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CHARTERED INSURANCE INSTITUTE

PROPOSED CII BYE-LAWS 2019 – AMENDMENT TABLES

These CII Bye-laws changes are divided into six themes and members will have the opportunity to vote on each theme as part of the proposals being made at the CII AGM on 26 June 2019. This document contains six tables of amendments. Each table contains all the changes which relate to one of the six themes. The six themes are:

Table One - **General Amendments and Clarifications**

Table Two - **Modernising the Board**

Table Three - **Modernising General Meetings**

Table Four - **Rationalising Associated and Affiliated Institutes**

Table Five - **Introduction of Chartered Insurance Underwriting Agent**

Table Six - **Qualifications for Fellows and Associates**

TABLE 1: General Amendments and Clarifications

Bye-law	Amendments	Explanatory notes
1	Before “Words in these Bye laws” insert new paragraph “(1) For the avoidance of doubt, any reference within this document to the masculine (he, him or his) shall be deemed to include the feminine (she, her or hers) and to include the non-binary or the gender neutral (them, they, theirs) and vice versa; the singular shall include the plural and vice versa, unless the context clearly indicates to the contrary.”.	Drafting improvements Introduction of gender neutrality in line with good drafting practice and re-numbering of paragraphs.
1	After “indicates to the contrary.” and before “Words in these Bye laws” insert paragraph number “(2)”.	Re-numbering of paragraphs.
1	In re-numbered paragraph (2) after “and meetings of The Chartered Insurance Institute” insert “, its committees, subsidiaries, societies and faculties,”.	Clarifying bye-laws to confirm their application to subsidiaries and societies Clarification of existing provisions.
1	Substitute bullet points wherever they occur in re-numbered paragraph (2) with letters (a) to (w).	Drafting improvements Replacing bullet points with letters to facilitate referencing.
1	Insert as paragraph (2)(b) “ <i>the Chair</i> ’ has the meaning given in Bye-law 53;”.	Introduce definition of “Chair” A definition of Chair (and “Independent Chair”) is introduced to clarify the status of the Chair.
1	Insert as paragraph (2)(e) “ <i>Chief Operating Officer</i> ’ means the person accountable for the accuracy and timely production of the Institute and its group’s financial statements, by whatever job title described;”.	Introduce definition of Chief Operating Officer A definition of Chief Operating Officer is introduced for clarity and to future proof the Bye-laws against job title changes.
1	Insert as paragraph (2)(f) “ <i>Company Secretary</i> ’ means the person performing the role of Company Secretary (however described by title);”.	Introduce definition of Company Secretary A definition of Company Secretary is introduced for clarity.
1	In paragraph (2)(g) (definition of ‘complainant’) insert “disciplinary” after “making a” and insert “against a Member of the Institute” after “complaint”.	Clarification of “complainant” definition Clarification that the Bye-laws are concerned with disciplinary complaints against Institute Members rather than complaints against the CII, which are dealt with elsewhere.

1	In paragraph (2)(h) insert “disciplinary” before “complaint”.	Disciplinary complaint Clarification that a “complaint” for the purpose of Bye-laws 59-62 (now re-numbered as Bye-Laws 55-58) is a complaint pertaining to disciplinary matters.
1	Insert as paragraph (2)(m) “‘ <i>Institute</i> ’ means The Chartered Insurance Institute;”.	Definition of “Institute” The term “Institute” was previously used in the Bye-laws but not defined.
1	In paragraph (2)(s) (definition of ‘Resolution’) insert “, in person or by proxy,” after “the Members present”.	Definition of Resolution Clarification that passing a resolution that is not a special resolution involves the combination of a show of hands by those present plus the votes cast remotely by those submitting proxies to the Chair.
1	In paragraph (2)(v) (definition of ‘Special Resolution’) insert “, in person or by proxy” after “the Members present”.	Definition of Special Resolution Clarification that passing a Special Resolution involves the combination of a show of hands by those present plus the votes cast remotely by those submitting proxies to the Chair.
1	Insert as paragraph (2)(x) “‘Student Member’ is an individual who is not otherwise a Member and has been admitted as a Student Member in accordance with requirements established pursuant to By-law 4.”	Definition of Student Member The term “Student Member” was previously used in the Bye-laws but not defined.
2	<p>(a) Substitute “members” with “Members”;</p> <p>(b) After “shall be persons engaged” substitute “or” with “, ”;</p> <p>(c) After “employed” insert “or considering employment,”;</p> <p>(d) After “at the Board’s discretion” insert “or as provided for by regulations.”.</p>	Classes of Member Provides for membership to be open to those considering employment in insurance and clarifies the mechanism by which membership may be retained after leaving the sector.
3	In paragraph (c) substitute “qualified” with “Qualified”.	Drafting improvements Good drafting practice to clarify internal cross references to “Qualified Members”.
5	Substitute “election by the Board” with “admission”.	Removes requirement for candidates for Fellowship to

