

## **DRAFT**

### **MODEL CONSTITUTION FOR LOCAL INSTITUTES**

#### **1. Title**

- 1.1 The constitution of the "The Insurance Institute of ....." [The .....Insurance Institute" [other.....] ("the Institute")

#### **2. Definitions**

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

- a) "AGM" means Annual General Meeting of the Institute.
- b) "Bye-laws" means any bye-laws for the Institute agreed by the Council for the regulation of the Institute, which should be consistent with this constitution.
- c) "Charter" means the Original Charter of the CII granted on the 5th February 1912 and the Supplemental Charter granted to it on the 27th January 1987 as from time to time amended or added to.
- d) "CII" means The Chartered Insurance Institute.
- e) "Council" means the governing body of the Institute.
- f) "Institute" or "Local Institute" means an independent insurance institute which has been established in any part of the United Kingdom, the Channel Islands or the Isle of Man by members of the CII and which has been approved by the Board of the CII.
- g) "Member" means a member of the Institute.
- h) "Officers of the Institute" mean the President, Deputy President, Secretary and Treasurer of the Institute.
- i) "SGM" means Special General Meeting of the Institute.

- 2.2 In this constitution, unless the context otherwise requires, the singular shall include the plural and vice versa.

#### **3. Purpose**

- 3.1 The purpose of the Institute (also called its objects) shall be to adopt, promote and advocate as far as applicable the objects of the CII as defined in its Charter (see Appendix). These seek to broaden education of Members and promote best practice and build public trust in the insurance profession.

#### **4. Membership**

- 4.1 Membership of the Institute shall be open to:-

- a) CII Members who live or work in the postal code areas covered by the Institute;  
or

- b) such other CII Members from outside the Local Institute's postal code area who apply to become a Member.

4.2 Membership of the Institute shall cease if:-

- a) the Member ceases to be a CII Member for any reason; or
- b) the Member tenders their resignation in writing to the Council; or
- c) the Member joins another Local Institute.

4.3 All Members are obliged to act in accordance with the CII's Code of Ethics.

4.4 A copy of the Institute's constitution shall be kept by the Secretary and posted on the Local Institute's web site and is deemed as agreed and binding on all Members.

**5. Funding**

5.1 The Institute shall, in accordance with Rule 44f of the Bye-laws of the CII, be awarded in respect of each year a grant at such rate or rates as may be fixed at the AGM of the CII.

5.2 Such annual grant, together with any further grants which may be awarded by the CII and together with any other monies or funds which may be held by or subsequently received by the Institute, whether by way of gift, bequest, or as the result of payment for activities organised by the Institute or on its behalf, shall become the property of the Institute.

5.3 No subscription shall be payable to the Institute for membership.

**6. Governing body**

6.1 The Institute shall be governed by the Council.

6.2 Members of the Council are appointed from the Institute's membership.

6.3 Subject to the general provisions of clause 3 of this Constitution, the government and control of the Institute, its property, affairs and business shall be vested in the Council in accordance with the provisions of this constitution. The Council shall arrange such meetings as may be considered necessary for the effective and efficient administration of the Institute and the organisation of its activities.

6.4 The Council may from among its own members or wider Institute Membership appoint committees and subcommittees and assign to them such duties as it shall think fit.

**7. President and Deputy President**

7.1 There shall be one President and one Deputy President of the Institute who shall be nominated annually at a meeting of the Council held prior to the Institute's AGM, and shall be proposed for election at the AGM.

7.2 The President and Deputy President shall be elected to hold office for the forthcoming year and shall be eligible for re-election.

7.3 On appointment, the President shall set out the objectives for their term of office which shall be in accordance with the provisions of clause 3.

## **8. Vice-Presidents**

- 8.1 There may be up to four Vice-Presidents, who shall be appointed annually by the Council and ratified at the AGM, subject to clause 9.3, below.
- 8.2 The Vice-Presidents shall be Institute Members who have either previously held the office of President of the Institute or who otherwise warrant special consideration due to their service to the CII or the Institute, their position or reputation in insurance.
- 8.3 The Vice-Presidents shall retire annually but shall be eligible for reappointment. Vice Presidents are members of the Council and are eligible for appointment to specific Council posts.
- 8.4 There may also be one or more Honorary Life Vice-Presidents elected in recognition of their exemplary service to the Institute. Honorary Life Vice-Presidents are not required to retire annually and are not subject to re-election.

