



THE INSURANCE INSTITUTE OF KENYA

CONSTITUTION

1. NAME

- 1.1 This is the Constitution of the body known as "The Insurance Institute of Kenya", hereinafter referred to as "the Institute".
- 1.2 The Institute is a voluntary association having corporate identity separate from that of its members and it is entitled to own its own property, whether movable, immovable or otherwise. The Institute is entitled to sue and to be sued in its own name and notwithstanding any change in the composition of its members from time to time shall have perpetual succession. All property held by the Institute shall be its exclusive property and no member shall have any claim thereto nor shall any member make any profit out of his membership except as in case of remuneration for services rendered to the Institute.
- 1.3 The Institute shall not carry on any trade or business or engage in any transaction with a view to pecuniary gain or profit of individual members.

2. LEGAL NATURE OF THE INSTITUTE

- 2.1: The Institute shall be established for the objects and with the powers hereinafter specified. It shall be entitled to perform any legal act and of suing and being sued in any court of law in its own name and may be represented in any contract, act or proceeding by the Executive Council or by any person or persons duly authorised by the Executive Council.

- 2.2: Any legal process may be served upon the Institute by delivery thereof at the Secretariat to the Director or to any officer duly authorised by the Executive Council from time to time to accept such service.
- 2.3: The liability of the members of the Institute for the indebtedness of the Institute shall be limited to the amount of any unpaid subscriptions or other debts due by them to the Institute.

3. OBJECTS OF THE INSTITUTE

The objects for which the Institute is established is to bring together persons who are its members in Kenya for the purpose of:

- 3.1: formulating, establishing and maintaining high standards of insurance knowledge, training, practice and conduct in order to enhance the practice of insurance and public confidence in the insurance profession.
- 3.2: to store and disseminate such insurance knowledge by educational and training processes and conducting examinations, enquiries, research, by publishing and distributing communications and journals in such manner as it deems fit.
- 3.3: to devise and implement procedures and methods for testing the qualifications of candidates for the diplomas and certificates of the Institute by examination in theory and practice or by any other actual and practical tests and to grant diplomas and certificates of qualifications to successful candidates.
- 3.3: to institute, establish and promote scholarships, grant awards and prizes and to encourage education and excellence in the principle and practices of insurance whenever funds are available.
- 3.4: to act as a medium of consultation and communication with the Government and its institutions established from time to time.
- 3.5: to confer, consult, maintain contact and co-operate with other professional bodies established both within and outside Kenya having objects similar to those of the Institute.
- 3.6: to affiliate or otherwise associate formally with any organisation within Kenya or elsewhere having objects similar to those of the Institute.

4. POWERS OF THE INSTITUTE TO CARRY OUT ITS OBJECTS

The Institute shall have all such powers and authorities as shall be necessary or desirable or conducive to achieving any and all of its objects. These powers and authorities shall be exercised by the Executive Council and/or by any duly constituted committee, sub-committee or steering committee in accordance with and subject to the provisions of this constitution. Without in any way limiting the generality of the foregoing the powers and authorities of the Institute shall include those set out in the sub-clauses below:

- 4.1: To purchase, take on lease or in exchange, hire or otherwise acquire any real or other property and any rights or privileges in Kenya which may be thought necessary or convenient for the promotion of its objects.
- 4.2: To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to furthering its objects.
- 4.3: To borrow or raise money for the purpose of the Institute on such terms as may be approved by the Executive Council.
- 4.4: To draw, make, accept, endorse, execute, negotiate and issue cheques, promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- 4.5: From time to time in accordance with sound business and financial principles to invest the funds of the Institute in such properties or assets or other security as may be deemed advisable.
- 4.6: To enter into contracts and agreements of any kind necessary to carry out, give effect to or secure the objects of the Institute.
- 4.7: To receive grants and donations under conditions acceptable to the Executive Council.