		<p>follow a notional “election” process at CII Board level. Through many years of custom and practice the Board, and its predecessor the Council, have delegated the process for Fellowship admission, to the Fellowship Assessment Board (as developed over time). There is in fact no election.</p>
5	In paragraph (a) after “qualifying examinations” insert “, assessments and/or submissions”.	<p>Clarification More accurately reflects the current position where, for example, a dissertation may form part of the completion criteria.</p>
6	Substitute “elected” with “admitted”.	Consequential to Bye-law 5 amendment above.
6	After “FCII” insert “and/or Fellow of the ‘Personal Finance Society’ or the initials ‘FPFS’”.	<p>Inclusion of post-nominals for PFS Fellows For consistency and clarity across CII and PFS.</p>
8	Substitute “election by the Board” with “admission”.	<p>Associates For many years the Board and its predecessor the Council, have delegated the objective process for admission to the Associateship, to the Executive Management Team. There is in fact no election.</p>
8	In paragraph (a) after “qualifying examinations” insert “, assessments and/or submissions”.	<p>Clarification Clarifies the scope of the methods by which subjects for the Advanced Diploma are examined apart from the traditional 3 hour written examination e.g. through coursework, mixed assessment, dissertation etc.</p>
9	Substitute “elected” with “admitted,”.	Consequential to Bye-law 8 amendment above.
9	After “ACII” insert “and/or Associate of the ‘Personal Finance Society’ or the initials ‘APFS’”.	<p>Inclusion of post-nominals for PFS Associates For consistency and clarity across the CII and PFS.</p>
10	Substitute “elected” with “admitted”.	Consequential to amendments to Bye-laws 5 and 8.
10	Substitute bullet points whenever they occur in Bye law 10 with paragraph letters (a) to (f).	<p>Drafting improvements Replacing bullet points with letters to facilitate referencing.</p>

12	Substitute “election to” with “admission to”.	Certificate and Diploma Holders By custom and practice for many years the Board and its predecessor the Council, have delegated the objective process for admission to Certificate and Diploma level membership to the Executive Management Team. It is now simply an administrative process based on the achievement of examination and/or assessment success.
12	In paragraph (a) after “qualifying examinations” insert “, assessments and/or submissions”.	See explanatory note to Bye-law 8(a) above.
12	After paragraph (d) substitute “elected” with “admitted”.	Consequential amendment.
12	After paragraph (d) substitute “his or her” with “their”.	Drafting improvements Gender neutral drafting.
13	In the heading after “Rights” insert “and Obligations”.	“Rights of Members” to include obligations Title amended to reflect that the following provisions include obligations as well as rights.
14	After “Any Member” insert “and Student Member”.	Clarification of right to resign from membership for Student Members Clarification that Student Members may resign their membership.
14	Substitute “his” whenever it occurs in this bye-law with “their”.	Drafting improvements Gender neutral drafting.
15	After “Member” insert “or Student Member”.	Clarification that obligation to deliver up membership also applies to Student Members who have resigned Consequential to amendment to Bye-law 14 above.
15	(a) Substitute “he” with “they”; (b) Delete “by him”.	Drafting improvements Gender neutral drafting.
16	After “Member” insert “or Student Member”.	Student Members ceasing to be a member As with full Members, Student Members who have ceased to

		be Student Members should have no claim against the funds or property of the Institute except as provided by the Charter.
16	Substitute “his” with “their”.	Drafting improvements Gender neutral drafting.
16A	Insert as new bye-law 16A “Subject to reasonable adjustments for a person’s disability, admission to and continued membership of the Institute shall be subject to the Member, Student Member or prospective Member, providing and maintaining full and up to date contact details, including a live e-mail address.”.	Requirement to provide full and up to date contact details for membership An application of the UK Corporate Governance Code 2016 (Section E). Essential for the efficient running of the Institute and furthering the agenda of relevance, modernity and inclusiveness.
17	Substitute “elected” with “admitted”.	Consequential to amendments to Bye-laws 5, 8 and 12.
17	After “Members” insert “or Student Members”.	Improving consistency If the Institute is to hold a record of Student Members it should also record of the dates they ceased to be Student Members. The latter currently only applies to Members.
21	Substitute “his” with “their”.	Drafting improvements Gender neutral drafting.
34	In paragraph (1)(f) as re-lettered substitute “the person occupying the post of Finance Director of the Institute” with “the Chief Operating Officer”.	Drafting improvements “the person occupying the post of Finance Director of the Institute” now reflected in the definition of “Chief Operating Officer” introduced in Bye-law 1.
37	Substitute “by telephone or other means” with “electronically”.	Drafting improvements Future-proofing language of Bye-laws.
38	Insert “of the Board” after “Seven members” and delete “, of the Board” after “for the time being”.	Drafting improvements Re-ordering text to improve sentence structure.
40	In paragraph (c) after “Members” insert “or Student Members”.	Controlling the conduct of Student Members Clarification that the Board should may make regulations to

