

CONSTITUTION OF THE INSURANCE INSTITUTE OF THE ISLE OF MAN

1. Title

The constitution of the Insurance Institute of the Isle of Man (hereinafter referred to as “the IOM 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 IOM institute;
- b) “CII” means The Chartered Insurance Institute;
- c) “Council” means the governing body of the IOM institute;
- d) “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;
- e) “Member” means a member of the IOM institute but shall not include honorary members or social members; and
- f) “SGM” means Special General Meeting of the IOM institute.

2.2 In this constitution, unless the context otherwise requires, words denoting the masculine gender include the feminine and vice versa.

3. Objects

3.1 The objects of the IOM institute shall be to adopt, promote and advocate as far as applicable the objects of the CII as defined in its Charter and otherwise to broaden education in the insurance industry and promote best practice in the profession of insurance.

4. Membership

4.1 Membership of the IOM institute shall be open to:

- a) CII members who live or work in the Isle of Man; or
- b) such other CII member who applies to become a Member.

4.2 Membership of the IOM institute shall cease if:

- a) the Member ceases to be a CII member; or
- b) the Member joins another Local Institute.

4.3 Members shall be entitled to view a copy of the IOM institute's constitution, which shall be kept by the secretary, and published on the IOM institute's website, and is deemed as agreed and binding on all Members.

5. Honorary members

5.1 The Council shall have power to elect as honorary members CII members by virtue of their service to the CII or the IOM institute.

5.2 Honorary members are not Members, shall not be eligible for election to the Council or to office, and shall have no vote at meetings of the IOM institute.

6. Social members

6.1 The Council shall have power to elect as social members any person who is engaged or employed in insurance and who works or lives in the Isle of Man.

6.2 Social members shall pay such subscription to the IOM institute as the Council shall fix from time to time but shall not be eligible for election to the Council or to office, except in a committee exclusively concerned with social matters, and shall have no vote at meetings of the IOM institute.

6.3 A social member is not a Member.

6.4 This clause shall operate without prejudice of the right of any Member to enjoy, without payment of an additional subscription, any such facilities, programmes or events as are enjoyed by social members.

6.5 The Council shall keep a permanent register of all persons who are or have been at any time social members.

7. Subscriptions

7.1 Except as provided in clause 6, no subscription shall be payable to the IOM institute for membership save that the Council may require the payment of an additional subscription by Members wishing to participate in sporting activities and other special activities, services or facilities the subject of Clause 32.

8. Finance

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

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

9. Governing body

9.1 The IOM institute shall be governed by the Council.

10. President and deputy president

- 10.1 There shall be one president and one deputy president of the IOM institute who shall be nominated annually at a meeting of the Council to be held not later than 21 days before the AGM, and shall be proposed for election at the AGM, to hold office from the close of the AGM at which the election takes place to the close of the next AGM.
- 10.2 The president and deputy president shall be eligible for re-election.

11. Vice presidents and honorary life vice presidents

- 11.1 There may be any number of vice presidents and honorary life vice presidents. The vice presidents subject to Clause 11.2(b) below shall be appointed by the Council.
- 11.2 The vice presidents shall consist of the following:
- a) the 3 Members who have last held the office of president of the IOM institute; and
 - b) such CII members of whose service to the CII or the IOM institute, or whose position or reputation in insurance, warrants special consideration.
- 11.3 The vice presidents shall retire annually, but, subject to nomination provided for in this clause, shall be eligible for re-election by the Council.
- 11.4 The Council may nominate to an AGM for election as an honorary life vice president any CII member who, in the opinion of the Council, has given exemplary service to the IOM institute on a local or national basis.
- 11.5 Honorary life vice presidents are not required to retire annually, and are not subject to re-election.

12. The Council

- 12.1 The Council shall consist of the following:
- a) the president and deputy president;
 - b) up to 4 vice presidents chosen from among their number by annual election to be *ex-officio* members of the Council, of whom at least 2 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 be entitled to vote only in the absence of and as instructed by their principal officer;
 - d) the chairman of any local committee appointed under clause 33;
 - e) up to 10 other Members, who shall be elected by ballot at the AGM; and
 - f) any CII Representative Council members (*ex-officio*) for the duration of their appointment to the CII's Representative Council.

