

**THE INSTITUTE OF LOSS ADJUSTERS & RISK SURVEYORS
(IARS)**

THE CONSTITUTION AND STANDING ORDERS

1. **TITLE**

- 1.1. The name of the organization shall be **THE INSTITUTE OF LOSS ADJUSTERS AND RISK SURVEYORS (IARS)**

IN THIS CONSTITUTION AND STANDING ORDERS AND WHERE THE CONTEXT SO REQUIRES, REFERENCES TO THE SINGULAR SHALL INCLUDE THE PLURAL AND VICE VERSA AND REFERENCE TO THE MASCULINE SHALL INCLUDE THE FEMININE AND THE FOLLOWING EXPRESSIONS SHALL HAVE THE MEANINGS HEREBY RESPECTIVELY ASSIGNED TO THEM, NAMELY

- Institute** shall mean the “**INSTITUTE OF LOSS ADJUSTERS AND RISK SURVEYORS**”.
- Council** shall mean the “ **Executive Council of the Institute of Loss Adjusters and Risk Surveyors**”.
- Chairman** shall mean a member elected by the council to be the Chairman of the Institute.
- Vice Chairman** shall mean a member elected by the council to be the Vice Chairman of the Institute.
- Secretary General** shall mean a member elected by the council to be the Secretary General of the Institute.
- Assistant Secretary General** shall mean a member elected by the council to be the Assistant Secretary General of the Institute.
- Treasurer** shall mean a member elected by the council to be the Treasurer of the Institute.
- Organizing Secretary** shall mean a member elected by the council to be the Organizing Secretary of the Institute.

Assistant Organizing Secretary	shall mean a member elected by the council to be the Assistant Organizing Secretary of the Institute.
Council Members	shall mean members elected by the council of the Institute to be members of the Council.
Chapters	Membership of each of the following professions shall be known as Chapters: Loss Adjusters/ Loss Assessors Risk Surveyors/ Risk Managers/ Insurance Surveyors Motor Assessors/ Investigators
Executive Committee	shall mean the Executive Committee of the respective Chapter.
Chapter Chairman	shall mean a member elected by the members of the respective Chapter to be the Chairman of the respective executive committee.
Chapter Secretary	shall mean a member elected by the members of the respective Chapter to be the Secretary of the respective executive committee.
Chapter Treasurer	shall mean a member elected by the members of the respective Chapter to be the Treasurer of the respective executive committee.
Chapter Executive Committee Members	shall mean members elected by the members of the respective Chapter to be the members of the respective executive committee.
Register	shall mean a record of all the members of the Institute.
Member	shall mean any member whose name appears on the register.
Year	shall mean the period from January 1 to December 31.

2. **COMPOSITION AND CHAPTERS**

2.1 The Institute will comprise of persons duly elected by the Institute from the following professions: -

- 2.1.1. Loss Adjusters/ Loss Assessors
- 2.1.2. Risk Surveyors/ Risk Managers/ Insurance Surveyors
- 2.1.3. Motor Assessors/ Investigators

2.2. Each of the above professions will be known as a CHAPTER of the Institute.

3. **REGISTERED OFFICE**

3.1. The registered offices of the Institute shall be the office of the Secretary General of the Institute at the appointed time.

4. **AIMS AND OBJECTS**

4.1. The aims and objects of the Institute shall be as stated hereunder: -

- 4.1.1. To promote and advance the study of the respective professions of the three Chapters of the Institute.
- 4.1.2. To promote the efficiency and usefulness of the said professions by requiring the observance of strict rules of ethic and professional conduct by members of the Institute.
- 4.1.3. To at all times secure the association of the professions herein stated.
- 4.1.4. To provide forum for the purpose of exchange, provision and dissemination of information.
- 4.1.5. To publish or superintend the publication of books, newsletter, papers and other materials relating to the affairs of the institute.
- 4.1.6. To organize and provide lectures, classes or other tuition for the benefit of members of the institute, other members of the insurance industry, and others who may be deemed appropriate.
- 4.1.7. To organize research activities to address new risks introduced in the insurance market, disaster preparedness and recovery, and other areas of difficulty that may evolve in the practice of the professions herein stated.
- 4.1.8. To establish and maintain relationship with other professional bodies like Association of Kenya Insurers; Association of Insurance Brokers; Insurance Institute of Kenya; the office of the Commissioner of Insurance; the College of Insurance and others as practice may from time to time dictate and which are related and necessary for purposes of the Institute.
- 4.1.9. To establish and maintain a common fund by means of fees, levies, donations, subscriptions etc and such other funds as may seem proper and to apply such funds in accordance with the provision of this constitution, including remuneration of any employees of the Institute, sitting officials and others as may by resolution be sanctioned by the Council.