		control the conduct of all Members, including Student Members, in line with existing definition of “Member”.
40	In paragraph (h) substitute “Committees” with “committees” wherever it occurs.	Drafting improvements Improving consistency.
40	In paragraph (j) substitute “48(d) and (e)” with “48(c) and (d)”.	Amending cross references to reflect changes to paragraph numbers in Bye-law 48.
41	<p>(a) Substitute “he” with “they” wherever it occurs;</p> <p>(b) Substitute “his” with “their” wherever it occurs;</p> <p>(c) Substitute “him” with “them” wherever it occurs;</p> <p>(d) In paragraph (a) substitute “resigns” with “resign”;</p> <p>(e) In paragraph (b) substitute “becomes”, “suspends”, “compounds” and “makes” with “become”, “suspend”, “compound” and “make” respectively;</p> <p>(f) In paragraph (c)</p> <p style="padding-left: 40px;">(i) substitute “specially” with “especially”;</p> <p style="padding-left: 40px;">(ii) substitute “fourths” with “quarters”;</p> <p>(g) In paragraph (d) substitute “fails” with “fail”;</p> <p>(h) In paragraph (e) substitute “ceases” with “cease”.</p>	Drafting improvements Gender neutral drafting and miscellaneous drafting improvements.
43	Delete heading and text of bye-law 43 and insert “[NOT USED]”.	Regional Constituencies and Representative Council to be removed See explanatory notes to amendments to Bye-law 1 above.
44	<p>(a) Substitute “Committee” with “committee”;</p> <p>(b) Substitute “Committees” with “committees”.</p>	Drafting improvements Improving consistency.
44	(a) Delete “of the Disciplinary Committee and Appeal Committee”;	Replace “Disciplinary Committee” and “Appeal

	(b) After “except those” insert “meetings and deliberations concerned with disciplinary complaints.”	Committee” Reflects the new corporate governance structure and the creation of a “Pool” in place of the Disciplinary and Appeal Committees.
45	(a) Delete “Institute”; (b) Substitute “Committees” with “committees”; (c) Substitute “Committee” with “committee”.	Drafting improvements Improving consistency.
46	After “proper books” insert “or held in secure electronic systems,”.	Reflecting contemporary practices Ensuring Bye-laws reflect modern essential business practices.
46	Delete “the Representative Council, meetings of”.	Consequential amendment to the removal of the Representative Council (see Bye Law 1 above).
46	Substitute “Committees” with “committees”.	Drafting improvements Improving consistency.
46	(a) After “the Board” delete “and meetings of”; (b) After “committees” insert “, societies and faculties”.	Consequential to amendment to Bye-law 1(2).
46	Substitute “Chairman” with “Chair” wherever it occurs.	Drafting improvements Gender neutral drafting.
48	Delete paragraph (b) and re-letter paragraphs (c) to (g) as paragraphs (b) to (f).	Deleting redundant paragraph Consequential amendment to the removal of the Representative Council (see Bye Law 1 above). Paragraph (d) as re-lettered already implicitly provides for the announcement of any new appointments to the Board.
48	In paragraph (b) as re-lettered replace “election” with “admission”;	Consequential to amendments to Bye-laws 5 and 8.
48	In paragraph (d) as re-lettered delete “, the Treasurer”.	Removal of reference to the Treasurer The post of “Treasurer” ceased to exist, when the Board was

		created in 2007. The Board instead appointed an Officer with liabilities/ duties mirroring those of a director of a company registered under the Companies Acts. The deletion reconciles the Bye-laws to the current practice.
50	Substitute “chief executive” with “Chief Executive”.	Consistent drafting Cross reference to new definition of Chief Executive in Bye-law 1.
50	Delete “, endorsed by the Representative Council,”.	Consequential amendment to the removal of the Representative Council (see Bye Law 1 above).
53	(a) Substitute “chair” with “Chair”; (b) Substitute “Chairman” with “Chair”; (c) Substitute “his” with “their”.	Drafting improvements Gender neutral drafting.
53	(a) Substitute “members” with “Members”; (b) Delete “of the Representative Council”.	Consequential amendments to the removal of the Representative Council (see Bye Law 1 above).
54	Substitute “chairman” with “Chair”.	Drafting improvements Gender neutral drafting.
55	(a) Substitute “A motion” with “Subject to Bye-laws 56 and 57, a motion”; (b) Replace “and the result shall be declared” with “(4) The result of the vote shall be declared”; (c) Add “(5)” before “In the event of an equality of votes”.	Drafting improvements Clarification of language and consequential changes to structure of Bye-law (see Table 3 below)
55	After “whose decision shall be final” insert “subject to any further verifications deemed necessary by the Chair”.	Vote results may need further verification by the Chair This would include verifying any potential double counting of digital proxy votes with votes in person.
56	(a) Substitute “general meeting” with “General Meeting”; (b) Substitute “chairman” with “Chair”;	Drafting improvements Gender neutral drafting and consistent capitalisation.