## **9. The Council**

- 9.1 The Council shall consist of the following:
  - a) the President and Deputy President;
  - b) the Secretary and Treasurer who are appointed at the AGM to hold office until the close of the next AGM, where they shall be eligible for re-appointment;
  - c) Members holding other Institute roles, appointed at the AGM who serve until the close of the next AGM, where they shall be eligible for re-appointment;
  - d) any Vice-Presidents;
  - e) the chairs of any committees and subcommittees established under clause 10 as *ex-officio* members;
  - f) up to five other Members who are appointed at the AGM who serve until the close of the next AGM, where they shall be eligible for re-appointment.
- 9.2 The President, Deputy President, Secretary and Treasurer are the Officers of the Institute.
- 9.3 All members of the Council shall retire annually at the AGM but shall be eligible for re-election.
- 9.4 At its meeting prior to the AGM, the Council determines those Institute Members to recommend for Secretary, Treasurer, Vice President and other Council member roles (ie those specified under clauses 9.1b, 9.1c, 9.1d and 9.1f above) for ratification by Members at the AGM in accordance with clause 15.3.
- 9.5 Council members shall automatically cease to be Council members if their membership of the Institute ceases either voluntarily or involuntarily.
- 9.6 The Council has the power to terminate a Council member's appointment if circumstances arise which warrant this. Such a motion must be passed in a vote by not less than two thirds of the Council members present.

- 9.7 The Council may function notwithstanding that one or more posts may not have been filled at the AGM or any subsequent vacancy. Should a vacancy occur, the Council may appoint any suitable Institute Member to fill such a vacancy until the next AGM.

## **10. Committees and Sub-committees**

- 10.1 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.
- 10.2 Members of committees will be nominated by the Council. The Institute's President, the Deputy President and the Treasurer shall be *ex-officio* members of all committees.
- 10.3 Council may appoint one or more of its number as chair and/or secretary of any such committee.
- 10.4 Three members of a committee shall form a quorum.
- 10.5 The Council may establish a sub-committee to co-ordinate the work of the Institute in a particular local area if it determines that it is in the interests of Members resident or working there.
- 10.6 Members of such local sub-committees will be nominated by the Council or elected with the approval of the Council from among the Members in the area concerned. A chairman, secretary and/or treasurer may be appointed or elected to the local sub-committee in such manner as the Council may deem fit.
- 10.7 At the close of each financial year the chair of a committee or sub-committee shall submit to the Council a full statement of any receipts, payments and liabilities and shall account to the Institute Treasurer for any balance in their possession.

## **11. Financial Accounting**

- 11.1 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 to the Council for adoption at each AGM as part of the Local Institute's annual returns.
- 11.2 The accounts of the Institute made up to the end of the financial year, which unless the Council otherwise determines shall end on 31 December. For Institutes with a total income above £250k, these accounts should be audited by a qualified auditor. For all other Institutes, the accounts should be independently examined by a qualified individual who is a member of one of the UK's accountancy bodies, with the exception of Institutes with a total income of less than £7k who may appoint an examiner who is not a member of one of the accountancy bodies but who must demonstrate sufficient financial awareness, numeracy skills and relevant experience to carry out the work and make the judgements required.

## **12. Meetings of the Council**

- 12.1 The Council shall meet at least three times during the calendar year or at such times as the President considers necessary.

- 12.2 A special meeting of the Council may be summoned by the Secretary on receipt of a written request from three Council members stating the purpose of the meeting.
- 12.3 The Secretary will give Council members at least seven days' notice of the time and place of a meeting and provide the agenda.
- 12.4 The President shall chair meetings. In their absence, the Deputy President, or if no Deputy President is present, a member of Council elected from within their own number, will chair.
- 12.5 Three members shall form a quorum. Attendance may be in person or via electronic or audio-visual means.
- 12.6 Decisions are usually made by consensus. In the event of a vote being tied, the chairperson shall have a casting vote, with the exception of votes in accordance with clause 9.6.
- 12.7 The Secretary shall keep or cause to be kept proper minutes or reports of all meetings of the Institute and the Council.

### **13. Annual General Meeting (AGM)**

- 13.1 An AGM shall be held each year, usually between 1 March and 31 May. Notice of the AGM will be issued to Members at least 21 days in advance of the AGM; this may be sent by electronic means.
- 13.2 The Council determines arrangements for the AGM, including whether Members may join by electronic or audio-visual means.
- 13.3 General Meetings of the Institute other than the AGM are to be designated as Special General Meetings.
- 13.4 The Ordinary Business of an AGM shall be i) to elect the President and Deputy President, ii) to ratify the appointment of Vice-Presidents and all other Council members, iii) to receive and adopt the report and accounts, and iv) to appoint the individual examiner or professional auditor of the financial accounts to serve until the close of the next AGM.
- 13.5 All other business at an AGM shall be designated Special Business.
- 13.6 Matters of Special Business may be included on the AGM agenda at the request of Council or any Member. Members submitting a motion for inclusion must lodge this with the Secretary no later than ten days before the date set for the AGM.
- 13.7 All Members attending an AGM, whether in person or by any electronic or audio-visual means determined by the Council, will be included as being present for the purposes of the quorum. In the event of unexpected electronic or related equipment failure or interference to transmission rendering two way communication impossible, the quorum will be deemed to have been proportionately reduced for the duration of the failure or impaired transmission or until the close of the meeting, whichever comes first.
- 13.8 Five Members shall form a quorum [for an Institute whose membership is less than 150].  
Eight Members shall form a quorum [for an Institute whose membership is between 150 and 2000].  
Ten Members shall form a quorum [for an Institute whose membership is above 2000].