- 12.2 Any candidate for election as a member of the Council under 12.1(e) 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 IOM institute not less than 14 days before the AGM.
- 12.3 The ballot referred to under 12.1(e) above shall be a written ballot in which all Members present and entitled to vote (or, if a poll is demanded, all Members entitled to vote) shall be permitted to take part. 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 be elected.
- 12.4 Save for CII Representative Council members who remain as *ex-officio* members of Council throughout their tenure as constituency representative at the CII Council, all other members of the IOM institute's Council shall retire annually at the AGM, but shall be eligible for re-election.
- 12.5 The Council may function notwithstanding that one or more posts may not have been filled at the AGM and notwithstanding any subsequent casual vacancy.

13. Secretary, treasurer and education secretary

- 13.1 A secretary, a treasurer and an education secretary shall be elected each year at the AGM, to hold office until the close of the next AGM and to be eligible for re-election.

14. Other officers

- 14.1 If the Council so decides, a membership secretary, a charities representative and/or any other officers as may be considered necessary for the proper conduct of the affairs of the IOM institute, may be elected each year at the AGM to hold office until the close of the next AGM

15. Casual Vacancies

- 15.1 Should a vacancy occur in the offices of president, deputy president, secretary, membership secretary, treasurer, education secretary or any other office including members of Council elected by ballot at a previous AGM, the Council may appoint any Member to fill such a vacancy until the next AGM.
- 15.2 Should a vacancy occur among the vice presidents nominated to membership of the Council under Clause 12 the vice presidents for the time being may appoint one of their number to fill such a vacancy.

16. Functions of the Council

- 16.1 Subject to the general provisions of clause 3, the government and control of the IOM institute and its property, affairs, and business shall be vested in the Council subject to the provisions of this constitution. The Council shall arrange such meetings as may be considered advisable for the efficient administration of the IOM institute and the organisation of such educational, charitable, social and sporting activities that at its sole discretion it sees fit to authorise.
- 16.2 The Council may from among its own members or from among the Members appoint committees and assign to them such duties as it shall determine.

17. Committees

- 17.1 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.
- 17.2 The president or deputy president and the secretary shall be members *ex-officio* of all committees.
- 17.3 3 members of a committee shall form a quorum.
- 17.4 Council may appoint one or more of its number as chairman and/or secretary of any such committee.

18. Accounts

- 18.1 The treasurer shall keep or cause to be kept a proper account of the receipts and payments of the IOM institute and of the matters in respect of which such receipts and payments take place and the property, assets and liabilities of the IOM institute, in the form agreed by the Council, and shall submit a statement of accounts to the Council for adoption at each AGM.

19. Financial year and audit or review

- 19.1 The financial year shall end on 31 December, or at such time as Council otherwise determines.
- 19.2 Once in every year the accounts of the IOM institute shall be duly audited by a professional auditor appointed for that purpose or appointed for the purpose of providing an assurance report, or shall be reviewed by 2 or more competent persons for completeness and accuracy.
- 19.3 Where the accounts are reviewed for completeness and accuracy, the review must be carried out by 2 or more competent persons who must be fully paid-up Members, but who may not be a member of Council.
- 19.4 The persons carrying out the review of completeness and accuracy must be approved at an AGM or an SGM.
- 19.5 For the purposes of the review of completeness and accuracy, the IOM institute shall indemnify those appointed to undertake the review from all losses incurred by them as a result of any claim against them arising out of the discharge of their duty except such as happen from their own respective wilful default or negligence.
- 19.6 For the purposes of the review of completeness and accuracy, a person shall be considered competent if they hold a CII accreditation or can demonstrate a number of years' experience in insurance at a senior level, or hold another relevant professional qualification.

20. Secretary

- 20.1 The secretary shall keep or cause to be kept proper minutes or reports of all meetings of the IOM institute and the Council and shall summon all meetings.

