

SOCIETY OF CONSTRUCTION ARBITRATORS
RULES

(Adopted at the Inaugural Meeting held on 13th July 1983. Amended from time to time at Annual General Meetings held on 20th March 2002, 12th March 2003, 15 March 2011, 28 March 2012 and 16 March 2016

1. NAME AND ADDRESS

The society shall be called The Society of Construction Arbitrators. It is hereinafter referred to as "the Society". Its address shall be the address of the Honorary Secretary as hereinafter defined from time to time. The Society shall be governed by these rules as amended from time to time ("the Rules") and shall be administered by a committee as hereinafter provided ("the Committee"). Save where the context otherwise requires, any person duly admitted to membership in any category is hereinafter referred to as a "Member". The Society shall hold an annual general meeting (hereinafter "the Annual General Meeting" or "AGM") and may hold other general meetings (hereinafter "Extraordinary General Meeting" or "EGM"). The expression "General Meetings" shall refer to both AGMs and EGMs save where the context otherwise requires.

2. OBJECTS

The objects of the Society shall be

- (a) To provide a forum for the discussion of matters concerning the avoidance or resolution of disputes in the construction

industry; to encourage best practice; and to assist and encourage the provision of appropriate and expeditious procedures therefor.

- (b) To consider and endeavour to obtain any amendments to the law of, or improvements in procedure in, dispute avoidance and resolution in any area of construction which may seem desirable.
- (c) To take part, on such occasions as the Committee may decide, in all and any discussions, negotiations and/or dealings which are concerned with dispute avoidance and resolution in the construction industry.
- (d) To publish by any convenient manner approved in advance by the Committee information relating to dispute avoidance and resolution as it applies to the construction industry.
- (e) Generally to do all such things as in the judgment of the Committee may be necessary or convenient for the attainment of the above objects or any of them.

3. MANAGEMENT

The business of the Society shall be managed by the Committee. The Committee shall, subject to the proviso hereinafter set out, exercise

- (a) The powers and authorities expressly conferred on it by these Rules and
- (b) All the powers and authorities of the Society save only those which by these Rules are expressly required to be exercised by the Society in General Meeting.

In particular the Committee may seek, and use the funds of the Society to

pay for, legal advice on any matter concerning or relating to the affairs of the Society on any occasion when the Committee considers that it is necessary or advisable so to do.

All decisions of the Committee shall be made in its absolute discretion.

Provided always that the Committee shall not incur, without the previous sanction of a General Meeting, any such expense which will or might, having regard to any existing commitments, involve the Society in a total liability exceeding the sum immediately available to the Society for its disposition and use.

4. THE COMMITTEE

The following provisions shall govern the Committee:

- (a) The Committee shall consist of not more than nine members of the Society duly elected at the AGM as hereinafter provided for. The Committee shall elect from their number a president (hereinafter "the President") who shall take the chair at all meetings of the Society and of the Committee. In the absence of the President, the members of the Committee present shall elect a chairman for the day from their number for that meeting. The Committee shall also appoint a secretary (hereinafter the Honorary Secretary). The Honorary Secretary need not be a member of the Committee. The Honorary Secretary shall normally also act as honorary treasurer ("the Honorary Treasurer"), but the Committee in its absolute discretion may appoint another Member to act as Honorary Treasurer. In the latter event, the Honorary

Treasurer shall within fourteen (14) days of the AGM lodge with the Honorary Secretary the duly approved accounts of the Society.

- (b) The Committee shall meet not less than three times a year at such times and places as it shall think fit. Four members shall constitute a quorum. An agenda with any relevant documents shall be emailed by or on behalf of the Honorary Secretary to each member of the Committee not less than 3 (three) working days in advance of the day listed for the meeting. It shall decide all matters on a show of hands and in the event of a tie the President, or if the President be absent, the chairman for the day shall have a second or casting vote.
- (c) Any member of the Committee who shall without sufficient reason acceptable to the Committee be absent from more than three consecutive Committee meetings shall be deemed to have resigned from the Committee.
- (d) At each Annual General Meeting, the two members of the Committee (excluding the President) who shall have been longest in office shall retire but shall be eligible for re-election. In the event that the application of this Rule requires that more than one member of equal length of service shall retire as aforesaid, and they have not agreed by the start of the meeting among themselves as to which should retire, the matter shall be decided in the event of there being two such members by the toss of a coin by the President in the presence of the Committee and by lot in the event of there being more than two such members.
- (e) In the interests of continuity the Honorary Secretary shall hold office for such period as may be determined by the Committee from time to time.