- 4.8: To appoint, employ, elect, or dismiss or remunerate employees, professional assistants or experts with such functions, tenure, and terms of office as may be prescribed by the Executive Council pursuant to the Constitution.
- 4.9: To establish and contribute to a pension, annuity, medical and/or other fund for the benefit of its employees and/or the dependants of such employees in accordance with the rules of the fund.
- 4.10: To arrange pension and medical aid schemes for the benefit of and to grant pensions, allowances, gratuities, and bonuses to employees or ex employees of the Institute or the dependants of such persons and to support, subscribe or donate to any funds, charities, institutions, clubs or societies.
- 4.11: To regulate relations between its members and between its members and the Institute and to enter into any agreement or arrangement leading to the provision of goods or services on beneficial terms to members or their families.
- 4.12: To invite the patronage of any person or persons as it may consider advisable.
- 4.13: To insure against losses, damage, risk and liability of all kinds.
- 4.14: To institute conduct defend compound or abandon any legal proceedings by and against the Institute or its officers or otherwise concerning the affairs of the Institute or action of its members and also compound and allow time for payment or satisfaction of any debts due or any claims or demands made by or against the Institute.
- 4.15: To raise money by subscription or levy from its members or from any other source and to recover by legal process monies due by members or ex-members associations or organisation.
- 4.16: To spend or otherwise apply monies to the advancement and/or development of the Institute or its members.
- 4.17: To make and pass rules, by-laws or regulations and to add to, repeal, or alter such rules, by-laws or regulations with or without penalties for the carrying out administration or implementation of the Constitution and the attainment of the objects of the Institute.

- 4.18: To administer such examinations as prescribed by the Institute and to issue and distribute certificates, trophies and other awards to candidates who have in such examinations satisfied the examiners as to their proficiency.
- 4.19: To impose disciplinary measures on its members or former members arising out of or connected with any contravention or breach of the provisions of this constitution or any rule or by-law or regulation passed by the Executive Council and to recover by legal action or otherwise penalties, fines, damages, or compulsory contributions from its members or former members. Without in any way limiting the generality of the foregoing the Institute shall have the power to suspend, expel or ban any member.
- 4.20: To affiliate with associate or merge with such other insurance institutes or other bodies as may in the opinion of the Executive Council be deemed beneficial to the interest of the Institute.
- 4.21: To hold meetings, debates, conferences, discussions in furtherance of these objects and to conduct such other social activities and functions as may be approved by the Executive Council for the enjoyment of the Institute's members.
- 4.22: To take all action as may be required or necessary to enforce fully and effectively all obligations of whatsoever nature arising which may be owed to the Institute by its members, former members or any other persons or body.
- 4.23: To do all such other lawful things as are incidental or may be thought by the Executive Council to be conducive to the attainment of the Institute's objects.

5. MEMBERSHIP

There shall be Seven categories of membership.

- 5.1: Associate Members shall be such candidates that have served as Directors of the Institute or qualified as Associates of the Insurance Institute of Kenya as have applied and been admitted into membership by the Executive Council or such persons as have been examined and passed by the Institute. After admission they will be entitled to use the initials "A.I.I.K.". Associate Members shall be entitled to describe themselves by the title "Certified Insurance Practitioner" or as otherwise approved by the Executive

Council from time to time. They shall be eligible to serve the institute in any of its committees and enjoy all the rights and privileges of membership (hereinafter referred to as "voting members").

5.2: Fellow Members shall be such candidates as have qualified as Fellows of the Insurance Institute of Kenya as have applied and been admitted into membership by the Executive Council or such persons as have been examined and passed by the Institute. After admission they will be entitled to use the initials "F.I.I.K.".

Fellow Members shall be entitled to describe themselves by the title "Certified Insurance Practitioner" or as otherwise approved by the Executive Council from time to time. They shall be eligible to serve the institute in any of its committees and enjoy all the rights and privileges of membership (hereinafter referred to as "voting members").

5.3: Student Members shall be such persons as have applied and been admitted as students of the Institute by the Executive Council. They shall not be eligible to serve in any committee of the Institute and shall not enjoy any voting rights.

5.4: Attendant Members shall be such persons working in the insurance industry as have applied and been admitted into membership by the Executive Council. They may attend Institute functions. They shall not be eligible to serve in the Executive Council of the Institute but may be coopted onto committees or sub-committees. They shall not enjoy any voting rights.

5.5: Honorary Membership shall be a mark of esteem to such persons as have been proposed by the Executive Council and approved by the Annual General Meeting on account of their exemplary career contribution to the knowledge and practice of insurance in Kenya. They shall not enjoy any voting rights outside of the Advisory Committee of the Institute unless they are Associate Members or Fellow Members.