21. Membership secretary

- 21.1 The membership secretary shall maintain a register of the names and addresses as provided monthly by the CII, and such other records of the Members as Council may determine.

22. Education secretary

- 22.1 The education secretary shall be responsible for co-ordinating the educational work of the IOM institute in such manner as the Council may determine and shall give practical assistance and guidance to Members with regard to the tuition schemes of the CII. Where the IOM institute runs the examination centre, the education secretary shall act as agent for the proper administration and carrying out of the examinations of the CII according to the regulations prescribed by the CII.

23. Charities representative

- 23.1 Subject to any criminal records check as the law may require, any charities representative shall maintain contact between the Council, any charities committee, the Members, The Insurance Charities and other charitable bodies, and co-ordinate welfare and fund raising activities.

24. Notice of meetings

- 24.1 Subject to Clause 26 below, unless otherwise provided, all meetings of the IOM institute may be called by email, 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 24 hours after the time of posting.

25. Meetings of the Council

- 25.1 The Council shall meet not less than 4 times during the calendar year or at such times as the president for the time being may consider necessary.
- 25.2 A special meeting of the Council shall be summoned upon the requisition of 3 members thereof addressed to the secretary and stating the object of the meeting.
- 25.3 The date and hour of any meeting of the Council shall be fixed by the president, and not less than 7 days' notice, with the objects of the meeting, shall be given.
- 25.4 At all meetings of the Council, the president shall be chairman. In his absence the deputy president, or if no deputy president is present, a member of Council elected from within their own number. 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 of Council.
- 25.5 5 members shall form a quorum and clause 28 shall apply.

26. Annual General Meeting (AGM)

- 26.1 The AGM of the IOM institute shall be held not earlier than 1 March and not later than 31 May in each year. Not less than 21 days' notice of the AGM must be given to all Members either in electronic form or by hard copy. For Members who have not provided the IOM institute with an email address, notice must be sent by post.

- 26.2 The AGM notice shall be posted on the IOM institute's website no later than 21 days before the date set for the meeting.
- 26.3 General Meetings of the IOM institute other than the AGM are to be designated as Special General Meetings.
- 26.4 The Ordinary Business of an AGM shall be:
- a) to elect the president and deputy president;
 - b) to receive and adopt the report and accounts;
 - c) to appoint any two or more competent Members or a professional auditor to serve until the close of the next AGM; and
 - d) to elect as members of Council, insofar as applicable, the secretary, treasurer, education secretary, vice presidents, any other officers, any delegate to the CII Representative Council, any other Members elected by ballot, and any new honorary life vice presidents.
- 26.5 All other business at an AGM shall be designated Special Business.
- 26.6 Matters of Special Business may be included on the AGM agenda by Council or any Member. Members submitting a motion for inclusion must lodge this with the Secretary no later than 10 days before the date set for the AGM.

26.7 10 Members shall form a quorum.

27. Special General Meeting (SGM)

- 27.1 Special General Meetings of the IOM institute may be summoned by the Council, or upon the written requisition of 10 Members addressed to the secretary and stating the objects of the meeting.
- 27.2 The date and hour of an SGM shall be fixed by the president, and not less than 14 days' notice must be given to all Members with the objects of the meeting either and otherwise in accordance with the provisions of clause 26.1.
- 27.3 The quorum at an SGM shall be in accordance with Clause 26.7.

28. Quora

- 28.1 Attendance at AGMs and SGMs must be in person.
- 28.2 Attendance at Council or committee meetings, including attendance for voting purposes only, may be in person or via such electronic or audio visual means as the Council may agree from time to time, provided that such attendance by electronic or audio visual means has been notified to the president and/or secretary at least 24 hours in advance of the date and time notified for the meeting, and that unexpected electronic or related equipment failure will not cause the meeting to be delayed or adjourned where a quorum is physically present unless the quorum physically present resolve otherwise.

28.3 A member of Council attending by such authorised and permitted electronic or audio visual means 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.

29. The chairman

29.1 At all AGMs and SGMs, the president shall be the chairman, or in his absence, where applicable the deputy president. In the absence of a deputy president the meeting shall appoint a member of Council from within their number.

