

BIRMINGHAM INSURANCE INSTITUTE

CONSTITUTION

1. Title

The institute shall be called "Birmingham Insurance Institute ("the institute")"

2. Definitions:

For the purpose of this constitution, unless special provision to the contrary is made or the context otherwise provides:

- 1) "institute" means the local insurance institute.
- 2) "council" means the council of the local institute.
- 3) "member" means member of the local institute and shall include senior members and ordinary members but not honorary members.
- 4) wherever the word "he" appears it shall be construed as meaning "he" or "she".
- 5) wherever the word "him" appears it shall be construed as meaning "him" or "her".

3. Objects

The objects of the institute shall be to adopt as far as applicable the objects of The Chartered Insurance Institute as defined in its Charter and otherwise to promote personal and friendly intercourse between members.

4. Membership

Membership of the institute shall be open to:-

- a) Members of The Chartered Insurance Institute who live or work in the area; or
- b) such other Member or Members of The Chartered Insurance Institute who apply to become a member or members of the institute and who are admitted into membership by the council of the institute.

Membership of the institute shall cease if:-

- i) the member ceases to be a Member of The Chartered Insurance Institute; or
- ii) the member tenders his or her resignation in writing to the council of the institute.
- iii) the member joins another local institute.

5. Honorary members of the local institute

The council shall have power to elect to local honorary membership Members of The Chartered Insurance Institute in virtue of their service to that Institute or the institute.

Such honorary membership shall not carry with it eligibility for election to the council of the institute, or the right to vote at meetings of the institute.

6. Classes of members

Members shall be divided into two classes:

- a) senior members, being Senior Members of The Chartered Insurance Institute;
- b) ordinary members, being all those Members of The Chartered Insurance Institute who are not Senior Members.

7. Subscriptions

No subscription shall be payable to the institute as a qualification for membership thereof save that the council of the institute may require the payment of an additional subscription by members wishing to participate in sporting activities and other special activities, services or facilities as defined in Clause 28.

8. Finance

The institute shall, in accordance with the Charter and Bye-laws of The Chartered Insurance Institute, receive in respect of each year a grant at such rate or rates as may be fixed by the Annual General Meeting of The Chartered Insurance Institute.

Such annual grant, together with any further grants which may be received from The Chartered Insurance Institute and together with any other moneys or funds which may be held by or subsequently received by the institute, whether by way of gift, bequest, or as the result of activities organised by the institute or on its behalf, shall become and remain the property of the institute.

9. Governing body

The institute shall be governed by a council ("the council")

10. President and deputy president

There shall be a president and a deputy president of the institute who shall be nominated annually at a meeting of the council to be held not later than 14 days before the Annual General Meeting, and shall be elected at the Annual General Meeting, to hold office from the close of the Annual General Meeting at which the election takes place to the close of the next Annual General Meeting.

The president and deputy president shall be eligible for re-election.

11. Vice-presidents

There may be any number of vice-presidents.

The vice-presidents shall consist of the following:

- a) the three members who have last held the office of president of the institute provided that at the date of the Annual General Meeting at which they are to be elected they are in active business life;
- b) such Members of The Chartered Insurance Institute whose service to The Chartered Insurance Institute or the institute or whose position or reputation in insurance warrants special consideration and who shall on the nomination of the council be elected at the Annual General Meeting.

The vice-presidents shall retire annually, but, subject to nomination as aforesaid, shall be eligible for re-election.

12. The council

The council shall consist of the following:

- a) the president and deputy president;
- b) up to four vice-presidents of whom at least two shall, where possible, be members who have held the office of president;
- c) the secretary, the treasurer and the education secretary; and their assistants, if any, provided that assistants shall have power to vote only in the absence of their principal officer;
- d) the chairperson of any local committee appointed under Clause 29; and the chairperson of the Young Members committee
- e) such other officers, not exceeding five in number, as may be elected under Clause 14 to offices which have been designated by the council prior to the election as carrying with them *ex-officio* membership of the council;
- f) up to twenty other members of the institute who shall be elected at the Annual General Meeting.
- g) any CII Council Members elected by the members of the institute, as *ex-officio* members, in addition to those eligible under e) above.

The election referred to under f) above shall be undertaken by all members of the institute present and entitled to vote (or, if a poll is demanded, all members of the institute entitled to vote). Each member voting may vote for any number of candidates not exceeding the number to be elected, and the candidates receiving the greatest number of votes shall, subject to the minimum number of Senior Members hereinafter mentioned being elected, be elected.

Any candidate for election as a member of the council under f) above must be nominated in writing by not less than two members, and such nominations (together with a consent to stand for election signed by or on behalf of the person nominated) must be received by the secretary of the institute not less than fourteen days before the Annual General Meeting.

Where the number of members of the institute, taken at the end of the previous financial year, exceeds 500, the council may decide that at the next Annual General Meeting the number of members to be elected under f) above shall exceed ten, provided that the total number of members elected under f) above shall not exceed 20 or one-fiftieth of the total membership of the institute, whichever is the less.

Provided always that a majority of the members constituting the council, including *ex-officio* members, shall be senior members.