- (f) Any Member may nominate a Member or Members for election to the Committee. Any such nomination must be received in writing by the Honorary Secretary not less than 48 hours before the Annual General Meeting in each year, with a signed declaration from the candidate of willingness to serve. Any such nomination must clearly identify both the candidate and the proposer and must be signed by the proposer.
- (g) The Committee has the right to co-opt to itself at any time any Member to serve for such time as the Committee may decide; but such co-optee shall retire in any event not later than the conclusion of the Annual General Meeting next after the date of co-option. No co-optee shall be entitled to vote at Committee meetings.

5. THE HONORARY SECRETARY

The Honorary Secretary shall attend (in person or by deputy) all meetings of the Society and of the Committee and shall take the minutes of the proceedings. The Honorary Secretary shall cause such minutes to be maintained for inspection and shall present the minutes for confirmation at the following meeting. Save during those periods when the Committee has appointed a separate Treasurer, the Honorary Secretary shall also be responsible for keeping the accounts of the Society which shall be for the calendar year. The Honorary Secretary or any duly appointed deputy shall not be entitled to vote at any meeting of the Committee if not a duly elected member of the Committee.

6. BANK ACCOUNT

- (a) The Society shall maintain an account with such bank as the

Committee may from time to time determine.

- (b) Expenditures up to a maximum of £5,000 (five thousand pounds) may be authorised by any one of the members of the Committee duly authorised for the purpose along with the Honorary Secretary or the Treasurer if separate; and in excess of £5,000 (five thousand pounds) by any two members and the Honorary Secretary or the Treasurer if separate.

7. ELECTION OF MEMBERS

- (a) Proposals for membership of the Society may only be submitted by Members. Any such proposal shall be submitted in writing to the Honorary Secretary for consideration at the next meeting of the Committee in each year. The election of candidates for membership shall be at the absolute discretion of the Committee and the Committee shall in no circumstances state its reasons for or against the election of any particular candidate.
- (b) Membership shall continue, subject to the provisions of these Rules, from year to year without need for re-election.

8. CLASSES OF MEMBERSHIP

For the purposes of this clause, there shall be three categories of membership, namely members; supporting members (hereinafter "Supporting Members"); and retired members (hereinafter "Retired Members"). :

- (a) The category of "member" is confined to persons who have been and are still substantially engaged in the determination

of disputes in the construction industry.

- (b) The category of Supporting Members is confined to persons who manifest a substantial and active interest in the avoidance or resolution of disputes in the construction industry.
- (c) The category of Retired Member is confined to those Members who wish to remain involved in the Society but in a limited role. A Retired Member shall not be eligible for election to membership of the Committee, but is eligible for co-option by the Committee; nor does a Retired Member qualify as a Member for the purposes of Rules 13, 14 or 17 insofar as they relate to a Member forming part of a quorum and they shall not be entitled to vote either on a show of hands or on a poll.

9. SUBSCRIPTIONS

The entrance fees and annual subscriptions for each of the above categories of Member shall be as from time to time recommended by the Committee and approved by the Society in General Meeting. Subject as herein provided entrance fees shall fall due immediately upon election and subscriptions shall fall due on the 1st. of January in each year and such subscriptions shall be for the ensuing calendar year. Any Member who attains membership in any year shall become liable to pay the entrance fee and the first annual subscription forthwith upon notification of election as a Member. If elected on or after the 1st of October in any year the subscription shall also cover the next following year. Subscriptions are payable to the Honorary Secretary. Any Member who does not pay within three calendar months after the same shall fall due shall be required in writing by the Honorary Secretary to pay the same. In the event of failure to pay for 28 clear days thereafter, membership shall terminate

forthwith provided that such termination shall not exclude an application for re-admission as a Member on such terms as the Committee may decide.

10. RESIGNATIONS AND TRANSFER TO RETIRED MEMBERSHIP

- (a) Any Member wishing to resign shall give an appropriate written notice to the Honorary Secretary. The resignation shall be treated as effective from the date the notice is received.
- (b) Any Member wishing to transfer to the category of Retired Member shall give an appropriate written notice to the Honorary Secretary. The transfer shall be treated as effective from the date the notice is received.

11. EXPULSION OR SUSPENSION OF MEMBERS

Upon any Member being disciplined by his or her primary professional body, the Committee shall consider whether or not the Member should be cautioned, suspended, invited to resign from membership or be expelled from the Society. Before completing its consideration, the Committee shall set out in detail the complaint for the Member and the Member shall be invited to make such representations to the Committee as the Member wishes. No Member shall be suspended, required to resign or be expelled except by a unanimous resolution of the Committee. No action or other proceedings shall lie against the members of the Committee or any of them or against any other Member in respect of any of the matters dealt with under this Rule and no Member against whom the Committee has decided upon a suspension, invitation to resign or expulsion shall have any claim against the Society or its Members.

12. NOTICES

A notice may be given by the Society to any Member either by delivering the same to him personally or by sending it to him by any generally utilised means of communication of written matter at the Member's then current coordinates or other address held by the Society. Any such communication will be deemed, absent proof to the contrary, to have arrived in normal course.