- 4.1.10. To represent the interests of members in dealing with statutory controls, legal bottlenecks, regulations, standards, codes of practice, segregation, victimization etc.
- 4.1.11. To decide on and secure uniformity of standards, professional fees, priorities and policy on all matters common to the practice of all professions stated herein.
- 4.1.12. To enforce strict compliance of Institute rules of conduct, which shall exist or be created from time to time, or any directives of the Council or other appropriately mandated committee, by members of the Institute.
- 4.1.13. To establish divisions, branches, secretariat and any other local units/ organizations and abolish these when the desired purpose is achieved.
- 4.1.14. To establish and maintain an efficient library or libraries.

5. MEMBERSHIP

- 5.1. Membership of the Institute shall be open to persons engaged in the following professions:
 - 5.1.1. Loss Adjusting
 - 5.1.2. Loss Assessing
 - 5.1.3. Risk Surveying
 - 5.1.4. Risk Management
 - 5.1.5. Insurance Surveying
 - 5.1.6. Motor Assessing
 - 5.1.7. Insurance Investigations

6. DEFINITIONS OF PROFESSIONS

- 6.1. The professions indicated above are defined as follows: -

6.1.1. LOSS ADJUSTING

The term shall mean persons engaged in loss adjusting practice which shall be one in which the primary business is the investigation, management, quantification, validation and resolution of losses (whether insured or not) arising from any contingency, acting on instructions from a principal.

6.1.2. **LOSS ASSESSING**

The term shall have the same meaning as that of Loss Adjusting, except that the role will be that of acting for an insured person, body or organization.

6.1.3. **RISK SURVEYING**

The term shall mean persons whose primary business is the investigation, identification and analysis of risks insured for the purposes of recommending improvement of the risk and other measures to their principals.

6.1.4. **RISK MANAGEMENT**

The term shall mean persons whose primary business is the investigation, identification and analysis of risks insured and recommending risk management measures to their principals.

6.1.5. **INSURANCE SURVEYING**

The term shall mean persons whose primary business in Marine Insurance business is surveying or assessing the losses, acting on instructions from a Principal.

6.1.6. **MOTOR ASSESSING**

The term shall mean persons, whose primary business is the investigation, management, quantification, valuation and resolution of motor vehicle damage losses acting on behalf of a principal.

6.1.7. **INSURANCE INVESTIGATION**

The term shall mean persons, firms or companies whose primary business is the carrying out of investigations into insurance claims acting for a principal.

7. **CATEGORIES OF MEMBERSHIP**

7.1. The membership of the Institute shall be divided into five categories to be styled:

- 7.1.1. Ordinary
- 7.1.2. Associate
- 7.1.3. Fellow
- 7.1.4. Retired
- 7.1.5. Honorary

- 7.2. A person shall be eligible for admission as an Ordinary member of the Institute if he:
- 7.2.1. is not less than 21 years of age, and
 - 7.2.2. is engaged in accordance with Articles 6.1.1. to 6.1.7. and
 - 7.2.3. has a minimum of three years of experience in the profession as described in the above noted Articles, and
 - 7.2.4. has at least a Certificate of Proficiency (COP) awarded by the College of Insurance or an equivalent or higher relevant professional qualification, and
 - 7.2.5. has been nominated by a chapter or branch of the Council, and
 - 7.2.6. has the support of at least two thirds of the votes carried at the respective Executive Committee meeting and thereafter at the Council meeting.
- 7.3 A person shall be eligible for admission as an Associate of the Institute if he:
- 7.3.1. is not less than 30 years of age, and
 - 7.3.2. is engaged in accordance with Articles 6.1.1. to 6.1.7.,and
 - 7.3.3. is a holder of Bachelors degree from a recognized college or university or has acquired a diploma of Associateship from an institution offering a professional course relevant to the profession described in the above noted articles, and
 - 7.3.4. has a minimum of seven years of experience in the profession as described in the above noted Articles, and
 - 7.3.5. has been nominated by a chapter or branch of the Council, and
 - 7.3.6. has the support of at least two thirds of the votes carried at the respective Executive Committee meeting and thereafter at the Council meeting.
- 7.4. A person shall be eligible for admission as a Fellow of the Institute if he:
- 7.4.1. is not less than 40 years of age, and
 - 7.4.2. is engaged in accordance with Articles 6.1.1. to 6.1.7. and
 - 7.4.3. has a minimum of twelve years of experience in the profession as described in the above noted Articles, and
 - 7.4.4. has been an Associate of the Institute for at least five years next before the date of his application, and
 - 7.4.5. has been continuously in practice in his profession whilst he has been an Associate as aforesaid, and
 - 7.4.6. is a principal or Executive Officer of the firm functioning the profession as described in the above Articles, and
 - 7.4.7. has complied with the requirements of Continuing Professional Development (CPD) as laid out from time to time by the Council, and
 - 7.4.8. has been nominated by a chapter or branch of the Council, and
 - 7.4.9. has the support of at least two thirds of the votes carried at the respective Executive Committee meetings and thereafter at the Council meetings.

