

Title		Council Suggestion	Other Comments
Preamble	<p>1. There shall be established an Institute in Saint Vincent and the Grenadines to be known as the Insurance Institute of Saint Vincent and the Grenadines <b>(Inc.)</b>.</p>	<p>The organisation is now incorporated and as a result “Inc” should be inserted at the end of the sentence.</p>	
	<p>2. (1) In this Constitution “Council” means the Council of the Insurance Institute of St. Vincent and the Grenadines <b>(Inc.)</b>.</p> <p>“Institute” means the Insurance Institute of Saint Vincent and the Grenadines <b>(Inc.)</b> established by Section 1.</p> <p>“Secretary” means the Honorary Secretary elected <del>to</del> <b>(to)</b> office in accordance with Section 2.</p> <p>(2) References to the masculine gender in this Constitution shall include also the feminine gender unless the context requires otherwise.</p> <p>(3) In the event of any question arising on the interpretation of any matter under this Constitution or on any matter not expressly provided <del>by</del> <b>(for)</b> this Constitution, the decision of the Council shall be binding on all members.</p>	<p>2. (1) Insert “Inc” at the end of Insurance Institute of St. Vincent and the Grenadines.</p> <p>To delete typo “t” and replace with “to”.</p> <p>(3) to delete “by” and replace it with “for” .IN FACT, IT SHD READ”..provided-for by this...”</p>	
Objects	<p>3. The objects of the Institute shall be</p> <p>(a) to promote, encourage and organise training and education in all aspects of insurance at all levels;</p>		

	<ul style="list-style-type: none"> <li>(b) to set standards for its member with respect to ethics, discipline and professional conduct;</li> <li>(c) to promote and protect the welfare and interest of the Institute and Insurance professionals in Saint Vincent and the Grenadines;</li> <li>(d) to encourage the acquisition of knowledge by study for recognised professional examinations; <b>(and or/all other means)</b></li> <li>(e) to conduct examinations in insurance and to award diplomas as an Institute or in collaboration with <del>the</del> other Institutes or educational bodies;</li> <li>(f) to facilitate members by holding examinations of other recognised bodies where authorised;</li> <li>(g) to encourage social interaction among persons in the insurance profession;</li> <li>(h) to establish and maintain an insurance library;</li> <li>(i) to cooperate with any organisation for the achievement of any of these objects.</li> </ul>	<p>(b) suggested that we create and incorporate in the document a professional code of conduct and ethics . ADD 's' TO 'member'</p> <p>(d) to insert at the end of the sentence "and/or all other means"</p> <p>(e) to delete the word "the" before "other Institutes or ..."</p>	
Affiliation	<p>4. The Institute shall maintain affiliation with the Chartered Insurance Institute, <del>United Kingdom</del> (including AII, IIC , AIIC) and such other bodies as may be approved by the Council.</p>	<p>to delete "United Kingdom" after Chartered Insurance Institute.</p> <p>to insert "including AII, IIC, AIIC" after the Chartered</p>	

		Insurance Institute’ READS BETTER IF WE SAY 'with the Chartered Insurance Institute and such other bodies (including AII,IIC, & AIIC) as may be approved by.....”	
Membership	5. Membership of the Institute shall be of the following categories:  (a) Ordinary Membership – shall be open to all individuals employed or engaged in the insurance industry in Saint Vincent and the Grenadines.		
	(b) Associate Membership – shall be open to all persons <del>interested</del> <b>(having an interest or involvement)</b> in insurance but who are not employed in the insurance industry.	To delete the word “interested after “persons” and replace with “having an interest or involvement.”	
	(c) Corporate Membership – shall be open to any business entity involved in any class of insurance business in Saint Vincent and the Grenadines. On admission such member shall nominate in writing to the Institute a <del>chief</del> representative <del>and an</del> (and/or an) alternate, <del>both of whom shall be senior members of the staff of the Corporate Member.</del> The representative or the alternate shall exercise on behalf of the Corporate Member the same power of attendance and voting at meetings and in all other respects as an Ordinary Member. A Corporate Member may revoke the appointment of any of its nominees by written	To delete the word “chief” before the word “representative.”  To delete the words “and an” before the word “alternate” and replace with “and/or an.”  To remove comma at the end of the word “alternate” and replace with full stop.  To delete the words “ both of whom... Corporate Member.”	

	advice to the Council and such revocation shall have immediate effect.		
	(d) Honorary Membership – shall be those whom the Council may deem worthy of the distinction and are considered likely to promote the objects of the Institute. Honorary Members shall be elected by the Council and <del>may be appointed either for life or for such term as is deemed appropriate by the Council.</del> (Institute)	To delete the words “Council and may... the Council” and replace by “Institute.”	
Admission	6. Application for membership <del>shall</del> (may) be on the approved form and shall be approved by the Council. The Council, may, however, delegate to a committee the decision to approve membership. Where the Committee does not approve an application, the application should be referred to the Council whose decision shall be final. The Rights of Membership shall commence only when the relevant fees or subscriptions shall have been paid.	To delete the word “shall” in the first line after the word membership and replace with “may.”  Suggested that we create a membership form. TO DRAFT.  SUGGEST”...for membership SHALL be on the approved form and MAY be.....”	
Resignation	7. Any member wishing to resign his membership shall tender written notice to the Secretary. Every notice shall, unless otherwise expressed, be deemed to take effect as from the date of receipt by the Secretary. <b><i>A member shall be entitled to a refund of any subscription, levy or fees.</i></b> The member shall remain liable to pay any subscription, levy, fee or other sums due from him as at the date of his resignation.		Suggested that we delete the sentence “a member shall be entitled... levy or fees” because member should not be given a refund on his or her resignation from membership.
Expulsion and forfeiture	8. (1) Any member who offends against the rules of the		Suggested that we delete the words “character and” because