5.6 Advanced Technician (Semi-Associates) members shall be such candidates as have applied and admitted into membership that shall include examination to certain set levels. Technician members shall be entitled to use the title "Certified Advanced Insurance Technician" or as otherwise approved by the Executive Council from time to time. They shall not be eligible to serve on Executive Council of the institute but may be coopted into

committees or sub-committees. They shall not enjoy any voting rights.**(Effective immediately, membership subscriptions to be 50% of Associate fee)**

- 5.7 Ordinary Technician members shall be such candidates as have applied and admitted into membership by the Executive Council The executive Council shall set such requirements for membership that shall include examinations to certain set levels. Technician members shall be entitled to describe themselves by the title "Certified Ordinary Insurance Technician" They shall not eligible to serve on Executive Council of the institute but maybe co-opted into committees or sub-committees. They shall not enjoy any voting rights.**(Effective immediately subscriptions to be 30% of Associate fees as well as 50% of corresponding student fee)**

6. ADMISSION AND MAINTENANCE OF MEMBERSHIP

- 6.1: An application for membership shall be made on an official application form issued for the purpose by the Institute. When duly signed by both the applicant and an Associate or Fellow Member it shall together with the prescribed fee(s) be delivered to the Secretariat of the Institute. It shall thereafter be brought before an organ of the Institute mandated for the purpose by the Executive Council.
- 6.2: The mandated organ shall decide whether or not to accept the application by simple majority vote. If the application is refused the tendered fee(s) shall be returned to the applicant with a notice of the refusal including advice of right to appeal to the Executive Council within thirty days of receipt of notice.
- 6.3: An appellant shall within thirty days of receipt of notice of refusal appeal to the Executive Council by addressing and delivering the appeal to the Director. The Director shall bring the appeal before the next Executive Council meeting for consideration.
- 6.4: The Executive Council in considering an appeal for membership or an appeal against disciplinary action for that matter shall invite an appellant for interview. The Executive Council shall then or at an adjourned meeting decide by means of vote by secret ballot whether to allow the appeal. For this purpose if three or more members of the Executive Council shall vote against allowing the appeal the appeal shall not be allowed. The appellant shall be notified in writing of either decision by the Honorary Secretary.

- 6.5: The Honorary Secretary shall cause a notice of the names of all Associate Members and Fellow Members to be published in the official Kenya Gazette during the second quarter of each calendar year. Associate Membership and Fellow Membership shall otherwise be evidenced by a Certificate issued by the Institute to the member on entry into membership. Associate Membership and Fellow Membership shall be maintained by presentation of Annual Professional Development Points Certificate for the previous year together with payment of annual subscription. Certificates issued by the Institute shall remain the property of the Institute and shall be returned to the Institute on cessation of membership.
- 6.6: A committee of the Institute shall be mandated by the Executive Council to receive and consider any written complaints about conduct of members. The said committee shall nevertheless where and when deemed fit from reports in public or professional circles initiate enquiries, reports, legal opinions or investigations that would enable it to establish whether a member has conducted himself or herself contrary to or in a manner inimical to the objects of the Institute. The said committee shall invite a written and oral defence from the affected member at an appointed interview date. Such defence must be submitted within fourteen days of the invitation. The committee shall thereafter decide whether to censure, reprimand, fine, suspend or expel from membership without restriction to one or more of these actions. Notice of the proposed action shall be delivered to the subject member with advice of right to appeal to the Executive Council within thirty days. The Executive Council shall consider such an appeal in the manner described in section 6.5 hereabove.
- 6.7: Members of the Institute shall be obliged to:
- (a) Comply with the constitution, accept and abide by such standards, rules and regulations approved by the Executive Committee or the Institute's committees and organs from time to time.
 - (b) Desist from any conduct that would bring the insurance profession, the Institute or the insurance industry into disrepute.

7. OFFICERS OF THE INSTITUTE AND ITS EXECUTIVE COUNCIL

- 7.1: The Officers of the Institute shall be the Director, the Deputy Director, the Honorary Secretary, the Honorary Treasurer, the Immediate Past Director/Chairman of the Advisory Committee, the Convenor for Education and Training, the Convenor for Member Services and the Convenor for Professional Standards and Legal Affairs.

