

CONSTITUTION OF THE INSURANCE INSTITUTE OF GUERNSEY

1. Title

1.1 The constitution of the "The Insurance Institute of Guernsey" (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) "CII" means The Chartered Insurance Institute.
- c) "Council" means the governing body of the 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 Institute but shall not include honorary members or social members.
- f) "SGM" means Special General Meeting of the 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 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 Institute shall be open to:

- a) CII Members who live or work in the Bailiwick of Guernsey; or
- b) such other CII Member who applies to become a Member.

4.2 Membership of the Institute shall cease if:

- i) the Member ceases to be a CII Member; or
- ii) the Member tenders his or her resignation in writing to the Council; or
- iii) the Member joins another Local Institute.

4.3 Members shall be entitled to view a copy of the Institute's constitution, which shall be kept by the secretary, posted on the Institute's web site, and is deemed as agreed and binding on all Members.

CONSTITUTION OF THE INSURANCE INSTITUTE OF GUERNSEY

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 Institute.
- 5.2 Honorary members are not Members of the Institute and shall not be eligible for election to the Council or to office and shall have no vote at meetings of the 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 Bailiwick of Guernsey.
- 6.2 Social members shall pay such subscription to the 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 Institute.
- 6.3 A social member is not a Member of the Institute.
- 6.4 This clause shall operate without prejudice of the right of any Member of the Institute 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 social members.

7. Subscriptions

- 7.1 Except as provided in clause 6, no subscription shall be payable to the 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 31.

8. Finance

- 8.1 The 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 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

- 9.1 The 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 Institute who shall be nominated annually at a meeting of the Council to be held not later than 28 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.

CONSTITUTION OF THE INSURANCE INSTITUTE OF GUERNSEY

10.2 Subject to clause 10.3 below, the president and deputy president shall be eligible for re-election.

10.3 The president shall not hold office for more than three consecutive terms of one year, and thereafter is eligible for re-election.

11. Vice-presidents

11.1 There may be any number of vice-presidents. The vice-presidents subject to Clause 11.2(b) below shall be appointed by 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 Institute;
- b) such CII Members of whose service to the CII or the 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 that 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 17;
- e) up to 7 other Members, who shall be elected by ballot at the AGM;
- f) any CII Representative Council Members (*ex officio*) for the duration of their appointment to the CII's Representative Council.

12.2 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.

CONSTITUTION OF THE INSURANCE INSTITUTE OF GUERNSEY

12.3 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 Council shall retire annually at the AGM, but shall be eligible for re-election.

12.4 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 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 AGM, to hold office until the close of the next AGM.

14.2 No officer as detailed in Clause 13.1 and 14.1 shall serve more than three consecutive years in one office.

15. Casual Vacancies

15.1 Should a vacancy occur in the offices of president, secretary, treasurer, education secretary or any other office including members 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 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 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 think fit.

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

17.3 3 members of a committee shall form a quorum.

CONSTITUTION OF THE INSURANCE INSTITUTE OF GUERNSEY

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 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.

19. Financial year and audit

19.1 Once in every year, 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, shall be duly audited by 2 or more competent persons, or a professional auditor, appointed for that purpose.

20. Secretary

20.1 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 as the Council may determine.

21. Education secretary

21.1 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 CII according to the regulations prescribed by the CII and shall give practical assistance and guidance with regard to the tuition schemes of the CII.

22. Charities' representative

22.1 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.

23. Notice of Meetings

23.1 Subject to Clause 24 below, unless otherwise provided, all committee meetings of the Institute may be called by circular or advertisement (which shall be deemed to include email and posting on the Institute's website). 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 emailed to a Member at his recorded email address, be deemed to be given on the date of its transmission.

24. Meetings of the Council

24.1 The Council shall meet not less than four times during the calendar year or at such times as the president for the time being may consider necessary.

24.2 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.

CONSTITUTION OF THE INSURANCE INSTITUTE OF GUERNSEY

- 24.3 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.
- 24.4 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 Council member.
- 24.5 3 members shall form a quorum and clause 27 shall apply.
- 24.6 The Council reserves the right to remove any member who is absent from three consecutive meetings of Council without reasonable cause following a unanimous vote at a meeting of Council. Any vacancy so created may be filled in accordance with Clause 15.

25. Annual General Meeting (AGM)

- 25.1 The AGM of the 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 in electronic form, namely email and otherwise by posting on the Institute's website*.
- 25.2 The AGM notice shall be posted on the Institute's web site no later than 21 days before the date set for the meeting.
- 25.3 General Meetings of the Institute other than the AGM are to be designated as Special General Meetings.
- 25.4 The Ordinary Business of an AGM shall be i) to elect the president and deputy president, ii) to receive and adopt the report and accounts, iii) to appoint any two or more competent members or a professional auditor as auditors to serve until the close of the next AGM, iv) to elect as members of the Council, in so far as applicable, the secretary, treasurer, education secretary, vice presidents, any delegate to the CII Representative Council, any other Members elected by ballot and any life vice presidents.
- 25.5 All other business at an AGM shall be designated Special Business.
- 25.6 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.
- 25.7 10 Members shall form a quorum while the Institute's membership is between 151 and 2000.

* By letter dated 27th March 2018 Members who have not provided the Institute with an email address or who have opted out of email communication from the CII were advised that all future communication from the Institute would be in electronic format alone.

26. Special General Meeting (SGM)

- 26.1 Special General Meetings of the 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.
- 26.2 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 25.1.

CONSTITUTION OF THE INSURANCE INSTITUTE OF GUERNSEY

26.3 The quorum at a SGM shall be in accordance with Clause 25.7.

27. Quorum

27.1 Attendance at AGMs and SGMs must be in person. 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.

27.2 A member 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.

28. The chairman

28.1 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.

29. Voting

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

29.2 If a poll is demanded by at least 10 Members it shall take place by electronic ballot of 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.

29.3 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.

30. Meeting administration

30.1 All papers, documents and materials presented by Members for use at the meetings of the Institute shall, unless otherwise agreed by the Council, be considered the property of the 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.

30.2 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.

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

CONSTITUTION OF THE INSURANCE INSTITUTE OF GUERNSEY

31. Special activities

- 31.1 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 either directly or by the appointment of a committee, and may appoint a chairman, secretary and/or treasurer for such purposes.
- 31.2 Such additional fee or subscription may be charged to the Members taking part in such activities or functions as the Council may consider necessary.
- 31.3 If the Council thinks fit, it may admit non-members to such activities or functions upon such terms and conditions as it may prescribe.
- 31.4 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 Institute Treasurer of the Institute for any balance in his possession.

32. Indemnity of officers

- 32.1 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 the acts or defaults of any other member of Council, officer 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 his own wilful negligence.

33. Alteration of constitution

- 33.1 Subject to the 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 a 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 29.2 and 29.3 shall be followed with at least two-thirds of the Members entitled to vote and returning valid ballot forms, voting in favour.

34. Dissolution of the Institute

- 34.1 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, 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 29.2 and 29.3 shall be followed.
- 34.2 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 an SGM and in default of any such direction shall be transferred to the CII.
- 34.3 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 (which

CONSTITUTION OF THE INSURANCE INSTITUTE OF GUERNSEY

in this context may include any postal or e-mail address) and seek Members who are willing and able to serve as Council officers.

- 34.4 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.
- 34.5 Any surplus funds remaining shall be returned to the CII.

35. Bye-laws

- 35.1 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.

Adopted at the Annual General Meeting of the Insurance Institute of Guernsey

This twenty-fifth day of April, 2018

President

Secretary