Note

A member's entitlement to retain the status of Fellow shall be conditional, inter alia, upon that member's continued compliance with the requirements for Continuing Professional Development as laid down from time to time by the council.

- 7.5. A person shall be eligible for admission as a Retired member of the Institute is he:
- 7.5.1. was a member of the Institute, and
 - 7.5.2. has retired from gainful employment, and
 - 7.5.3. has been nominated by a chapter or branch of the Council, and
 - 7.5.4. has the support of at least two thirds of the votes carried at the respective Executive Committee meetings and thereafter at the Council meeting.
- 7.6. The Institute may elect any person to be an Honorary member of the institute subject to that person's consent and irrespective of whether such person is eligible for admission as member of the Institute.
- 7.6.1. Such an honour shall be granted for outstanding contribution to the institute.

8. USE OF DISTINCTIVE LETTERS AND TITLES

- 8.1. A Fellow of the Institute may use after his name the distinctive letters F.I.A.R.S. and Associate may use the distinctive letters A.I.A.R.S. No other category of member shall use any letters or words to indicate his connections with the Institute.
- 8.2. Any Fellow or Associate who has retired from gainful employment shall be entitled to be enrolled as a Retired member and he can continue to use distinctive letters applicable to his qualification.

9. APPLICATIONS

- 9.1. Every person seeking to be enrolled or admitted as a member or to be transferred to a different class of membership shall make written application to the Secretary General of the Institute on the applicable form prescribed by the Council. The form shall embody an undertaking to conform with the provisions of the constitution and the standing orders in so far as they apply to the applicant.
- 9.2. Upon such application being received, the Secretary General shall forward the application to the Executive Committee of the respective Chapter for deliberations and vetting and thereafter making appropriate recommendations to the Council.

- 9.3. The Council shall decide whether any person applying to be admitted or enrolled in any class of membership has fulfilled the conditions of this constitution and the standing orders.
- 9.4. For failure to comply with the Council's requirements for membership of a class of membership, the Council may refuse to admit any person to any class of membership or may delay such admission or change any person's class of membership notwithstanding that such person may be otherwise entitled to be admitted to, or continue, the class of membership but this power of refusal, delay or change of class shall be exercised only in accordance with any applicable provisions of this constitution or of the standing orders and, in the event of any refusal, delay or change of class the member shall have a right to state his case before the Council by way of appeal and, the Council's decision on such appeal shall be final. Such an appeal should be made not later than 30 days in writing from the date when the applicant is advised by the Council of refusal, delay or change of class.
- 9.5. The applicant will be informed of the decision of the Council by the Secretary General in writing within one calendar month of the decision being made.

10. **CERTIFICATE OF MEMBERSHIP**

- 10.1. Every member **other than an Honorary or Retired** member shall be entitled to a certificate of membership under the hand of a member of the Council as the council from time to time may determine. The certificate shall remain the property of the Institute and must be returned on a person ceasing to be a member.

11. **THE COUNCIL**

- 11.1. The business of the Institute shall be managed by the Council who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute subject to the provisions of this constitution and the standing orders and to such directions as may be given by the Institute in a General Meeting.
- 11.2. The Council shall consist of the following office bearers: -
- 11.2.1. The Chairman
 - 11.2.2. The Vice Chairman
 - 11.2.3. Secretary General
 - 11.2.4. Assistant Secretary General
 - 11.2.5. Treasurer
 - 11.2.6. Organizing Secretary
 - 11.2.7. Assistant Organizing Secretary

- 11.2.8. Three Council members who shall be the committee members of the Executive Committee of each of the Chapter and provided that there is no more than one member from each Chapter.
- 11.2.9. The retiring Chairman of the Council.
- 11.3. Unless otherwise determined by a general meeting, the number of the members of the council shall not be less than eleven or more than nineteen inclusive but not exclusive of co-opted members, as appearing.
- 11.4. Nominations for elections to the Council may be submitted by the Council or a Chapter or a branch or a member excluding Honorary and Retired members with the support of at least four other members of the Institute. Such nominations shall be submitted to the office of the Secretary General at least 28 days before the date of the Annual General Meeting. Nominations must be in writing in prescribed forms and **must confirm consent of the persons so nominated to stand for elections.****
- 11.5. All nominations for elections to the Council, received by the Secretary General, shall be sent out to members not less than 21 days before the date of Annual General Meeting.**
- 11.6. The **initial founding committees** shall be selected from registered members by the members present provided they satisfy provisions of article 11.18 and thereafter the Council shall be elected annually at the annual general meeting. All members shall be eligible for re-election.
- 11.7. The tenure of the Council in the first instance shall be 36 months and thereafter 12 months.
- 11.8. Any casual vacancy in the Council may be filled by the Council when the vacancy occurs. Vacancies filled in this way shall be reported to the next annual general meeting.
- 11.9. The Council shall have powers to co-opt for a specific purpose any member or person to the Council without power to vote.
- 11.10. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they deem fit, and any committee so formed shall conform to any regulations imposed on it by the Council. The meetings and proceedings of such committee shall be governed by the provisions of the constitution for regulating the meeting and proceedings of the Council so far as applicable and so far as the same shall not be suspended by any regulations made by the Council as aforesaid. The Chairman, the Vice Chairman, the Secretary General and the Treasurer shall be ex-officio members of all committees.

