



NEW CONSTITUTION FOR APPROVAL AT AGM

THE INSURANCE INSTITUTE OF LONDON **CONSTITUTION AND BYE-LAWS 2021**

1. Title

- 1.1 The constitution of the "The Insurance Institute of London" ("the Institute").

2. Definitions

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

- a) "AGM" means the Annual General Meeting of the Institute.
- b) "Bye-laws" means any Byelaws 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 the 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 following 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 website and is deemed as agreed and binding on all Members.

5. Funding

5.1 The Institute shall, under Rule 44f of the Byelaws 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 under the provisions of this constitution. The Officers of the Institute may appoint a secretary and or other persons with such remuneration and upon terms as they may think fit and may from time to time remove or suspend them and appoint another or others in their place. The Institute Secretary shall arrange meetings of Council as members of Council may consider necessary for the effective and efficient administration of the Institute and the organisation of its activities.

6.4 The Council may from among its 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 before 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 under the provisions of clause 3.

8. Vice-Presidents

- 8.1 There may be up to three 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. In making recommendations for Honorary Vice Presidents the Nominations Committee shall consider the following as guides, however, the Nominations Committee retains the discretion to recommend Honorary Vice Presidents as it sees fit:
- 15 years or more of voluntary service to the Institute.
 - Chairing of an Institute Committee for 5 years or more.
 - Exemplary service to the Institute.
 - Exemplary contribution to the wider profession as a volunteer and/or practitioner.
 - Recognised industry leader.
 - Emerging leader active with the Institute and/or voluntary industry groups.

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 are appointed at the AGM to hold office until the close of the next AGM, where they shall be eligible for re-appointment; self-nomination for the posts of President and Deputy President are not permitted as this is for the Nominations Committee to propose and Council to approve; all offers from members who want to volunteer will be considered.
 - b)
 - c) the Deputy President-Designate is appointed at the AGM to hold office until the close of the next AGM, where they shall be eligible for re-appointment; The CII Local Institute Assessment Criteria require identification of the next TWO presidents. IIL has created the position of Deputy President-Designate, who is also a member of Council; self-nomination for the post of Deputy President-Designate is not permitted as this is for the Nominations Committee to propose and Council to approve; all offers from members who want to volunteer will be considered.
 - d) the Treasurer is appointed at the AGM to hold office until the close of the next AGM, where they shall be eligible for re-appointment; self-nomination for the post of Treasurer is not permitted as this is for the Nominations Committee to propose and

Council to approve; all offers from members who want to volunteer will be considered.

- e) the Immediate Past President;
 - f) the Secretary (a non-voting member of Council due to being a permanent member of staff);
 - g) Members holding other Institute roles, such as CII Local Institute National Forum Representatives, appointed at the AGM who serve until the close of the next AGM, where they shall be eligible for re-appointment;
 - h) Up to 3 Vice-Presidents appointed at the AGM to hold office until the close of the next AGM, where they shall be eligible for re-appointment;
 - i) the chairs of any committees and subcommittees established under clause 10 as *ex-officio* members, appointed at the AGM to hold office until the close of the next AGM, where they shall be eligible for re-appointment;
 - j) 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; the CII's Local Institute Assessment Criteria suggest that the IIL's three largest employers of IIL members are represented on Council.
- 9.2 The President, Deputy President, Immediate Past President and Treasurer are 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 before the AGM, the Council determines those Institute Members to recommend for Deputy President-Designate, Treasurer, Vice Presidents and other Council member roles (i.e., those specified under clauses 9.1b, 9.1c, 9.1f, 9.1g, 9.1h, 9.1.i above) for ratification by Members at the AGM under 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 procedure.
- 10.2 Members of committees will be nominated by the Council. Subject to the permission of the relevant Committee Chair, Committee members may send an alternate to represent them at meetings, who will have voting rights. The Institute's President, the Deputy President and the Treasurer shall be *ex-officio* members of all committees. The Institute Secretary, or a member of the IIL Secretariat, shall participate in all committee

meetings. The Secretariat shall convene committee meetings as the Chair may decide and keep records of the proceedings.

- 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 chairperson, 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 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. These accounts should be audited by a qualified auditor.
- 11.3
- 11.4 Only IIL Officers and staff may agree to a contract or other financial commitment in the name of the IIL.

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 number, will chair.
- 12.5 Three Council 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, except for votes under clause 9.5.
- 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 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 or with the approval of the Council. Members submitting a motion for inclusion must lodge this with the Secretary no later than 21 days before the date set for the final meeting of Council before 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 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 Ten Members shall form a quorum at an AGM and SGM.
- 13.9 The President shall chair the AGM, or in their absence, the Immediate Past President. In the absence of the Immediate Past President, the meeting shall appoint a member of Council from within their number to the 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. Institute staff who are also Institute Members are excluded from voting.
- 15.2 Every motion put before an AGM or SGM shall be decided by a vote and passed by a simple majority, except for 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-Presidents and all other Council member roles except for 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 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 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 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 If 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 cooperative, open, honest, transparent and orderly manner.

19. Byelaws

The Council shall make such byelaws for the regulation of the proceedings of the Institute as may from time to time be found necessary, provided that these Byelaws are not inconsistent with this constitution.

Byelaw

1. The copyright of all material published by the Institute by any means (paper or digital) shall be considered the property of the Institute and the copyright thereof shall be vested in the Institute.

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*