- 7.2: The Executive Council shall be comprised of these officers and five (5) other Council Members duly elected together with the officers at the Annual General Meeting together with up to four (4) others that the Executive Council may choose to appoint after the Annual General Meeting. Such appointed Council Members shall be Associate Members or Fellow Members of the Institute. The members so appointed shall have the same powers and rights and be subject to the same obligations under the constitution as other members of the Executive Council.
- 7.3: The Executive Council shall meet in each month at such times and places as it shall determine. A meeting of the Executive Council may at any time be convened by order of the Director or Deputy Director or at the request in writing addressed to the Honorable Secretary of three members of the Executive Council. Notices and agenda of all Executive Council Meetings shall be given by the Honorable Secretary not less than fourteen days before the date of the meeting. Minutes of all such meetings shall be circulated to the Executive Council members within fourteen days of the meeting.
- 7.4: The quorum for the Executive Council Meetings shall be seven (7) members.
- 7.5: At any meeting of the Executive Council a resolution put to the vote of the meeting shall be decided by show of hands with each member including the Director having one vote. A secret ballot shall be conducted if so demanded by two or more members. If the votes cast for or against be equal the Chairman shall have a casting vote.

- 7.6: At its first meeting after the Annual General Meeting the Executive Council shall constitute membership for committees for Member Services, Education and Training, Finance and Membership, Professional Standards and Legal Affairs and the Board of Examiners as it deems fit. Notwithstanding the foregoing the Executive Council shall have powers to re-organise, reconstitute, or establish any committee, sub-committees, steering committees or organs as it deems fit **PROVIDED ALWAYS** that the Advisory Committee shall be exempt from being subject to such powers. In exercising this prerogative the Executive Council shall prescribe duties, powers, responsibilities and procedures in the manner that it deems fit. The Executive Council shall have power to assign additional duties to committees. Members of the Executive Council may be appointed to serve on one or more of any committee set up by the Executive Council from time to time. All Committees constituted by the Executive Council shall have powers to form sub-committees, project or task forces and to co-opt membership thereof from the Institute's membership.
- 7.7: The Director, Deputy Director and Honorary Secretary shall be ex-officio members of all the committees of the Executive Council and shall be entitled to vote at meetings of such committees.
- 7.8: Each committee appointed by the Executive Council shall submit a report on its proceedings to the Executive Council meetings.
- 7.9: The Common Seal shall not be affixed to any instrument except by order of the Executive Council and in the presence of any two of the Director or Deputy Director and a member of the Executive Council. Every such instrument shall be signed by the two persons in whose presence the seal was affixed and be countersigned by the Honorary Secretary or such other officer of the Institute as the Executive Council may from time to time direct.

8. DUTIES OF THE INSTITUTE'S OFFICERS

- 8.1: The Director shall preside over all Executive Council meetings and General Meetings of the Institute. He shall be a member of the Advisory Committee and shall make a report at its meetings. He shall be the chief officer of the Institute and shall be the ultimate officer responsible and answerable for the proper performance of the Institute's objects as expressed in its constitution.

8.2: The Deputy Director shall in the absence of the Director preside at meetings of the Executive Council and General Meetings of the Institute.

8.3: The Honorary Secretary shall:

- (a) Prepare, keep and cause to be kept all Minute books and records of the Institute except financial records and shall send and deal with all correspondence under the general direction of the Executive Council.
- (b) Give notice of all meetings of the Executive Council and of General Meetings of the Institute and be responsible for all arrangements thereof.
- (c) In consultation with other officers of the Institute have power to act in all matters regarding commencement or defence of legal proceedings by or on behalf of the Institute or any member in his capacity as a member.
- (d) Cause minutes to be kept of all the proceedings at Executive Council and committee meetings.
- (e) Direct the administrative or Secretariat staff for the carrying out of his functions.