- 11.11. The Council may appoint from its members chairmen of such committees and sub committees as it deems fit with such terms of reference and power to act as may be necessary.
- 11.12. Meetings of the Council shall be convened by the Chairman as found necessary and **one of these meetings shall not be more than 42 days prior to the Annual General Meeting.**
- 11.13. Meetings of the Council can also be convened at the request of the Vice Chairman or any of three members of the Council and the Secretary General shall summon the meeting by notice served upon the members of the Council. Any member of the Council who is absent from Kenya shall not be entitled to notice of a meeting.
- 11.14. The Chairman or in his absence the Vice Chairman shall preside as chairman at all meetings of the Council but if at any meeting the Chairman or Vice Chairman be not present **within fifteen minutes after the time appointed** for holding the meeting **or be unwilling to preside**, the members of the Council present shall choose one of their members to be chairman of the meeting.
- 11.15. The Council shall regulate its own proceedings. The quorum for the Council meeting shall be half the Council members.
- 11.16. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Institute and of the Council and of committees of the Council and of all business transacted at such meetings, and any such minutes of the meeting if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be conclusive evidence without any proof of the facts therein stated.
- 11.17. At least 14 days notice shall be given of every meeting of the Council. The Chairman may call meetings at short notice in exceptional circumstances.
- 11.18. A member eligible to be office bearer of the Council shall be a Fellow or an Associate of the Institute and a citizen of the Republic of Kenya.
- 11.19. The voting shall be by show of hands or by ballot as decided by the Council members.
- 11.20. The office of a member of the Council shall be vacated if he ceases to be a Fellow or Associate.
- 11.21. The Institute in general meeting may remove any member of the Council before the expiration of his period of office, and may by resolution appoint another member in his place; but the person so appointed shall retain his

office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

- 11.22. A resolution in writing signed by all the members for the time being of the Council or any committee of the Council shall as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.
- 11.23. All form of expenditure of Institute funds shall be authorized by the Council in minuted resolutions.
- 11.24. The Council shall at all times operate and act in the best interests of its members and have power to do all such lawful things as may be associated or connected with or as may be incidental or conducive to or in furtherance of its aims and objects of the Institute.

12. **COMPLAINT, REPRIMAND, SUSPENSION, TERMINATION
EXPULSION**

- 12.1. A complaint against a member shall be made to the Council. The Council shall cause an investigation into the complaint to be conducted and shall refer the matter to the Executive Committee of the respective Chapter to carry out the investigation. The Executive Committee shall report to the Council within 28 days of it being appointed. The report of the Executive Committee must state the results of the investigation, together with recommendations for further action, or shall be a report on the progress being made which must be satisfactory to the Council.
- 12.2. The Council shall be empowered to summon, reprimand, suspend or terminate membership for conduct or action prejudicial to, or in contravention of, the Constitution or standing orders without explanation but subject to appeal to the Council who will decide if such an appeal shall be upheld or submitted to the Annual General Meeting. The decision shall be effective from the date of the meeting passing such a resolution.
- 12.3. The person whose membership has been suspended or terminated will be informed of the decision made by the Council by the Secretary General in writing within one calendar month of any decision being made.
- 12.4.1. Any member more than three months in arrears with his subscriptions, and after due notice by the Treasurer or Secretary General shall cease to be a member.
- 12.5. On notification of death of a member the Secretary General shall remove his name from the appropriate membership list.

12.6. A member of the Institute shall cease to be a member in the following cases:

12.6.1. On being adjudicated bankrupt, making an arrangement or composition with his creditors or suffering distress or execution to be levied on his goods which is not paid within five days

Or

12.6.2. On being declared by a competent person or body to be of unsound mind

Or

12.6.3. If he is found guilty of committing any criminal offence which in the opinion of the Council renders him unfit to carry on the profession of the Chapter.

Or

12.6.4. If he has committed a serious breach of the provisions of this constitution.

Or

12.6.5. If his professional or personal conduct appears to be detrimental to the interests of the Institute or of the Chapter of which he is a member.

Or

12.6.6. If he canvases against any of the members of the Institute or their businesses to benefit his own business.

Or

12.6.7. If he shall fail to act impartially when acting on instructions from an insurer in relation to a policyholder's claim under a policy issued by that Principal.

Or

12.6.8. If he at any time shall fail to act ethically and in a manner consistent with the professional standards required.