	<p>(c) Substitute “his” with “their”;</p> <p>(d) Substitute “he wishes his vote to be cast” with “they wish their vote to be cast”.</p>	
56	Before “form provided for this purpose” insert “paper or digital”.	Reflecting contemporary practices Express provision is made for digital proxy voting to reflect current practice.
56	<p>(a) Before “resolutions” insert “motions or”;</p> <p>(b) After “resolutions” insert “(including Special Resolutions)”;</p>	General clarification Reflects current position, i.e. that proxy form also includes motions and special resolutions.
58	(a) After “codes of conduct” insert “ethics”;	General clarification of disciplinary powers
59	<p>(a) Substitute “A member may” with “Subject to Bye-law 58, a member may”;</p> <p>(b) Substitute “he is alleged” with “they are alleged”.</p>	Drafting improvements Gender neutral drafting and clarification that the Disciplinary powers apply to those non-Members who agree to be bound by the Laws of the Institute.
60	Before “complaints” insert “disciplinary”.	Regulations Clarification that a “complaint” for the purpose of Bye-laws 59-62 (now re-numbered as Bye-Laws 55-58) is a complaint pertaining to disciplinary matters.
60	<p>(a) Before “hearing of appeals” insert “conduct and”;</p> <p>(b) After “quora of committees, ” insert “pools and panels”.</p>	Regulations Clarifies and extend provisions to be specified in regulations, taking into account changes to the administration of complaints against Members following the Governance Review.
61	<p>In paragraph (a):</p> <p>(i) delete “investigation or”;</p> <p>(ii) after “determination of” insert “disciplinary hearings”;</p> <p>(iii) delete “complaints”.</p>	Removal of the requirement for non-members to be involved in “the investigation” of complaint Bye-law 61 says “...non-Members of the institute (shall) participate in the investigation or determination of complaints...”. There is a need to clarify the current arrangements. Currently the Disciplinary Regulations (agreed by the Council and its successor the CII Board), require non-

		Members to participate in the determination of complaints not investigations and since before 2004, the staff of the institute have acted in the capacity of Case Investigators. The proposed change seeks to regulate and reconcile the Bye-laws and the Disciplinary Regulations.
61	In paragraph (b) substitute “his” with “their” and “him” with “them” wherever they occur.	Drafting improvements Gender neutral drafting.
63	Delete text of bye-law 63 and insert “[NOT USED]”.	Removal of reference to the Treasurer See above.
65	(a) Replace “the Companies Act” with “English Law”; (b) After “the next Annual General Meeting” insert “unless the Board and Auditors agree otherwise”.	Drafting improvements Future-proofing language of Bye-laws.
67	Replace “of the Representative Council, and of committees of the Institute” with “boards of subsidiary and/or associated and/or affiliated companies, committees and forums of the Institute by whatever name described, and members of the Institute’s staff”.	Indemnity Clarifying the intended scope of the indemnity.
68	(a) Replace “No member of the Board” with “Subject to Bye-law 67, no member of the Board”; (b) Replace “of the Representative Council or any committee or other member of the Institute’s staff” with “boards of subsidiary and/or affiliated companies, committees and forums of the Institute by whatever name described, and members of the Institute’s staff”; (c) After “any other member of” replace “the Board or Committee or staff” with “these entities”.	Indemnity Clarifying the intended scope of the indemnity.
68	Replace “his” with “their”.	Drafting improvements Gender neutral drafting.
69	Insert “Company” before “Secretary” wherever it occurs.	Custody of the Seal Aligns position with section 44 of the Companies Act 2006.

69	Delete “of the Institute” wherever it occurs.	Drafting improvements Deleting unnecessary/redundant words.
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TABLE 2: Modernising the Board		
Bye-law	Amendments	Explanatory notes
1	<p>Delete the following definitions from paragraph (2) as re-numbered:</p> <p>...</p> <p>(ii) “‘Regional Constituency’ means a constituency of Local Institutes for Representative Council election purposes for the time being specified in regulations;”;</p> <p>(iii) “‘Representative Council’ means the Representative Council constituted by regulations;”.</p>	<p>Regional Constituencies and Representative Council to be removed</p> <p>This relates to the current mechanism for the appointment of Members to the Board and involves Local Insurance Institutes being grouped into numerous electoral colleges for this purpose. This can be an onerous requirement for Local Institutes and has not always provided the Board with the skills and experience that were relevant at that time. The Board is now proposing that Member vacancies are advertised and recruited in a conventional way with access being open to all Institute Members.</p>
1	Insert as paragraph (2)(i) “‘ <i>Engagement Members</i> ’ means the four members of the Board recruited from the Institute’s Membership;”.	<p>Definition of officers</p> <p>Consequential to new definition of “Officers of the Institute” in Bye-law 33.</p>
1	Insert as paragraph (2)(l) “‘ <i>Executive Management Team</i> ’ means senior employees of the Institute designated as such by the Chief Executive;”.	<p>Definition of officers</p> <p>Consequential to new definition of “Officers of the Institute” in Bye-law 33.</p>
1	Insert as paragraph (2)(n) “‘ <i>Independent</i> ’ means someone who except where appointed as Independent Chair has not had in the last three years a material business relationship with the Institute, either directly or indirectly as partner, director or senior employee of a body that has (or had) such a relationship with the Institute;”.	<p>Definition of “Independent Chair”</p> <p>A definition of the term “Independent Chair” is introduced for the sake of clarity. An Independent Chair has been introduced as a matter of good corporate governance (UK Corporate Governance Code 2018, section 2, provision 9) to address, enhance and maintain objectivity in Board decision making.</p>
1	Insert as paragraph 2(s) “‘ <i>Senior Management Team</i> ’ means employees of the Institute designated as such by the Chief Executive;”;	<p>Definition of officers</p> <p>Consequential to new definition of “Officers of the Institute” in Bye-law 33.</p>
1	Insert as paragraph (2)(w) “‘ <i>Standing Committees</i> ’ mean those Committees deemed to be of long term strategic significance to the Institute and which are	<p>Inclusion of the Chairs of Standing Committees</p> <p>Definition consequential to inclusion of the “Chairs of the</p>