8.4: The Honorary Treasurer shall be responsible for the maintenance of the financial records of the Institute, the collection of all membership dues and subscriptions, the collection of any other dues and the payment of all accounts and expenses. He may withhold any payment and refer it to the Executive Council. The Honorary Treasurer shall be entitled to call for any explanation from a member of the Executive Council on any matter concerning the financial aspects of the Institute's affairs. He shall also ensure that an Income and Expenditure Account and Balance sheet for the twelve month period ending 31st December in each year are prepared and available for auditing on time for presentation of the duly audited accounts to the Annual General Meeting. He shall also prepare a budget for the financial year commencing 1st January and shall circulate the same to all Associate Members and Fellow Members thirty days before the Institute's Annual General Meeting.

The Honorary Treasurer may be the Convenor of the Finance and Membership Committee provided that the powers to re-organise committees from time to time shall at all times remain the prerogative of the Executive Council.

- 8.5: The Immediate Past Director shall preside over an Executive Council meeting in the event of the absence of both the Director and Deputy Director. He shall also be the Convenor of the Advisory Committee, comprising all Past Directors of the Institute, and shall convene at least two meetings during the year. He shall report the deliberations of the Advisory Committee at the Executive Council Meeting.
- 8.6: The Convenor for Education and Training shall convene meetings of the Board of Examiners, the Education and Training Committee and be responsible for successful execution of the Institute's examination, education and training programmes.
- 8.7: The Convenor for Member Services shall convene meetings of the Member Services Committee and be responsible for organising conferences, seminars, speakers luncheons/dinners, social functions and the satisfactory delivery of sports and recreational services to the members.
- 8.8: The Convenor for Professional Standards and Legal Affairs shall convene meetings of the Professional Standards and Legal Affairs Committee. He shall be responsible for the formulation and upholding of the Institute's codes of professional conduct, standards and practices. He shall submit to the Executive Council such recommendations as to the Institute's constitution and the Laws of Kenya that would require attention, elaboration or amendment in furtherance of the Institute's objects. Under the direction of the Executive Council he shall constitute his committee into a Disciplinary Committee.
- 8.9: The Convenor of any committee, sub-committee or steering committee established by the Executive Council shall be issued with appropriate terms of reference for the work of that committee by the Honorary Secretary based on the proceedings of the Executive Council. The committee, sub-committee or steering committee as the case may be shall be bound to act within these terms.

9. EXAMINATIONS

- 9.1: The Executive Council shall cause examinations to be held as provided in the Institute's Objects and shall report each year the number of successful candidates at each examination and other applicable information to the Annual General Meeting.

- 9.2: The Executive Council shall at its first meeting after each Annual General Meeting appoint not less than three Fellow and five Associate Members to serve on and constitute a Board of Examiners.
- 9.3: The Board will constitute and appoint an Examination Committee which shall be regarded as a sub-committee of the Board, with the specific responsibility to conduct and control the actual examinations including the rules and regulations and the procedures and conduct of all parties involved therein.
- 9.4: Two members of the Board of Examiners will be designated Joint Convenors of the Board of Examiners as well as the Examination Committee.
- 9.5: The Board shall have the right to call on other persons to serve on, advise, or provide assistance to the Board as it may deem fit.
- 9.6: It shall be the duty of the Board to control and direct the policy of the Institute as it applies to education and examinations and it shall be the final arbiter in all such matters subject to the conditions imposed by the Constitution of the Institute.
- 9.7: The Board shall specifically:
- a) Determine and define the educational requirements for each level of membership and qualification as may be offered or examined by the Institute from time to time;
 - b) Determine the syllabi and curricula of the courses and subjects referred to in 9.7 a) above;
 - c) Deal with all matters relating to the examinations and education in general;
 - d) Appoint examiners and others required to conduct, oversee, monitor and control the examinations and all related matters.
- Notwithstanding anything to the contrary stated above the Board will be responsible for all matters relating to the academic content of the studies, courses and examinations and qualifications of the Institute.