In order to ensure the due carrying out of the rule contained in the immediately preceding paragraph, the president for the current year shall, after the election of members to the council under a), b), c), d) and e) above, compute the minimum number of vacancies remaining to be filled by senior members, shall announce the said number to the Annual General Meeting, and shall thereupon make or receive any additional nomination or nominations of senior members which may be necessary to ensure that the requisite minimum number of senior members is available for election. Where a ballot is necessary, the senior members receiving the largest number of votes shall, to the extent of the minimum aforesaid, be declared elected in preference to any ordinary member.

All members of the council shall retire annually at the Annual General Meeting, but shall be eligible for re-election.

The council may function notwithstanding that one or more places on it may not have been filled at the Annual General Meeting and notwithstanding any subsequent casual vacancy.

13. Secretary, treasurer and education secretary

A secretary, a treasurer and an education secretary (or joint secretaries, treasurers or education secretaries) shall be elected each year at the Annual General Meeting, to hold office for the same term as the president and to be eligible for re-election. In the event of joint secretaries, treasurers or education secretaries being elected, either of the persons elected to the joint office may equally exercise the functions applicable to that office and any reference in this Constitution to “the secretary”, “the treasurer” or “the education secretary” shall be construed accordingly.

14. Other officers

If the council so decides, a charities representative, and/or any other officers as may be considered necessary for the proper conduct of the affairs of the institute, may be elected each year at the Annual General Meeting, to hold office for the same term as the president and to be eligible for re-election.

15. Vacancies

Should a vacancy occur in the offices of president, deputy president, secretary, treasurer, education secretary or any other office including the office of member of the council to which an election has been made at the Annual General Meeting, the council may appoint any member of the institute to fill such a vacancy until the next Annual General Meeting.

Should a vacancy occur among the vice-presidents nominated to membership of the council under Clause 12b) another vice-president may fill such a vacancy.

16. Functions of the council

- a) Subject to the general provisions of Clause 3, the council shall administer the funds and effects of the institute, shall arrange such meetings as may be considered advisable, shall decide as to papers to be read or published and lectures to be delivered, shall provide for the organisation of such educational, charitable, social and sporting activities as it may decide to hold, and shall generally direct and control the affairs and working of the institute.
- b) The council may appoint a salaried secretary, an assistant secretary, or other salaried officer or officers. Salaried officers of the institute shall not be *ex-officio* members of the council.
- c) The council may from among its own members or from among the members of the institute appoint committees and assign to them such duties as it shall think fit.

17. Committees

Committees appointed by the council shall, in the exercise of the powers delegated to them, conform to any resolution which may be passed by the council, but shall in other respects regulate their own procedure.

The president, the deputy president, the secretary and the treasurer shall be members *ex-officio* of all committees.

Three members of a committee shall form a quorum.

It shall be competent to the council to delegate to any committee the election of one or more of its number as chairman and/or secretary of the committee.

18. Meetings of the council

The council shall meet monthly during the session or at such times as the president for the time being may consider necessary.

A special meeting of the council shall be summoned upon the requisition of three members thereof addressed to the secretary and stating the object of the meeting.

The date and hour of any meeting of the council shall be fixed by the president, and not less than seven days' notice, with the object of the meeting, shall be given.

At all meetings of the council, the president shall be chairperson, but in his absence the deputy president shall take the chair, or in his absence, the meeting shall appoint one of the vice-presidents, failing whom the meeting shall appoint any other member of the council as chairperson. In the event of an equality of votes the chairperson shall have a casting vote in addition to the vote to which he is entitled as a member.

Five members shall form a quorum.

19. Accounts

The treasurer shall keep or cause to be kept a proper account of the receipts and payments of the institute and of the matters in respect of which such receipts and payments take place and the property, assets and liabilities of the institute, in the form agreed by the council, and shall submit a statement of accounts at each Annual General Meeting and produce the accounts properly posted up, when required by the council.

20. Financial year and audit

Once in every year, the accounts, made up to the end of the financial year, which unless the council otherwise determines, shall end on 31 December, shall be duly audited by the independent examiners appointed for that purpose.

21. Secretary

The secretary shall keep or cause to be kept proper minutes or reports of all meetings of the institute and the council, shall summon all meetings, and shall maintain a register of the names and addresses and such other records of the members of the institute as the council may determine.

22. Education secretary

The education secretary shall be responsible for co-ordinating the educational work of the institute in such manner as the council may determine. He shall act as agent for the proper administration and carrying out of the examinations of The Chartered Insurance Institute according to the regulations prescribed by the Institute and shall give such assistance as may be prescribed in regard to the tuition schemes of The Chartered Insurance Institute.

23. Charities representative

The charities representative shall maintain contact between the members of the institute and The Insurance Charities and any institute charities committees and assist in welfare and fund raising activities.

24. Annual General Meeting

The Annual General Meeting of the institute shall be held not earlier than 1 March and not later than 10 May in each year, not less than twenty-one days' notice having been given.

At this meeting, two members shall be appointed as Independent Examiners to audit the accounts for the ensuing year.

Ten members shall form a quorum.