	designated as such by the Board;”.	Board’s Standing Committees” as members of the Board under Bye-law 34(1)(c) in line with the UK Corporate Governance Code 2018, principles J and K.
33	After “the Board” insert “, the Company Secretary for the time being, the Executive Management Team, and such members of the Senior Management Team as so designated by the Chief Executive from time to time.”.	<p>Definition of Officers Company Secretary as Officer of the Institute: this brings Bye-laws in line with Companies Act 2006.</p> <p>In line with current practice EMT and certain SMT members should also be recognised as officers of the Board:</p> <ul style="list-style-type: none"> • The EMT members currently report to the CEO and are responsible and accountable for the running of the Institute on a day to day basis; • The SMT members currently report to the EMT and are responsible for the day to day running of specialist areas.
34	Insert paragraph number (1) before “The Board shall consist of”.	Re-numbering of paragraphs consequential to substantive amendments to composition of the Board and appointment of Board members.
34	In paragraph (1)(a) as re-numbered substitute “the President of the Institute” with “an Independent Chair”.	<p>Appointment of an Independent Chair In line with the UK Corporate Governance Code 2018, principle F, provisions 9 and 10.</p>
34	In paragraph (1)(b) as re-numbered substitute “the Deputy President of the Institute” with “the President and Deputy President of the Institute”.	<p>President and Deputy President of the Institute Both roles are retained. The amendment merely re-numbers the relevant paragraphs.</p>
34	In paragraph (1)(c) as re-numbered substitute “the Immediate Past President of the Institute” with “the Chairs of the Board’s Standing Committees of whom two shall be non Members of the Institute”.	<p>Inclusion of the Chairs of Standing Committees Inclusion of the “Chairs of the Board’s Standing Committees” as members of the Board under Bye-law 34(1)(c) in line with the UK Corporate Governance Code 2018, principles J and K.</p>
34	In paragraph (1)(d) as re-numbered substitute “four Constituency Representatives appointed by the Representative Council in accordance with regulations from amongst their own number” with “the Engagement Members”.	<p>Replacement of Constituency elected roles with appointed roles pursuant to a formal, rigorous and transparent procedure In line with UK Corporate Governance Code 2018, principles J</p>

		and K.
34	Delete paragraph 1(e) as re-numbered.	Consequential to the changes introduced by the new paragraph 1)(c).
34	Re-letter paragraphs 1)(f) to 1)(h) as paragraphs 1)(e) to 1)(g).	Consequential to deletion of paragraph 1(e) as re-numbered.
34	In paragraph 1)(g) as re-lettered substitute “the persons who were members of the former Management Committee of the Institute as comprised on the day before the Board came into existence by virtue of being members of the former Council of the Institute, who shall serve on the Board until their period of office on that Council would have expired” with ““those appointed or elected to the Board up to and including the 26 June 2019, who will complete the terms of office agreed with them on appointment or election;”.	Transitional provisions Deletes an old transitional provision that is no longer applicable and inserts a new transitional provision to ensure continuity in the membership of the Board once the amendments come into effect.
34	Insert as a new paragraph (2) “The members of the Board shall be appointed through a formal, rigorous and transparent procedure.”.	Formal, rigorous and transparent appointment procedure In line with best practice – see UK Corporate Governance Code 2018, principles J and K.
34	Insert as a new paragraph (3) “The Board may co-opt Members or non-Members to attend meetings and advise on specific matters where the Board considers this necessary.”;	Ability to co-opt to the Board on a temporary basis In line with UK Corporate Governance Code 2018, principles J and K. This gives effect to Charter Article 7 and assists the board with access to under-represented skills.
36	Delete “under Bye-law 34(e) who is not a Member of the Institute”.	Clarifies existing position Reflects Charter Article 5 and existing position that both Members and non-Members of the Institute who are board members may enter into service agreements with the Board.
38A	Insert as new bye-law 38A “Co-opted members of the Board shall not count towards the quorum”.	Board Quorum and Co-opted members Co-opted members are subject area experts appointed for a temporary and defined period. They are not appointed as alternate, additional or substitute Board members.
42	(a) Substitute “A casual vacancy” with “The Board may fill any casual vacancy”; (b) After “members of the Board”:	Casual vacancies on the Board Updated to reflect the recommendation, that no positions on the Board are elected (as opposed to appointed) save for the President and Deputy President. Includes a ratification requirement for good governance.