- 9.8: Any person who becomes aware of any occurrence which could represent a breach of the regulations as applicable to the examinations or related matters in force from time to time or any such other incident that may be regarded as unbecoming a student, candidate or officer of the Institute involved with the examinations of the Institute shall report such matter to the Board whose members shall consider the matter amongst themselves in the first instance. The Board may decide to reprimand the person or persons involved or take such other steps as it deems fit except that if it considers the matter to constitute an offence or violation of the Constitution or the regulations concerning the examinations, as published from time to time, the Board shall report the matter to the Executive Council specifically for disciplinary action.
- 9.9: The Examination Committee shall comprise all members of the Board together with a duly appointed representative from each branch of the Institute that actually facilitated the Institute's examinations the previous year, if any.
- 9.10: The duties and responsibilities of the Examination Committee shall be as directed from time to time by the Board.
- 9.11: The Regulations, Rules, Procedures and other instructions issued and prescribed by the Committee shall be regarded as being attached to and form part of this constitution and shall be binding and enforceable as such.
- 9.12: Examinations shall be held in accordance with the regulations which the Examinations Committee shall from time to time prescribe and shall be conducted at such time, in such manner and subject to such conditions as it advises.
- 9.13: After the Institute holds its first examinations both the Board of Examiners and the Examination Committee shall meet at least twice in any year.
- 9.14: At its meetings the Board of Examiners shall consider the results of the examinations and decide on all matters relating thereto and to appoint examiners to any vacancy that may have arisen or for new subjects and examinations introduced or to amend, replace or delete the regulations, as the case may be. The minutes of such meetings of the Board shall not be made public but an abstract thereof may be produced and distributed as the Board thinks fit.

- 9.15: At all meetings of the Examination Committee the individual marks awarded to candidates or the marks awarded for the examinations are not to be considered or made public.
- 9.16: At its meetings the Examination Committee shall consider and review all the regulations, rules, procedures and instructions as issued and published from time to time and shall amend, replace or delete the regulations, as the case may be. The Examination Committee shall consider and determine the dates and times of future examinations and related matters as well as any other matter that it may be requested to consider by the Board.
- 9.17: The Board of Examiners shall submit a report of the result of each examination to the Executive Council. Upon the adoption of that report the Executive Council may, if it is so decided, issue certificates or diplomas to successful candidates upon such payment of fee as the Executive Council may prescribe. The Executive Council may also award certificates of merit, prizes, and medals as may be recommended by the Board of Examiners who shall also consider the making of the awards in the first instance provided that for reasonable cause such awards may be withheld.
- 9.18: Dispensation or exemption from any course of education or examination prescribed may be granted by the Board of Examiners which shall report all such cases to the Executive Council. Such dispensations may be granted to individuals or classes of individuals and on such terms and conditions as may be stated from time to time.
- 9.19: Records shall be kept of the candidates showing when they sat, withdrew passed or failed and containing such other particulars as the Board of Examiners may determine.

10. ORGANISATION AND PROCEDURES

- 10.1: Each committee, sub-committee or steering committee shall be presided over by an official known as the "Convenor" whose appointment shall be made or ratified by the Executive Council.
- 10.2: The quorum for a meeting shall be three members present.
- 10.3: Absence from three consecutive meetings without good cause or notice shall render the member liable to exclusion from membership.

- 10.4: If a Convenor is not present at a meeting then the members present shall elect a person from amongst them to preside over the meeting.
- 10.5: One third of the members of each committee, sub-committee or steering committee as the case may be shall retire every year but such retiring members shall be eligible for reappointment by consent of the Executive Council.
- 10.6: Those members to be retiring will be determined by mutual agreement or by lot.
- 10.7: All committees shall hold meetings at least once in two months or at such times as the Convenor shall decide.
- 10.8: Resolutions arising at meetings shall be passed by a majority of the members present and voting.
- 10.9: At the request of one third of those present voting shall be held by secret ballot.
- 10.10: In case of equality of votes, the Convenor or the member presiding will have a casting vote.

11. FORMATION OF BRANCHES

- 11.1 Persons desiring to form a branch shall form an Interim Committee which shall address an application to the Honorary Secretary of the Institute.
- 11.2 The Interim Committee shall not exceed seven persons in number and shall be composed of the offices of Chairman, Secretary, Treasurer and not less than two committee members.
- 11.3 The application shall include a one-year calendar of events and shall invite the Director to observe the activities of the branch for the period.
- 11.4 Upon receipt of the application the Honorary Secretary shall include it for the business of the next Executive Council meeting.
- 11.5 The Executive Council shall examine the application and determine whether to establish an Observation Committee. If it chooses not to establish such

committee the application shall be declined and the decision communicated formally to the applicants.

11.6 An Observation Committee shall have the duty of attending the events at the proposed branch for the purpose of evaluating and reporting to the Executive Council.