25. Special General Meeting

Special General Meetings of the institute may be summoned by the council, or upon the written requisition of ten members addressed to the secretary and stating the objects of the meeting. The date and hour of such meeting shall be fixed by the president, and not less than seven days' notice, with the objects of the meeting, shall be given.

At a Special General Meeting, ten members shall form a quorum.

26. The chair

At all general meetings, the president shall be the chairperson, or in his absence, the deputy president, or in his absence the meeting shall appoint one of the vice-presidents, or, failing them, any member of the council, as chairperson.

27. Voting

Every member shall have one vote. Every question submitted to an Annual General Meeting or Special General Meeting except as provided in Clauses 12f), 32 and 33 shall be decided in the first instance by a majority on a show of hands.

If a poll be demanded by at least ten members it shall take place by open voting (except in the case of elections of members of the council, in which case voting shall be by ballot), in such manner and at such time and at such place as the chairperson shall direct, and the result of the poll shall be deemed the resolution of the meeting at which the poll is demanded.

In the event of an equality of votes, whether on a show of hands, a ballot, or a poll, the chairperson shall have a casting vote in addition to the vote to which he is entitled as a member.

28. Special activities

Where it appears to the council advisable to arrange sporting activities, special activities or functions to promote personal and friendly intercourse between members, the council may make such arrangements either directly or by the appointment of a committee, and may appoint a chairperson, secretary and/or treasurer for such purposes.

Such additional fee or subscription may be charged to the members taking part in such activities or functions as the council may consider necessary.

If the council thinks fit, it may admit non-members to such activities or functions upon such terms and conditions as it may prescribe.

A statement in regard to such activities or functions and of the cost incurred or being incurred and of the money received or being received shall be submitted at each meeting of the council, and as at the close of the financial year such treasurer shall submit a full statement of the accounts, payments and liabilities and shall account to the treasurer of the institute for any balance in his possession.

29. Local committees

If it appears advisable, in the interests of members of the institute resident or working in any locality, that a local committee be formed to co-ordinate the work of the institute in that area, the council may take such steps as it deems necessary by the appointment of a committee, nominated by the council or elected with the approval of the council, from among the members in the area concerned. In connection with such local committees, a chairperson, secretary and/or treasurer may be appointed or elected in such manner as the council may deem fit.

At the close of each financial year the treasurer of the local committee shall submit to the council a full statement of the accounts, payments and liabilities.

30. Indemnity of officers

The members of the council and the officers of the institute shall be indemnified by the institute from all losses incurred by them as a result of any claim against them arising out of the discharge of their respective duties except such as happen from their own respective wilful default and no member of the council or other officer shall be liable for any other member of the council or officer, or for joining in act or receipt, or for any act of conformity or for any loss happening to the institute, unless the same shall be due to their own wilful default.

31. Bye-laws

The council shall make such bye-laws for the regulation of the proceedings of the institute as may from time to time be found necessary, provided that these bye-laws are not inconsistent with this constitution.

32. Alteration of constitution

The constitution may be altered by a resolution of an Annual General Meeting or of a Special General Meeting, in either case convened by circular with notice that an alteration is proposed, if at least two-thirds of the members of the institute present, entitled to vote and actually voting shall vote in favour thereof, or if, in the event of a poll being demanded, at least two-thirds of the members entitled to vote and actually voting shall vote in favour thereof. Any proposed alteration or addition or deletion shall be first submitted to the Council of The Chartered Insurance Institute for comment.

33. Dissolution of the local institute

The institute may be dissolved at a Special General Meeting duly called for the purpose and of which at least one month's notice in writing shall have been given to the members by circular, provided that, on a motion to that effect being duly made and seconded, not less than two-thirds of the members present and entitled to vote shall vote in favour thereof, or, in the event of a poll being demanded, not less than two-thirds of the members of the institute entitled to vote and actually voting shall vote in favour thereof.

In the event of the institute being dissolved, the surplus funds and effects shall be applied for purposes similar to the objects of the institute in such manner as may be prescribed at a Special General Meeting, and in default of any such direction shall be transferred to The Chartered Insurance Institute.

MAY 2002

BYE-LAWS

1. Unless otherwise provided by the constitution, all meetings of the institute may be called by circular or advertisement. A notice given by advertisement shall be deemed to be given on the date of its first publication, and a notice given by circular shall, if it is posted to a member at his recorded address, be deemed to be given to such member twenty-four hours after the time of posting.
2. All papers, etc., presented by members for reading at the meetings of the institute shall, unless otherwise arranged with the council, be considered the property of the institute and shall be deposited with the secretary of the institute for the use of members. Any papers not published by or for the institute within twelve months of the close of the session may then be published by the author.
3. The institute shall have power to publish any records of its meetings, or lectures delivered to it, if so desired, and may include such other information in regard to the institute as the council may think fit.
4. Members shall be entitled to peruse a copy of the constitution and bye-laws of the institute, which shall be kept by the secretary, and shall in any event be deemed to have accepted the same.
5. Members are permitted to introduce friends to a meeting, subject to such regulations as the council from time to time may prescribe.
6. Members must observe any rules which may be prescribed by the council for the use of the library of the institute.

MAY 2002