination for election to the Executive Committee, ordinary members or representatives of corporate members shall be eligible for election to the Executive Committee.

Only fellows or life fellows shall be eligible for nomination by the Executive Committee for appointment as arbitrator for the determination of disputes save that the Executive Committee shall have the power to nominate associates or other persons for such appointment in particular circumstances.

5.8 Corporate members shall be entitled to exercise their rights in terms of clauses 5.4.3; 5.4.4 and 5.5 by such number of representatives as the Executive Committee shall determine.

5.9 The liability of each member shall be limited to the amount of any subscription or other debt owing by him to the Institute.

6. ENROLLMENT FEES AND SUBSCRIPTIONS

Save in the case of life associates, life fellows or honorary members:

6.1 Every application for membership shall be accompanied by the prescribed application fee, provided that where any application for membership is rejected, the application fee shall be refunded in full to the applicant.

6.2 The Executive Committee shall determine annually the subscription payable by all members and shall inform each member not later than the

30th day of October in each year of the subscriptions to be levied in the ensuing year.

6.3 Annual subscriptions for any year shall be due on 1st January of that year; provided that any member whose resignation is tendered and accepted before 1st January shall not be liable for the annual subscription for that year.

7. DURATION AND TERMINATION OF MEMBERSHIP

7.1 Any ordinary member, associate or fellow shall be deemed to be an associate or fellow as the case may be, as from the date of receipt by him of a letter "from the Secretary advising him of the acceptance of his application, or of his election as fellow, and on such date he shall be liable for payment of the annual subscription, provided that if such date is after 30th June, he shall be liable for half of the annual subscription for that year.

7.2 The membership of any member shall terminate if:

7.2.1 he submits his resignation in writing to the Secretary, and his resignation is accepted by the Executive Committee;

he fails to pay any annual subscription for which he may be liable' within three months of the date upon which such subscription becomes due, subject to the provision that the Executive Committee may on good cause shown, permit him additional time in which to pay his subscription;

the Executive Committee, at a special meeting called to consider his conduct, in terms of clauses 12.1 and 12.4 hereof, resolves by a two-thirds majority that his membership be terminated on the grounds of improper conduct.

No refund of any subscription or part thereof shall be made to a person ceasing to be a member and he shall in any event remain liable to the Society for any subscription or other debts or obligations due by him. Forthwith upon such termination the person ceasing to be a member shall return his certificate of membership to the Executive Committee.

8. EXECUTIVE COMMITTEE

8.1 The affairs of the Society shall be managed and controlled by an Executive Committee which is hereby established.

8.2 The Executive Committee shall consist of a minimum of five and maximum of eight members who shall be fellows, life fellows, associates or life associates elected at an annual general meeting.

8.3 The period of office of members of the Executive Committee shall be two years, provided that two members (If the first Executive Committee, who shall be chosen by lot, shall retire after one year of office. All members retiring from the Executive Committee shall be eligible for re-election.

8.4 A member of the Executive Committee shall cease to be a member if:

8.4.1 he tenders his resignation in writing;

8.4.2 he fails to attend three consecutive meetings of the Executive Committee without its consent;

8.4.3 he ceases to be a member of the Society.

8.5 The Executive Committee shall co-opt any fellow, life fellow, associate or life associate to fill any vacancy that may occur on the Executive Committee between one annual general meeting and the next and the term of office of such co-opted member shall equal the unexpired term of the office of the member whose vacated seat he is co-opted to fill. The Executive Committee shall furthermore be empowered to co-opt not more than two members of the Society as members of the Executive Committee, and such members shall have all the rights and powers of members of the Executive Committee as herein provided, and their term of-office shall expire on the date of the next annual general meeting.

8.6 The Executive Committee shall, at its first meeting after the annual general meeting, elect from among its members a Chairman, a Secretary and a Treasurer and any other office bearer deemed necessary, all of

whom shall hold office until their successors are appointed at the first meeting of the Executive Committee after the annual general meeting in the next succeeding year.

The Executive Committee may elect an Honorary President. No duties or obligations shall attach to the office of the Honorary President.

The Executive Committee shall meet at least once in every three months at such place and at such time as it may from time to time determine, and not less than fourteen days' written notice shall be given to members of the Executive Committee of such meeting.

8.9 The quorum at meetings of the Executive Committee shall be not fewer than one half of the number of its members. 1 the event that a quorum of members is not personally present when any meeting of the Executive Committee is due to commence and for thirty minutes thereafter, the meeting shall be adjourned for seven days and the members present at such adjourned meeting shall constitute a quorum.

9. DUTIES OF OFFICE BEARERS

9.1 The Chairman shall:

9.1.1 chair and regulate the proceedings at all meetings of the Executive Committee, all general meetings and all extraordinary meetings;

9.1.2 in his absence appoint a Chairman for such meetings provided that where the chairman is unable to do so such meetings shall be chaired by a person appointed by the majority of the persons attending such meeting who are entitled to vote at such meetings.

9.2 The Secretary shall:

9.2.1 draw up minutes of the proceedings of all meetings of the Society. The minutes shall, after confirmation at the ensuing meeting, be signed by the person presiding and the Secretary

9.2.2 keep a register of members in which shall be recorded:

9.2.2.1 the names and the surnames of each member;

9.2.2.2 the address of each member;

9.2.2.3 the date of his election;

9.2.2.4 such other particulars as the Society may require.

9.2.3 have custody of the records of the Society.

9.2.4 be responsible for the collection and appropriate response to all incoming mail.