Or

12.6.9. If having unknowingly accepted instructions to act in respect of any matter and becomes aware that a party interested in the matter has a material interest in the matter, the member shall forthwith disclose this interest to the party or parties affected by the member's duties and who are not otherwise aware, and shall have failed to cease to act unless the party or parties concerned shall confirm in writing that they have no objection. For the purpose of this article a party interested in a matter shall include any person, firm or corporation with whom he shares the profits of his work, or by whom he is employed, or who is materially interested whether directly or indirectly in any firm or corporation in which such member is engaged.

Or

12.6.10. If he accepts instructions in respect of any matter in which he has a material of financial or any other interest in the mater and he fails to disclose to the Principal.

Or

12.6.11. If any other ground which the Council may consider inappropriate and warranting such action.

13. **RESIGNATION AND RETIREMENT**

13.1. A member may resign at any time by giving notice to the Secretary General in writing. Resignation will become effective at the next meeting of the Council and his name will be erased from the register.

13.2. Upon member ceasing to be a member, he shall forfeit all rights in and to the funds of the Institute but such cessation of membership shall be without prejudice to the claim of the Institute to any arrears of subscriptions or other monies outstanding or due to the institute. Such a member shall be required to immediately surrender the certificate of membership to the institute.

14. **REINSTATEMENT**

14.1. The reinstatement of a former member shall be subject to a decision of the Council. The Council shall have power to impose a probationary period, or special condition of re-entry without explanation.

15. **APPEALS**

15.1. Any member who is aggrieved by a decision of the Council may appeal to the Trustees who will decide if such an appeal shall be upheld or submitted to the Annual General Meeting for consideration. The decision shall be effective from the date of the meeting passing the resolution.

16. **SUBSCRIPTION AND ENTRANCE FEES**

16.1. The entrance fees and annual subscription for all grades of membership **shall be determined by the Council** for the following year and be payable to the Institute on joining and subsequently on 1st January each year.

16.2. Honorary or retired members shall not be required to pay any subscription.

17. **REGISTER**

17.1. The Council shall maintain a register of all members.

18. **THE TRUSTEES**

- 18.1. Three Trustees, in whom the responsibility of strict adherence to the aims and objects of the Institute and to its Constitution is vested, shall be elected at an Annual General Meeting. Once elected they are not subject to re-election unless they retire voluntarily.
- 18.2. All Trustees will be elected from the Fellows or Associates of the Institute or any other outstanding person, provided they do not hold any other office of the Institute.
- 18.3. In the event of the dissolution of the Institute the Trustees shall be empowered to instigate the proceedings in Articles 22:37; 22:38 and 22:39.
- 18.4. Any matter concerning the affairs of the Institute, or the interpretation of any of the standing orders or rules of the Constitution which, in the opinion of the Council can be better resolved by the Trustees, shall be submitted to them for consideration. After deliberation the Trustees will report their findings to the Council.
- 18.5. All land, building and other immovable property and all investments and securities, which shall be acquired by the Institute, shall be vested in the names of not less than three Trustees.
- 18.6. A general meeting shall have power to remove any of the Trustees and all vacancies occurring by removal, resignation or death shall be filled at the same or the next general meeting.
- 18.7. The Trustees shall pay all income received from property vested in the Trustees to the Treasurer. Any expenditure in respect of such property, which in the opinion of the Trustees, is necessary or desirable shall be reported by the Trustees to the Council which shall authorize expenditure of such moneys as it deems fit.

19. **ORGANIZATION AND MANAGEMENT OF THE CHAPTERS**

- 19.1. The business of the Chapter shall be managed by the Executive Committee.
- 19.2. The Executive Committee shall consist of the following office bearers: -
- 19.2.1. Chapter Chairman
 - 19.2.2. Chapter Secretary
 - 19.2.3. Chapter Treasurer
 - 19.2.4. Any four members from the Chapter
- 19.3. The initial founding Executive Committee shall be selected by the Council from registered members provided they satisfy provisions of Article 11.18.

- 19.4. Any member of the Council shall be entitled to sit on the Executive Committee but shall not be entitled to vote.
- 19.5. A Chapter may take its own rules provided such rules are consistent with the Constitution and the standing orders.
- 19.6. A Chapter shall comply with all the Articles of the constitution.
- 19.7. The meetings of the Chapter shall be held regularly as decided by the Executive Committee.
- 19.8. Records of business transacted at a Chapter shall be maintained and copies of the minutes sent to the Secretary General within 21 days following the meeting.
- 19.9. At least once in every year the finances held by the Chapter in the name of the Institute shall be examined by auditors appointed by the Council and shall be sent to the Treasurer of the Council within 28 days of the audit.
- 19.10. All activities by a Chapter shall be undertaken in no other name than that of the Institute and provided the Executive Committee of the Chapter has obtained a written consent of the Council.
- 19.11. If and when there shall exist any clash between the deliberations and activities of the Executive Committee of the Chapter and the Institute, the interest and will of the Institute shall prevail in all such circumstances and at all times.
- 19.12. A Chapter shall not engage in any correspondence written or verbal or in any other form on behalf of the Institute with any outside institution, organization, society, association etc without the approval of the Council.
- 19.13. The election of the Executive Committee of the Chapter shall be held once a year immediately before the election of the Council of the Institute by members of the chapter and in any case not later than 30 days before the election of the Council.
- 19.14. The Executive Committee of a Chapter, which does not perform to the satisfaction of the Council can be dissolved by the Council and the Council shall have the right to order a new special general meeting of the chapter to elect its new officials. In such a case no member of the dissolved Executive Committee of the Chapter shall be eligible to seek re-election during the current year.
- 19.15. Each chapter shall have the primary objective of creating entry criteria, which must reflect adherence to the rules for natural justice in terms of fairness, non segregation or isolation.