11.7 At the end of the observation period the Observation Committee shall submit its report and recommendation to the Executive Council. The report shall include a discussion of the level of interest and commitment, the catchment and the sustainability of the proposed branch.

11.8 If the Executive Council decides to accept a recommendation of an Observation Committee in favour of opening a branch modalities shall be agreed for the opening of the branch.

11.9 If the application for the branch is unsuccessful or the period of observation is extended such decision including such terms and conditions as the Executive Council deems fit shall be communicated to the Interim officials.

12. FINANCE AND ACCOUNTS

12.1: All monies received by the Institute shall be paid intact into the bank account of the Institute.

12.2: The Executive Council shall from time to time authorise all expenditure for and on behalf of the Institute.

12.3: The Executive Council shall have full powers to invest the surplus of the Institute in any manner it deems fit in the best interests of the Institute.

12.4: The Accounts, namely an Income and Expenditure Account for each financial year and Balance Sheet at the end of that year shall be audited annually by a professional accountant who shall report thereon in writing. The Audited Accounts and The Honorary Treasurer's Report shall be presented to the Annual General Meeting of the Institute.

12.5: The appointment of the auditor shall be made by the Institute's Annual General Meeting.

- 12.6: At its Annual General Meeting the Institute shall approve a budget for the financial year commencing 1st January and shall also approve the membership fees payable for the same period.
- 12.7: All Officers and Committee Members shall serve the Institute without any remuneration whatsoever. They may be paid such allowances and honoraria as shall have been approved by the Institute at its Annual General Meeting.
- 12.8: The signatories to all the Institute bank accounts shall be the Institute Director, Deputy Director, Honorary Treasurer and Immediate Past Director and shall be operated by any two of the above-named officers.

13. PROFESSIONAL STANDARDS AND SKILLS

- 13.1: In order to promote acceptable standards of professional competence and practice amongst members of the Institute the Executive Council may issue and the members shall accept standards of practice in the insurance profession and guidelines on ethical behaviour.
- 13.2: In order to maintain and improve technical skills and abilities amongst members of the Institute the Executive Council may issue and the members shall accept regulations concerning Continuing Professional Education.

14. MEETINGS

- 14.1: The Annual General Meeting of the Institute for transaction of the ordinary annual business of the Institute shall be held in Nairobi or elsewhere in Kenya in every year within three (3) months after the end of the financial year. The notice for the Annual General Meeting shall be issued by the Honorary Secretary to all voting members at least forty-five (45) days before the date of the meeting stating the date, time, venue and agenda of the meeting.
- 14.2: The ordinary annual business to be transacted at an Annual General Meeting of the Institute shall be:
- (a) Confirmation and Adoption of the Minutes of the last Annual General Meeting and any subsequent General Meetings.
 - (b) Presentation and Adoption of the Director's Report.
 - (c) Presentation and Adoption of the Reports of the Officers of the Institute

- (d) Presentation of the Institute's audited accounts and annual budget together with the report of the Institute's Honorable Treasurer.
- (e) Consideration of any resolutions submitted by the Executive Council.
- (f) Consideration of any resolutions submitted by Members.
- (g) Election of Officers and Executive Council.
- (h) Appointment of Auditors.
- (i) Any other business with the permission of the Chair.

- 14.3: A Special General Meeting of the Institute shall be convened at any time by the Executive Council on its own motion after giving fourteen (14) days' notice or through requisition in accordance with 14.8 below. The notice for a Special General Meeting initiated by the Executive Council shall be issued by the Honorary Secretary to all voting members at least fourteen (14) days before the date of the meeting stating the date, time, venue and agenda of the meeting.
- 14.4: At every annual and special general meeting thirty members personally present shall form a quorum. If at such meeting a quorum be not present within sixty (60) minutes of the appointed time for holding the meeting, the meeting if convened upon requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day on the following week at the same time and place and if a quorum is not present at or within thirty (30) minutes after that time, the members present shall form a quorum.
- 14.5: The Executive Council shall submit any resolution which it considers necessary and appropriate for consideration by a General Meeting provided that the Institute's Honorary Secretary shall have circulated a copy of the proposed resolution to all Associate Members and Fellow Members not less than thirty days prior to the date fixed for the General Meeting at which the resolution is to be moved.
- 14.6: Any resolution which an Associate Member or a Fellow Member desires to submit to a General Meeting shall be written down and signed by him as proposer and signed by another Associate Member or Fellow Member as seconder. It shall thereafter be submitted to the Institute Honorary Secretary not less than forty-five days before the meeting is due.
- 14.7: Any resolution submitted to the Institute under this rule shall be circulated by the Honorable Secretary to all Associate Members and Fellow Members accompanied by recommendations of the Executive Council if any not less than thirty (30) days prior to the date fixed for the General Meeting.