	<p>(i) Delete “may be filled by the body having the authority to make the appointment of that seat”;</p> <p>(ii) Insert “subject to the appointment being ratified in accordance with Bye-law 48(d) below”.</p>	
50	Replace “from no less than 10 Local Institutes” with “and endorsed by the Engagement Members”.	<p>Requisitioned general meetings</p> <p>Opens up the procedure to Members resident overseas, thereby improving inclusivity.</p>
53	<p>(a) Substitute “President” with “Independent Chair”;</p> <p>(b) Substitute “Deputy President” with “President”.</p>	<p>Independent Chair to chair General Meetings</p> <p>Application of UK Corporate Governance Code 2018, principles F and G plus provision 9. It is accepted industry practice for the Chair of the Board to also Chair general meetings of the company.</p>
62	Substitute “The Finance Director of the Institute” with “A duly appointed Officer of the Institute”.	<p>Amended Officer’s Job description – Financial responsibility</p> <p>Greater flexibility is required in the description of the Officer responsible for and accountable to the Board, for the production of the Financial Statements. This is currently restricted to the “Finance Director” which does not reflect the actual position which vests responsibility and accountability in the Chief Operating Officer and to whom the current Finance Director is a direct line report.</p>

TABLE 3: Modernising General Meetings

Bye-law	Amendments	Explanatory notes
1	Insert as paragraph (2)(j) “ <i>electronic vote</i> ’ means a poll vote by any electronic means;”;	Definition of “electronic vote” See amendments to Bye-laws 55 and 57 below.
22	<p>(a) Before “Any notice” insert “(1) Subject to any reasonable adjustments for a Member or Student Member’s disability or other access arrangements agreed between the Institute and the Member or Student Member;”;</p> <p>(b) Substitute “Any notice” with “any notice”;</p> <p>(c) After “upon any Member” insert “or Student Member in writing either”;</p> <p>(d) After “through the post” insert “or by electronic means, or by any combination thereof,”;</p> <p>(e) After “to the Member” delete “ ’s ” and insert “or Student Member’s”;</p> <p>(f) After “last recorded” insert “postal or electronic”;</p> <p>(g) After “address” delete “, but the Board may make regulations permitting the sending of notices”;</p> <p>(h) After “address” insert as new paragraph (2):</p> <p>“(2) Any notice or communication sent in accordance with these Bye-laws shall be deemed to have been received:</p> <p>(a) If sent by pre-paid first-class post or other next business day delivery service within the UK at 9.00 am on the second day after posting or outside the UK after 96 hours from the time of posting;</p> <p>(b) If sent by e-mail or other equivalent electronic means at 9.00 am on the next business day after sending.” .</p>	Greater flexibility to send notices electronically See UK Corporate Governance Code 2016, Main principles-Section A (Leadership) and Section E (Relations with Stakeholders).

23	Delete text of bye-law 23 and insert “[NOT USED]”.	Greater flexibility to send notices electronically See above.
24	Delete text of bye-law 24 and insert “[NOT USED]”.	Greater flexibility to send notices electronically See above.
25	Delete text of bye-law 25 and insert “[NOT USED]”.	Greater flexibility to send notices electronically See above.
40	(a) In paragraph (i) (i) Before “Members” insert “Qualified”; (ii) After “Vice Presidents of the Institute,” insert “subject to regulations and”.	Vice Presidents to be Qualified Members of the Institute Comments: The consultation process, highlighted a widely held membership view, that VPs should be CII qualified based on the ambassadorial nature of their function.
48	In paragraph (e) as re-lettered after “Auditors and” insert “authorise the Board to”.	Remove requirement for the AGM to fix remuneration of the auditors Aligns the Bye-law with Bye-law 66. This change reflects the resolution actually passed at the AGMs of the past decade and earlier.
51	(a) After “any special business” insert “motion”; (b) After “Chief Executive” replace “and if so given notice thereof shall be included in the notice convening the Annual General Meeting” with “. If so given, the Board shall decide in its sole discretion whether to approve the motion for inclusion as a special business motion in the notice convening the Annual General Meeting, such approval not to be unreasonably withheld.”; (c) After “extreme urgency by” insert “two thirds of”;	Clarification of process for members to raise motions for decision at AGMs. This amendment is in line with the Bye-laws of other Chartered Institutes (e.g. CIPFA). The current Bye-law is too open ended and compels the Institute to include special business on any subject, however framed, only subject to it being received in due time. This could lead to abuse of the process and the proposal seeks only to insert some objectivity into the process and prevent AGMs being disrupted by motions that, for example, may be frivolous, vexatious, or otherwise irrelevant to/inconsistent with the objects and/or purposes of the Institute.
51	(a) Replace “assembled” with “present in person or electronically”.	Electronic voting Makes express provision for electronic participation to general meetings in the future.
52	After “35 Members” insert “present in person or electronically, excluding	AGM quorum requirement for “not less than 15 Local