13. GENERAL MEETINGS

- (a) The Annual General Meeting shall be convened in time to be held in March of each year. It shall be chaired by the President and in the absence of the President, by a member elected by those present as chairman for the day. Ten (10) Members shall form a quorum. If fifteen (15) minutes after the time fixed for the holding of the meeting a quorum be not present, the putative meeting shall be deemed aborted and all matters which might, if a quorum had been present, have been done at the meeting so aborted, may forthwith be done on behalf of the Society by the Committee.
- (b) The Annual General Meeting shall, along with such other matters as have been duly notified in advance,

note apologies for absence;

approve the minutes of the previous year's Annual General Meeting;

receive the Report of the President for the previous year;

consider and if appropriate approve the accounts of the Society for the previous year;

elect members of the Committee pursuant to Rule 4;
fix the annual subscription pursuant to Rule 9;
establish the date of the next AGM;
consider such other matters as the Committee may think desirable;
and
address any other business.

- (c) An Extraordinary General Meeting may be convened at any time by direction of the Committee, or on a requisition signed by not less than ten (10) Members and delivered to the Honorary Secretary and stating the business for which the Extraordinary General Meeting is required. It shall be chaired by the President, or if the President be absent by a Member elected by those present as chairman for the day. If the meeting so requisitioned be not convened within twenty-one (21) clear days, the said ten (10) Members may convene the meeting themselves. At any Extraordinary General Meeting ten (10) Members shall form a quorum; and if the quorum be not present within fifteen (15) minutes of the time fixed for the holding of the meeting then the putative meeting shall be deemed aborted.
- (d) At least twenty-eight (28) clear days' notice of General Meetings shall be given, but the non-receipt of such notice by any one or more Members shall not invalidate the proceedings.
- (e) Should any Member desire that a matter be brought up at an AGM that Member shall send particulars thereof in writing (signed by the Member and one other Member) in such time that the Honorary Secretary receives the same at least 35 clear days before the date of the AGM. The Honorary

Secretary shall then include such matter in the agenda for the AGM. No business not included in the agenda shall be voted on at a General Meeting.

- (f) At all General Meetings, except in regard to matters provided by Rule 15, a majority of votes decides a resolution. Voting shall be by show of hands unless a poll of all Members entitled to vote be demanded by not less than fifteen (15) Members present at the General Meeting. In the event of a poll the General Meeting shall be adjourned to such time and place as may be decided by the President or if the President be absent by the chairman for the day. The decision of the Members as shown by the poll shall be reported to the adjourned General Meeting and shall be deemed to be the decision of such meeting. The President or if the President be absent the chairman for the day, on a show of hands or on a poll, in either case resulting in a tie, shall have a second or casting vote.

14. VOTING BY PROXY

- (a) Any Member who, if present at an AGM or EGM, would be entitled to vote, shall be entitled to vote by proxy provided this wish is made known in writing by the Member to the Honorary Secretary at least 10 clear days in advance of the date of the AGM or EGM as the case may be.
- (b) The said writing shall identify the person who is to exercise the vote and who must be present in order to do so.
- (c) Should the Member in fact attend the AGM or EGM, as the case may be, the proxy may be revoked and the vote may be exercised by the Member provided the Member's intention to

revoke the proxy is made known in the General Meeting immediately after apologies for absence are noted.

- (d) The proxy shall only be valid for one General Meeting.

15. ALTERATION OF RULES

These Rules may be altered by a resolution in General Meeting provided that the resolution is carried by a majority of not less than two thirds of those present and voting at the General Meeting or, in event of a poll, by a majority of not less than two thirds of the Members voting. .

16. OBSERVANCE AND INTERPRETATION OF THE RULES

Every Member by applying for membership of the Society irrevocably undertakes and agrees to abide by the Rules for the time being in force from the time of acceptance of the application, and to accept as final and binding the decision of the Committee in all cases of dispute or disagreement as to the interpretation thereof.

17. The SOCIETY'S WEBSITE

- (a) The Society shall seek to maintain a website.
- (b) A Member may upload the Member's CV to the website. For this purpose the relevant part of the website shall be divided into sections reflecting the different modes of dispute resolution available in the industry, such as arbitrators, adjudicators, and so forth. The Member may upload the CV to that section in respect of which the Member was admitted to membership. A Member engaged in more than one area may upload the CV to other sections with the notation that it is a

supplementary listing.

- (c) A copy of these Rules as amended from time to time shall be published on the website.

18. DISSOLUTION

The Society may be dissolved by an Extraordinary General Meeting convened on the recommendation of the Committee or on the requisition of a simple majority of the Members. If a dissolution be resolved upon, the Committee shall so soon as possible liquidate the affairs of the Society, and if there be any net assets remaining on such dissolution, they shall be disposed of at the discretion of the Committee.