9.3 the Treasurer shall:

9.3.1 keep the accounts of the Society and all such accounts shall be open to inspection by any person having an interest in the funds of the Society;

9.3.2 effect or accept any payment;

9.3.3 give full and valid discharge for any debt and sign any receipt therefore;

9.3.4 pay into the Society's bank account as soon as may be, all monies received by him, but provided that he may keep in his possession for petty cash such sum as may be prescribed by the regulation of the Society from time to time;

9.3.5 prepare or cause to be prepared, the annual accounts as at the 31st December each year and statements of accounts as at such other time as the Chairman may require, accounts need not be audited;

9.3.6 produce his books for examination whenever required to do so by the Chairman;

9.3.7 in conjunction with anyone other officer sign all his cheques drawn on the Society's bank account;

9.3.8 if circumstances demand, temporarily delegate his signed responsibility to another member of the Executive Committee.

10. GENERAL MEETINGS

10.1 the Executive Committee shall convene an annual general meeting of members not later than the last day of May in each year at such place as it may from time to time determine, and shall give all members at least twenty one days' written notice of such meeting.

10.2 within fourteen days of receipt of a written petition for the holding of a special meeting signed by not less than ten members stating the purpose of such meeting, the Executive Committee shall convene such meeting and shall give all members not less than fourteen days' written notice of such meeting.

10.3 the quorum at any general meeting shall be fifty-one percent (51 %) of the members in good standing and present in person or by proxy. In the event that a quorum of members is not personally present when any general meeting is due to Commence and for thirty minutes thereafter, the meeting shall be adjourned for seven days and the members present at such adjourned meeting shall constitute a quorum.

10.4 the Executive Committee shall appoint an accountant to prepare or approve the final financial accounts prior to their presentation at the annual general meeting.

10.5 the ordinary business at any general meeting shall include the following:

10.5.1 to receive and consider the report of the Executive Committee;

10.5.2 to receive and consider the financial accounts of the Society;

10.5.3 to elect members of the Executive Committee to fill the vacancies created by members who retire in accord with clause 8.3;

10.5.4 to consider any matter, proposal or resolution raised or proposed by any member, provided that at least one week written notice to the Execu-

tive Committee shall be given by the member concerned requesting that such matter, proposal or resolution be included on the agenda of such meeting.

11. FINANCE

11.1 All the funds, assets and properties of the Society, movable or immovable, shall be administered by the Executive Committee on behalf of the Society.

11.2 Unless otherwise determined by the Executive Committee all cheques drawn on behalf of the Society shall be signed by any two of the following:

11.2.1 the Chairman;

11.2.2 the Secretary;

11.2.3 the Treasurer.

11.3 The Executive Committee shall keep proper account of all moneys received and expended of all assets and liabilities of the Society, and a statement of such accounts, drawn up to the last day of the month of December, shall be submitted to members at the next ensuing annual general meeting.

12. ETHICS

12.1 Every Committee shall uphold the highest standards of integrity and shall conduct himself and his business of whatever nature in accordance with the accepted standards of behaviour.

12.2 Improper conduct on the part of a member shall consist of any act of commission or omission, either in respect of his activities as an arbitrator of any business or undertaking of whatever nature in which he may be engaged, which, in the opinion of the Executive Committee, is inconsistent with the standards of behaviour which are to be expected of a member of the Society or of an arbitrator in the execution of his duties.

12.3 The Executive Committee shall enquire into any Written allegation of improper conduct on the part of any member and shall afford such member adequate opportunity to answer any written allegations made against him.

12.4 If the Executive Committee shall by two-thirds majority determine that any member is guilty of improper conduct, it may:

12.4.1 reprimand him;

12.4.2 invite him to tender his resignation.

Should the Executive Committee invite a member, who has been found guilty of improper conduct, to tender his resignation, and he fails to do so within fourteen days of the receipt of such invitation, the Executive Committee shall act in terms of clause 7.2.3.

12.5 Any decision by the Executive Committee made in terms of clause 2.4 hereof shall be final and binding on the member and shall not be subject to appeal.

13. NOMINATION OF ARBITRATORS

When the Society, or any office-bearer or servant of the Society in his capacity as such, is requested to nominate one or more arbitrators to determine a dispute, or to nominate several persons from whom one or other of the parties to a dispute shall select one or more to be the arbitrator or arbitrators, who shall be a fellow, to determine the dispute, such nomination shall be made by the Chairman for the time being of the Society, who shall, consult an advisory committee as shall be appointed by the Executive Committee to advise him in respect of such nomination.

14. DISSOLUTION

14.1 The Society may be dissolved by a resolution of the Executive Committee submitted to the corporate members of the Society for decision by postal vote, provided that the Society may not be dissolved unless two-thirds of the corporate members were in favour of dissolution.

14.2 The terms of any such resolution shall provide for the manner in which any surplus assets of the Society after satisfaction of the debts of the Society shall be applied.

15. AMENDMENTS TO THE Constitution

15.1 Any proposal to amend this Constitution shall be submitted rather to an annual general meeting of members or to special meeting of members convened for this purpose. The quorum and period of notice for such special meeting shall be as herein-before laid down for an annual general meeting.

15.2 No proposal to amend this Constitution shall be put to any general meeting of members unless notice of the resolution has been set out in the notice convening the meeting.

15.3 No proposal to amend this Constitution shall be effective unless it receives the votes of two-thirds of the associates present and voting at such general meeting and two-thirds of the fellows present and voting at such general meeting.

15.4 No amendment of the constitution shall take effect until such time as it has been approved in writing.

16. IMMOVABLE PROPERTY

Should the Society at any time acquire any immovable property, such property shall be vested in trustees subject to a Deed of Trust.

16.2 The trustees of the Society shall be elected at a duly constituted general meeting of members.

16.3 The address of each immovable property, name of each trustee and any subsequent change shall be notified to the Registrar of Societies.