20. **GENERAL MEETINGS**

20.1. The Annual General Meeting shall be held once in every calendar year after the initial tenure of the Council as specified in Article 11.7. at such time and place as may be determined by the Council and every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. General Meetings other than the Annual General Meetings shall be called Extra Ordinary General Meetings.

21. **EXTRA ORDINARY GENERAL MEETINGS**

21.1. The Council may call an Extra Ordinary General Meeting whenever they deem fit and Extra Ordinary General Meetings shall also be convened on the requisition by members of the Institute representing not less than one-tenth of the total voting rights of all the members having a right at the date thereof to vote at General Meetings, provided that such requisition shall state the object of the meeting and be signed by the petitioners and deposited with the Secretary General. If the Council fails to call an Extra Ordinary General Meeting within twenty-one days after deposit of the requisition, the petitioner or any of them representing more than one-half of the total voting rights of all of them may themselves convene a meeting, provided that such meeting is convened within three months from the expiration of the said twenty-one days.

21.2. Grounds upon which an Extra Ordinary General Meeting may be requested by members would include the following: -

21.2.1. Misappropriation or embezzlement of the Institute funds or other serious misdemeanour.

21.2.2. Any other serious matter that may affect the welfare of the Institute adversely. In such cases the petitioners will provide professional indemnity and/or legal undertaking absolving the Institute from fiscal commitments of convening the Extra Ordinary General Meeting. The petitioners will make written submission of calling of the petition without being frivolous and will further show cause for the urgency of calling the Extra Ordinary General Meeting; by showing beyond any doubts that the Institute would suffer irreparable damage if the petition awaits the subsequent Annual General Meeting. The Petitioner will also have to satisfy the Extra Ordinary General Meeting that the responses given by the Council were unsatisfactory.

21.2.3. The petitioners having followed exhaustively these provisions will then be bound by a decision arrived at such an Extra Ordinary General Meeting which will determine the legitimacy of the said petition and if upheld the Institute shall bear the costs.

If the petition is not upheld then the petitioners shall be called upon to meet the entire cost of hosting such an Extra Ordinary General Meeting.

- 21.3. Twenty-one days' notice of every Extra Ordinary General Meeting and of the Annual General Meeting shall be given in writing to the members entitled to receive notices thereof, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of such business. The inadvertent omission to give notice of a meeting to or the non-receipt of such notice by any member entitled to receive notices shall not invalidate any resolution passed or other proceedings of such meeting.
- 21.4. All business at Extra Ordinary General Meeting and at the Annual General Meeting shall be deemed special, except the following business at the Annual General Meeting namely: -
 - 21.4.1. Apologies for absence
 - 21.4.2. Minutes of the last meeting
 - 21.4.3. Matters arising from the minutes
 - 21.4.4. Correspondence
 - 21.4.5. Items notified to the Secretary General
 - 21.4.6. Any other business (not the Annual General Meeting)
 - 21.4.7. Confirmation of date and time of the next meeting (not the Annual General Meeting)
- 21.5. All items on the agenda shall take precedence over all other business.
- 21.6. Any member wishing to raise an item not on the agenda must do so in writing to the Secretary General not less than 48 hours before the appointed time of the meeting.
- 21.7. The Secretary General shall be responsible for circulating the notice and the agenda, of the meeting.
- 21.8. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, the quorum shall be twenty-five members personally present and entitled to vote and provided there are a minimum of five members from each of the Chapters.

- 21.9. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members entitled to vote, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present entitled to vote shall be a quorum.
- 21.10. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business, which might have been transacted at the meeting from which the adjournment took place.
- 21.11. The Chairman, or in his absence the Vice Chairman, of the Institute shall take the Chair at every General Meeting, but, if those offices be vacant, or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be present but unwilling to take the Chair, the members present and entitled to vote shall choose a member of the Council, or if no such member be present, or if all the members of the Council present decline to take the Chair, a member of the Institute who is entitled to vote, to take the Chair.
- 21.12. At all General Meetings, a resolution put to the vote of the meeting shall be decided, unless otherwise provided by the Constitution, on a show of hands by a majority of the members present in person and entitled to vote, unless, before or upon the declaration of the result of the show of hands, a poll be demanded in writing by the Chairman or by at least three members present in person and entitled to vote and, unless a poll be so demanded. A declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Institute shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 21.13. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be in the resolution of the meeting at which the poll was demanded.
- 21.14. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