	members of the Institute's staff," and delete "from not less than 15 Local Institutes".	<p>Institutes" removed In line with UK Corporate Governance Code 2016, Section E.</p> <p>Whilst the Code speaks in terms of "investors" it recommends that General Meetings are used for the purposes of communication and as an encouragement to participation.</p> <p>The proposal highlights an apparent inequity of a quorum to be physically present and without which business may not be transacted, based on members from 15 Local Institutes being present. This effectively selects against in excess of 15,000 of the CII's members who are based overseas and are not LI members. Equally the room could be full to capacity but without the 15 Local Institute requirement being fulfilled.</p> <p>This runs contrary to the original intent of the stipulation which was to ensure a range of representation being in attendance. The advent of electronic voting and as a further step, electronic AGM's, enables those who live and work away from the City of London to participate more easily than at present and over time will render redundant the need for "set piece" gatherings of members present in person.</p>
52	Replace "abandoned" with "adjourned".	<p>Adjournment: consistency with Bye-laws 54 and 54A If a quorum is not present within an hour of the time appointed for the meeting (which could be the result of temporary technical problems in connecting Members electronically), the meeting will only need to be adjourned rather than abandoned.</p>
54	Delete "No notice need to be given of an adjourned meeting unless it be so directed in the resolution for adjournment".	<p>Adjourned Meetings Reverses the current position where no notice is required to hold an adjourned meeting (see also new Bye-law 54A below).</p>
54A	Insert as new bye-law 54A "The Board shall issue a notice of the revised date, time and venue for any adjourned General Meeting, within 30 working days of the date scheduled for the original meeting."	<p>Requirement to issue notice of adjourned meeting Not currently required but is good practice and removes any doubt as to the meeting's timing, venue etc. This is now facilitated by the advent of electronic communications.</p>

55	Delete “or other resolution of which notice has been given in the notice of the meeting”.	Simple majority for resolution other than Special Resolution Resolutions other than Special Resolutions should be determined by simple majority.
55	<p>(a) Replace “by simple majority on a vote on a show of hands of the Members present” with “by simple majority:</p> <p style="padding-left: 40px;">(a) on a vote on a show of hands of the Members present plus the validated proxies received; or</p> <p style="padding-left: 40px;">(b) by the electronic vote of the Members present (in person or electronically) plus the validated proxies received.</p> <p>(2) The Chair of the meeting shall decide in their sole discretion whether a motion or resolution should be determined by a show of hands or electronic vote (plus the validated proxies received). If electronic voting for Members present in person fails, the Chair may decide to combine a show of hands for those present in person with the electronic vote of those present electronically (plus the validated proxies received).</p> <p>(3) If an electronic vote of the Members present (in person or electronically) is held in accordance with this Bye-law, it shall be taken in such manner and at such time as the Chair directs.”</p>	Express provision for electronic voting and proxy voting Clarifies in the light of the current practice that a vote by show of hands involves the combination of a show of hands by those present plus the votes cast remotely by those submitting proxies to the Chair. An electronic vote option is introduced with a view to allowing electronic participation and live electronic voting at future General Meetings. Should electronic voting for Members present in person fails, the Chair may decide to combine a show of hands for those present in person with the electronic vote of those present electronically.
57	<p>(a) Before “In the case of a Special Resolution” insert “(1)”; (b) Delete “or any other resolution of which notice has been given in the notice of the meeting”; (c) Replace “by means of a show of hands of the Members present, to which votes of the chairman of the meeting shall add the proxy votes he holds, being votes for or against the resolution” with “by means of:</p> <p style="padding-left: 40px;">(a) a show of hands of the Members present plus the validated proxies received; or</p>	Special Resolutions Ensures the process now clearly mirrors that for Bye-law 55.

	<p>(b) the electronic vote of the Members present (in person or electronically) plus the validated proxies received.</p> <p>(2) The Chair of the meeting shall decide in their sole discretion whether the Special Resolution should be determined by a show of hands or electronic vote (plus the validated proxies received). If electronic voting for Members present in person fails, the Chair may decide to combine a show of hands for those present in person with the electronic vote of those present electronically (plus the validated proxies received).</p> <p>(3) If an electronic vote of the Members present (in person or electronically) is held in accordance with this Bye-law, it shall be taken in such manner and at such time as the Chair directs.</p> <p>(4) The result shall be declared by the Chair of the meeting whose decision shall be final subject to any further verifications deemed necessary by the Chair.”</p>	
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TABLE 4: Rationalising Associated and Affiliated Institutes