- 13.9 The President shall chair the AGM, or in their absence, the Deputy President. In the absence of a Deputy President, the meeting shall appoint a member of Council from within their number to chair.

#### **14. Special General Meeting (SGM)**

- 14.1 Special General Meetings of the Institute may be summoned by the Council, or at the written request of ten Members addressed to the Secretary and stating the purpose of the meeting.
- 14.2 The date and time of an SGM shall be fixed by the President, with at least 14 days' notice of this provided to all Members.
- 14.3 The quorum at an SGM shall be in accordance with Clause 13.8, and chaired in accordance with Clause 13.9.

#### **15. Voting at AGMs and SGMs**

- 15.1 Only Institute Members are entitled to vote. Every Member shall have one vote.
- 15.2 Every motion put before an AGM or SGM shall be decided by a vote and passed by a simple majority, with the exception of i) the ratification of the appointment of Vice Presidents and other Council members as detailed in clause 15.3, and ii) any resolutions relating to the changes to the constitution or dissolution of the Institute (see clauses 17.1 and 18.1). In the event of an equality of votes, the chair shall have a casting vote in addition to the vote to which they are entitled as a Member.
- 15.3 The Council's recommended candidates for Vice-President and all other Council member roles with the exception of the President and Deputy President may be ratified en bloc by Member vote.

#### **16. Responsibilities and indemnity of Council members**

- 16.1 All Council members of the Institute are expected to comply with CII policies where these are relevant to their work and that of the Institute. Guidance on these policies and their relevance to Local Institutes is provided on Network KnowHow.
- 16.2 The CII shall arrange Directors and officers (D&O) liability insurance to protect Council members of the Institute from personal losses incurred by them as a result of any claim against them arising out of the discharge of their respective Institute duties, except such as happen from their own respective wilful default. No member of the Council shall be liable for the acts or defaults of any other member of Council or Institute Member or for joining in the execution of any document or the doing of any act for the sake of conformity, or for any loss happening to the Institute unless the same shall be due to their own wilful negligence.
- 16.3 The Council is expected to ensure that the Institute has appropriate policies, processes and insurances in place to manage its operations and legal obligations.

#### **17. Alteration of constitution**

- 17.1 Subject to the Council having first submitted such alterations to the Professional Standards Department of the CII for comment, the constitution may be altered by a

resolution at an AGM or SGM if passed by at least two-thirds of the Members present and entitled to vote and actually vote in its favour.

## **18. Dissolution of the Institute**

- 18.1 The Institute may be dissolved at an AGM or SGM especially called for the purpose 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 its favour.
- 18.2 In the event of the Institute being dissolved, the surplus funds and effects shall be applied for purposes similar to the purpose (or objects) of the Institute in such manner as may be prescribed at an SGM or shall be transferred to the CII if an SGM is not held.
- 18.3 Where the Institute has failed to form a Council competent to exercise the duties under this Constitution, the CII will contact Institute Members at their last known address and seek Members who are willing and able to serve as Council Officers and other Council members.
- 18.4 In the event that insufficient or inadequate responses from Institute Members prevent a valid Council from being formed, the Institute shall be deemed to be dissolved. The last known Officers of the Institute shall be responsible for producing a statement of affairs, finalising matters of administration, running off the Institute to a close in a co-operative, open, honest, transparent and orderly manner.

## **19. 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.

**Appendix: Extract of the Supplemental Charter of the Chartered Insurance Institute (1987)**

3. The objects and purposes for which the Institute\* is constituted are as follows:

- (a) To promote efficiency and improvement in the practice of insurance among persons engaged or employed in that activity, whether Members of the Institute or not, to render the conduct of such business more effective and professional, to secure and justify the confidence of the public and employers by the conduct of reliable tests of the competence of persons engaged or employed in insurance and the provisions of reliable assurances of their trustworthiness and to provide and maintain a central organisation for those purposes;
- (b) To promote and assist the study of any subjects bearing on any branch of insurance;
- (c) To collect and form a body of expert opinion on the law and practice relating to all things connected with insurance;
- (d) To exercise supervision and control over the professional standards and conduct of the Members. To seek to improve the professional status of Fellows and Associates and to promote the interests, welfare and advancement of the Members in general;
- (e) To provide information and advice about employment in insurance for Members and others;
- (f) To assist Members and the dependants of Members or of deceased Members suffering financial hardship by such measures as may be deemed appropriate and to contribute directly or indirectly to the work of the Insurance Charities and any other appropriate fund or Charity.

*\*Chartered Insurance Institute*