- 21.15. In the case of an equality of votes, either on a show of hands or the poll, the Chairman of the meeting shall be entitled to a further or casting vote.
- 21.16. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 21.17. Subject as hereinafter provided, every member present in person and entitled to vote shall have one vote. No proxy vote shall be allowed.
- 21.18. No person other than a Fellow or Associate or Ordinary Member duly admitted or elected and who shall not be in arrears by more than three months in the payment of any subscription or other sum payable by him to the institute, shall be entitled to vote on any question personally.
- 21.19. The Council shall cause books of account to be kept with respect to:
- 21.19.1. the assets and liabilities of the Institute; and
 - 21.19.2. the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place; and
 - 21.19.3. all sales and purchases of goods by the Institute, so far as is necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.
- 21.20. The books of account shall be kept at the offices of the Treasurer or at such other place or places as the Council shall deem fit, and shall always be open to the inspection of the members of the Council.
- 21.21. The Institute in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Institute, or any of them, and subject to such conditions and regulations the accounts and books of the Institute shall be open to the inspection of members at all reasonable times during business hours.
- 21.22. Once at least in every year the Council shall lay before the Institute in General Meeting an Income and Expenditure Account for the period since the last preceding Account, made up to a date not more than four months before such meeting, together with a Balance Sheet made up as at the same date. Every such Balance Sheet, accompanied by a report of the Council and a report of the Auditors and copies of such Account, Balance Sheet and reports shall be sent not less than twenty-one days before the meeting to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read at the meeting.

- 21.23. The Treasurer shall keep, or cause to be kept, a proper account of the receipts and expenditure of the Institute, and of the matters in respect of which such receipt and expenditure take place, and of the property, assets and liabilities of the Institute, in books to be provided for the purpose and shall produce the account books, properly posted up, when required by the Council.
- 21.24. Once at least in every year, the accounts of the Institute shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.
- 21.25. Auditors shall be appointed at each Annual General Meeting to hold office from the conclusion of that, until the next Annual General Meeting, and the Meeting shall fix their remuneration.
- 21.26. A notice may be served by the Institute upon any member, either personally or by sending it through the post addressed to such member at his registered address as appearing in the register of members.
- 21.27. The members of the Council, the Auditor or Auditors, Treasurer, Secretary General and other officers shall be indemnified by the Institute from all losses and expenses incurred by them in or about the discharge of their respective duties.
- 21.28. No officer or member of the Council shall be liable for the acts or defaults of any other officer or member of the Council or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Institute, or to any other person arising out of the acts of proceedings of the Institute.
- 21.29. No member shall co-operate in any press project or in any radio or television program about the affairs of the Institute whether by way of advice on the script or otherwise unless the approval of Council has previously been obtained. No statement shall be issued to the media for publication or otherwise by any member with reference to anything in connection with the Institute as emanating from the Institute, unless the written authority of the Council has previously been obtained.
- 21.30. Notices of motion for the Annual General Meeting may be submitted by the Council, by Chapters and by Branches.
- 21.31. Notices of motion from Chapters and Branches shall be in writing and sent to the Secretary General not less than 56 days before the Annual General Meeting.
- 21.32. The Council shall consider all notices of motion and those accepted shall be placed on the agenda and shall be circulated to all Chapters and Branches by the Secretary General not less than 35 days before the published date of the Annual General Meeting.

- 21.33. Any amendment to a notice of motion must be received by the Secretary General in good time to enable such amendment to be circulated to the membership not less than 14 days before the published date of the Annual General Meeting.
- 21.34. The full agenda for the Annual General Meeting, together with amendments to notices of motions, shall be circulated by the Secretary General not less than 14 days before the published date of the Annual General Meeting.
- 21.35. In the event of any ambiguity or difference of opinion concerning the interpretation of any standing orders or rule, or to deal with any matter not provided for within this Constitution, reference shall be made in writing to the Secretary General who shall refer the matter to the Council. The decision of the Council shall be final and binding upon all parties.
- 21.36. The Constitution shall not be revoked, altered or added to except at the Annual General Meeting of the Institute at which such changes must be approved by at least TWO THIRDS of the members present.
- 21.37. The Institute shall not be dissolved except by a Special General Meeting of the Institute called for that purpose, and not then if less than TWO THIRDS of the members present vote in favour of the dissolution.
- 21.38. If dissolved, it shall be competent for the meeting to arrange for disposal of any assets remaining to the credit of the Institute.
- 21.39. In the event of the dissolution of the Institute the Trustees shall be responsible for all arrangements.