Bye-law	Amendments	Explanatory notes
1	Delete the following definitions from paragraph (2): (i) “‘Associated Institute’ means an institute for the time being associated in accordance with these Bye-laws;”.	Merge Associated and Affiliated Institute categories (and replace with a single “Affiliated Institute” category) The classifications of Associated and Affiliated lack any contemporary relevance. Any former distinction is redundant. The process of approval at a General Meeting is at odds with the approval process for Local Institutes and the proposal aims at rationalising the position. “Associated” definition to be removed from Bye-law 1 and all such institutes in future to be described as “Affiliated”.
27	Delete text of bye-law 27 and insert “[NOT USED]”.	
28	Delete text of bye-law 28 and insert “[NOT USED]”.	
29	Delete text of bye-law 29 and insert “[NOT USED]”.	
30	After “insurance institutions” substitute “outside the European Union which” with “as”.	
30A	Insert as new bye-law 30A “Such institutes shall be entitled to describe themselves as “Affiliated to the Chartered Insurance Institute” or “CII Affiliated” subject to regulations as to application for and maintenance of the description.”	
32	(a) In the heading to bye-law 32 delete “Associated and”; (b) After “Members of” where it occurs for the first time delete “Associated Institutes and”.	Affiliated Institute approval to be a matter for the Board rather than the General meeting: In line with the UK Corporate Code of Conduct 2016, Main principles, Section A (Leadership). The current Bye-laws run contrary to the Charter Article 10, which makes clear that “The government and control of the Institute and its property, affairs and business shall be vested in the Board.....” It is unnecessarily restrictive therefore to have a separate category of what are essentially commercial arrangements, residing outside this mechanism.
30	(a) Substitute “recommended” with “approved”; (b) Delete “and approved for affiliation by a resolution of a General Meeting”.	
31	(a) Substitute “recommended” with “resolved”; (b) Delete “and approved by a resolution of a General Meeting”.	
32	(c) Substitute “may be determined from time to time by the Board” with “the Board may determine by regulation”.	

TABLE 5: Introduction of Chartered Insurance Underwriting Agent

Bye-law	Amendments	Explanatory notes
10	Insert as paragraph (d) “Those employed or engaged in the underwriting of risk on the delegated authority of insurer principals: ‘Chartered Insurance Underwriting Agent’;”.	<p>Reasons set out in Explanatory Memorandum submitted to the Privy Council Office in June 2018.</p> <p>“The need for the Proposed Chartered Title</p> <p>There is increased importance being placed on the role of the Managing General Agent (MGA) in both the UK and International (re)insurance sector. One of the key objects of the CII is to “...promote efficiency and improvement in the practice of insurance among persons engaged or employed in that activity...to render the conduct of such business more effective and professional, to secure the confidence of the public and employers...”.</p> <p>Over 300 fully fledged MGA firms underwrite approximately £5 billion of the annual £47 billion UK general insurance market premium income for over 5 million customers. Their importance to the insurance sector is considerable.</p> <p>What is an MGA, as distinct to a broker or insurer?</p> <p>The MGA is distinct from the broker in that their primary fiduciary duty is to its Insurer principal rather than the customer (as is the case for the broker) and not the same as the insurer as they bear no risk, underwriting under delegated authority on behalf of and with the capital of insurers.</p> <p>Classed as intermediaries for regulatory purposes, MGAs provide professional underwriting services on behalf of insurers who want to access niche markets without setting up their own distribution channels. At the same time, they provide brokers and their clients, the policyholders, with focussed</p>

		<p>service and a wider range of product and insurer options. Indeed, given the capital requirements now needed to create an insurer, the MGA is becoming the vehicle of choice for entrepreneurs, who can quickly implement their plans whilst offering properly regulated insurer security.</p> <p>MGAs have been firmly established in the US for many years, represented by The Wholesale & Specialty Insurance Association (WSIA) and the ties between MGAs on both sides of the Atlantic are deepening, with 20% of WSIA members' underwriting facilities being placed in London.</p> <p>However, the role of the MGA is not as well defined and understood as it needs to be in the UK and as a result there is of a lack of understanding among consumers of how MGAs operate. The Board of the CII therefore fully endorse the proposal to introduce the title 'Chartered Insurance Underwriting Agent' and recommends acceptance of this motion to the Institute's Membership."</p>
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TABLE 6: Qualifications for Fellows and Associates

Bye-law	Amendment	Explanatory notes
8	In paragraph (b): (i) substitute “have been” with “be”; (ii) delete “for at least two years excluding any period spent as a fulltime student”.	<p>We are suggesting that the two years-experience requirement be dropped as we want to clearly differentiate between membership designations available after completing a qualification (e.g. ACII for members holding the Adv Dip) and designations which serve as a public commitment to enhanced standards of ethics and conduct.</p> <p>The Advanced Diploma in Insurance, leading to Associateship, is a Level 6 qualification on the Ofqual Register of Regulated Qualifications and therefore similar to a degree in concept, whereas Chartered titles are focussed on the public facing element of being a competent and ethical practitioner, where experience is an essential element.</p>
12	In paragraph (b) substitute “have had two years’ working experience satisfactory to the Board” with “be wholly or mainly engaged or employed in work connected with insurance”.	<p>This follows the reasoning of the above paragraph. These are membership designations available after completing a qualification and as such an experiential component at this level is not relevant.</p>