14.8: The Executive Council may, by giving not less than fourteen (14) days' notice to all Associate and Fellow Members and upon a requisition signed by at least twenty (20) members accompanied by a deposit of a sum sufficient to cover the expenses incidental to the summoning of the meeting convene a special general meeting within (30) thirty days of receipt of the requisition.

Every such requisition and notice shall be in writing, shall specify the purpose for which such meeting is requisitioned or called and shall be submitted to the Honorary Secretary. No other business shall be considered at such meeting. In the event of the proposal of the requisitionists being carried, the deposit shall be refunded to the persons by whom it was paid.

If the Executive Council within thirty (30) days from the date of requisition fails to proceed duly to call a special general meeting the requisitionists or any twenty (20) or more of them may themselves call a special general meeting giving not less than twenty-one (21) days' notice thereof, provided that any meeting so called shall not be held after the expiry of ninety (90) days from the said date. In the event of the Executive Council failing to proceed as aforesaid, the deposit paid by the requisitionists shall be returned to them.

14.9: Resolutions moved at a General Meeting whether adopted or rejected shall not be brought forward for reconsideration for a period of two years following the meeting at which such resolutions were moved.

15. SECRETARIAT

15.1: The Executive Council shall establish a Secretariat whose main objective will be to co-ordinate the activities of the Institute and provide administrative support to the Executive Council, the Honorary Secretary and committees of the Institute.

15.2: The Secretariat shall consist of such staff members as the Executive Council may deem necessary. Such staff shall not be employees elsewhere.

15.3: The Executive Council may from time to time determine the organisation structure of the Secretariat as need arises.

15.4: The functions of the Secretariat shall be:

(a) To provide secretarial services for all meetings and to maintain all records of such meetings.

- (b) To implement resolutions, decisions and recommendations of the Institute
- (c) To supervise and monitor compliance by Members of the Institute's codes, standards and practices and channel complaints and grievances to the Executive Council.
- (d) To maintain a membership register, administer issuance of all invoices, certificates and discharge any other administrative functions for and on behalf of the Institute.
- (e) To perform any other duties as may be directed by the Executive Council from time to time.
- (f) To perform any duties directed by the Election Committee from time to time.

16. ELECTIONS

The elections of the Institute shall be governed at all times as provided by the Electoral Rules and Code of Conduct made and passed by the Institute in exercise of its powers under 4.17 above.

17. INSURANCE AND SAFETY OF ASSETS

It shall be the duty of the Honorary Secretary to ensure that the Executive Council is cognisant of any safeguards required for the protection of the Institute's assets and any risk against which it ought reasonably to insure. The Executive Council shall ensure that adequate security and insurance is arranged.

18. AMENDMENTS TO THE CONSTITUTION

This constitution shall only be altered, amended or added to if the alteration, amendment or addition, has the support of two-thirds of the Associate Members and Fellow Members present and voting at a General Meeting of the Institute.

19. DISSOLUTION OR WINDING UP OF THE INSTITUTE

The Institute may be dissolved or wound up at any time by Voting Members in a General Meeting upon a majority vote of not less than seventy-five (75) per cent of the total votes of members present and entitled to vote provided that not less than forty-five (45) days prior notification of such meeting and of any resolution aimed at dissolving or winding up the Institute shall have

been given to all members and to the Executive Council.

20. RESOLUTION OF DISPUTES

A dispute that arises within the Institute or its organs or from this Constitution shall be resolved through a Dispute Resolution Committee. The Dispute Resolution Committee shall be constituted on a need basis and shall comprise three persons including two Past Directors and a Member or Fellow of the Chartered Institute of Arbitrators who shall be the Chair.