22. **STANDING ORDERS**

- 22.1. The Secretary General shall circulate the minutes of a meeting not less than 14 days following the meeting.
- 22.2. The minutes will usually be read for confirmation and approval at the meeting of the same group Council/ Executive Committee or any other Committee or sub Committee appointed by the Council of which they are a record. The only motions or discussions allowed at this time shall be with regard to their accuracy. After the confirmation of the minutes they shall be signed by the Chairman of the meeting.
- 22.3. Questions may then be put regarding any matters arising from the minutes. Such questions shall be allowed for the purposes of information only, and no debate on the policy outlined in the minutes shall take place. Debates on policy shall be taken as agenda items of the current meeting.

- 22.4. At all meetings, every member when selected by the Chairman to speak shall identify himself. The normal etiquette shall be observed in addressing the Chairman (i.e. Mr. Chairman, Madam Chairman).
- 22.5. When more than one member rises to speak, the first to rise shall be given precedence, the decision resting with the Chairman. The member who rose immediately after the first speaker shall have the right to speak at the close of the first speaker's address.
- 22.6. At Council and Committee meetings, the members need not stand to address the Meeting but may catch the Chairman's eye by raising a hand or other meaningful gesture.
- 22.7. If the Chairman calls a member to order, or for any other purpose connected with the proceedings, the member speaking shall stop until the Chairman finishes speaking.
- 22.8. The ruling of the Chairman on any question under the Standing Orders, or on any points of order, or explanation, shall be final, unless challenged by at least four members and TWO THIRDS of the members present vote against the Chairman's ruling.
- 22.9. If any member interrupts another while addressing the meeting, or uses abusive or profane language, or causes a disturbance at any of the meetings, and refuses to obey the Chairman when called to order, he shall be named by the Chairman.
- 22.10. The named member shall thereupon be expelled from the room and shall not be allowed to return again until an apology satisfactory to the meeting be given.
- 22.11. No member shall leave the meeting before its conclusion without the permission of the Chairman.
- 22.12. At General Meetings, a member shall not normally be allowed to speak more than once on any subject before the meeting; or on any point of order, or explanation, except the original mover of the motion. The Chairman's decision shall be final.
- 22.13. At Council Meetings or in Committee the debate may be more informal to allow general discussion to take place so that a decision acceptable to the majority of the members may be arrived at. The Chairman's decision shall be final.
- 22.14. On an amendment being moved, any member, even though he may have spoken on the original motion, may speak again on the amendment.
- 22.15. A member shall not speak for more than five minutes at any one time unless sanctioned by the Chairman.

- 22.16. Members wishing to raise points of order, or explanation, must obtain the permission of the Chairman, and must attract the Chairman's eye immediately the alleged breach had occurred.
- 22.17. A member may formally second a motion or amendment and reserve his speech until a later period of the debate.
- 22.18. The first proposition on any particular subject shall be known as the 'original motion' and all succeeding propositions on that subject be known as amendments.
- 22.19. Every motion, or amendment, must be moved and seconded by members actually present at the meeting before they can be discussed and, at General Meetings, should normally have been submitted in writing.
- 22.20. It is permissible for a member to make a speech first and conclude with a motion.
- 22.21. When an amendment to an 'original motion' is moved, no further amendment shall be discussed until the first amendment is disposed of. (Notice of any further amendment must be given before the first amendment is put to the vote).
- 22.22. If an amendment is carried, it displaces the 'original motion' and itself becomes the substantive motion, whereupon any further amendment relating to any portion of the substantive motion may be moved, provided it is consistent with the business and has not been covered by an amendment or motion which has previously been rejected.
- 22.23. After the vote on each succeeding amendment has been taken, the surviving proposition shall be put to vote as the main question, and if carried it shall then become a resolution of the meeting.
- 22.24. Any member who has not already spoken during the debate may move the adjournment of the question under discussion, or of the meeting, but must confine his remarks to that question, and must not discuss any other matter.
- 22.25. The move of the motion upon which the adjournment has been moved, shall be allowed the right to reply on the question of the adjournment, but such reply shall not prejudice his right of reply on his motion.
- 22.26. Notices of motion for the Council and the Executive Committee meetings shall be sent to the Secretary General and Chapter Secretary respectively, in writing not less than 14 days before the meeting at which they are to be discussed.
- 22.27. Notices of motion for the Annual General Meeting shall be sent to the Secretary General in writing not less than 56 days before the meeting at which they are to be discussed.

- 22.28. Such motions shall be placed on the 'agenda' in the order in which they are received by the Secretary General.
- 22.29. No resolution shall be rescinded, or amended, at the same meeting at which it is passed.
- 22.30. A 14-day notice must be given of the intention to move that a resolution be rescinded, or amended, and the resolution shall not be rescinded, or amended, unless by the consent of TWO THIRDS of the delegates present at the meeting when it considered.
- 22.31. No resolutions involving important issues of finance, or policy, shall be rescinded at any meeting unless every member eligible to attend such meeting has been duly notified, in writing, and given the opportunity of being present.

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