30. Voting

30.1 Every Member shall have one vote. Every motion put before an AGM or an SGM, except as provided in clauses 12.1(e) and 12.3 shall be decided in the first instance by a majority on a show of hands.

30.2 If a poll is demanded by at least 10 Members it shall take place by postal ballot to all Members within 28 days, in such manner and at such time and at such place as the chairman shall direct, and the result of the poll shall be deemed the resolution of the meeting at which the poll is demanded.

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

31. Meeting administration

31.1 All papers, documents and materials presented by Members for use at the meetings of the IOM institute shall, unless otherwise agreed by the Council, be considered the property of the IOM institute and shall be deposited with the secretary for the use of Members as the Council sees fit. The Council in publication however shall acknowledge the author's right to be named as author and ensure this is prominently publicised.

31.2 The IOM 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 IOM institute as the Council may think appropriate.

31.3 Members may be permitted to introduce non-members to meetings of the IOM institute, subject to such authorisation and or regulations as the Council from time to time may prescribe.

32. Special activities

32.1 Where it appears to the Council advisable to arrange sporting activities, special activities or functions to promote professional and friendly relations between Members, the Council may make such arrangements directly or by the appointment of a committee, and may appoint a chairman, secretary and/or treasurer for such purposes.

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

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

32.4 A statement with regard to such activities or functions and of the cost incurred or to be incurred and of the funds received or anticipated shall be submitted at each meeting of the Council, and at the close of the financial year the chairman of the committee shall submit to Council a full statement of the receipts, payments and liabilities and shall account to the treasurer for any balance in his possession.

33. Local committees

33.1 If it is in the interests of Members resident or working in any locality, that a local committee be formed to co-ordinate the work of the IOM institute in that area, the Council may take such steps as it deems necessary by 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 chairman, secretary and/or treasurer may be appointed or elected in such manner as the Council may deem appropriate.

33.2 At the close of each financial year the chairman of the local committee shall submit to the Council a full statement of the receipts, payments and liabilities and shall account to the treasurer for any balance in his possession.

34. Indemnity of officers

34.1 The members of Council and the officers of the IOM institute shall be indemnified by the IOM 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 Council or other officer shall be liable for the acts or defaults of any other member of Council, officer or 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 IOM institute unless the same shall be due to his own wilful negligence.

35. Alteration of constitution

35.1 Subject to Council having first submitted such alterations to the Legal & Secretariat Department of the CII for comment, the constitution may be altered by a resolution of an AGM or of an SGM, in either case convened by notice detailing the resolution or resolutions proposed, where at least two-thirds of the Members present, entitled to vote and actually voting, vote in its favour. In the event of a poll being demanded, in so far as applicable the procedures in Clause 30.2 and 30.3 shall be followed with at least two-thirds of the Members entitled to vote and returning valid ballot forms, voting in favour.

36. Dissolution of the IOM institute

36.1 The IOM institute may be dissolved at an AGM or an 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, or, in the event of a poll being demanded, not less than two-thirds of the Members entitled to vote and returning valid ballot forms, voting in favour. In so far as applicable the procedures in Clause 30.2 and 30.3 shall be followed.

- 36.2 In the event of the IOM institute being dissolved, the surplus funds and effects shall be applied for purposes similar to the objects of the IOM institute in such manner as may be prescribed at an SGM and in default of any such direction shall be transferred to the CII.
- 36.3 Where the IOM institute has failed to form a Council sufficient in number to exercise the duties under this constitution, the CII will contact Members at their last known address (which in this context includes any email address) and seek Members who are willing and able to serve as Council officers.
- 36.4 In the event that insufficient or inadequate responses from Members prevent a valid Council from being formed, the IOM institute shall be deemed to be dissolved. The last known officers of the IOM institute shall be responsible for producing a statement of affairs, finalising matters of administration, and running off the IOM institute to a close in a co-operative, open, honest, transparent and orderly manner.
- 36.5 Any surplus funds remaining thereafter shall be returned to the CII.