of membership	<p>Institute, or whose conduct appears to be injurious to the <i>character and</i> reputation of the Institute or the interest of its members shall be required to appear before a Disciplinary Committee to be appointed by the Council. The Committee shall consist of not less than three persons who shall not be members of the Council. The Secretary shall inform the members of the complaints made against him and shall advise him that he will be required to appear before the Committee. The member shall have the right to appeal to the Council against a decision of the Committee.</p>		<p>an organisation does not possess the human trait of a character.</p>
	<p>(2) The Council shall have the power to disqualify from further presentation any nominee of a Corporate Member by the process indicated at subsection (1) of this section, except that the Corporate Member shall first be advised of the Council's intention and be given an opportunity to revoke the appointment of the nominee.</p>		
	<p>(3) Any member shall ipso facto lose the rights and privileges of membership in the event of his annual subscription or other sums payable by him to the Institute being in arrears for twelve (12) months from the date on which such subscription or other sums became payable.</p>		
Subscription	<p>9.</p> <p>(1) Every member other than an honorary member shall be required to pay an annual subscription</p> <p>(2) An admission fee and the annual subscription shall be determined by the Council from time to</p>		<p>(1) Suggested that we add that every member be required to pay an admission fee and an annual subscription.</p> <p>(2) suggest that we remove “an”</p>

	time, subject to the approval of majority of members at the Annual General Meeting.		at the beginning of the sentence and replace it with “the.”
Finance	10. (1) The funds and assets of the Institute shall be under the control of the Council.  (2) The financial year of the Institute shall be twelve months from the date chosen by the Membership.		(2) The financial year period should be stated.
Management	11. (1) The property and affairs of the Institute shall be administered by a Council consisting of a President, Immediate Past President, and members elected at a general meeting to fulfil the duties of the necessary officers.		(1) to insert that members be elected at an annual general meeting instead of a general meeting.  Suggested that term limits should be established for each office of the Council.
	(2) The President and Officers shall be elected at each annual general meeting for a period of one year.		(2) the relevance of this section if (1) is amended
	(3) The Immediate Past President shall be an ex-officio member of the council, provided that he remains a member of the Institute during the period.		
	(4) At the first meeting of the Council after each Annual General Meeting of the Institute, the members of the Council then present shall choose from among their number a Vice President, an Honorary Treasurer, an Honorary Librarian, a		This section is redundant and should be removed. HOWEVER IT DOES CLARIFY HOW POSITIONS ARE FILLED

	Public Relations Officer, a Social Affairs Secretary and a Education Officer.		
Vacating Office	12. (1) Any member of the Council who fails to attend three consecutive meetings without reason satisfactory to the Council shall be deemed to have vacated his office at the conclusion of the third such meeting.		
	(2) Every member of the Council shall ipso facto vacate his office on ceasing to be a member of the Institute or on being suspended from membership of the Institute or on being declared bankrupt.		
	(3) A member of the Council may give notice in writing to the Secretary of his intention to resign from the Council, and on acceptance of his resignation by the Council his office shall become vacant. A member of the Council who resigns from the Council shall not be disqualified from being re-elected at any time thereafter.		Time frames should be noted for notice from member, acceptance of resignation and dissemination of notice.
	(4) The Institute may by resolution in a Special General Meeting passed by a majority of the members present and voting remove a member of the Council from his office. Notice of intention to move any such resolution shall be given to the Secretary not less than four weeks prior to the meeting at which it is to be moved and the Secretary shall give members notice of such resolution at the same time and in the same manner as he shall give notice of the meeting. On receipt of notice of such intended resolution the Secretary shall send a copy thereof to the member of the Council concerned.		COULD REMOVE 'his' BEFORE "office"

Vacancies on Council	<p>13.</p> <p>(1) Vacancies on the Council shall be filled by the Council from the general body of members of the Institute. The member so elected shall hold office only until the following Annual General Meeting of the Institute, and shall then retire, but shall be eligible for re-election.</p>		
	<p>(2) At each Annual General Meeting of the Institute, one third of the Council shall retire by rotation and shall be eligible for re-election.</p>		The criteria for retiring member should be noted in the document.
	<p>(3) Not less than four weeks prior to the Annual General Meeting the Secretary shall prepare a list of the whole body of members, indicating the names of the retiring members of the Council and distinguishing thereon all those who are eligible for re-election.</p>		
Council Meetings	<p>14.</p> <p>(1) The meetings of the Council shall be held at least once each month at such time and place as the Council may from time to time direct, or failing such direction, as the President or in his absence the Vice President may decide.</p>		
	<p>(2) Meetings may also be convened on the requisition of five members of the Council for which a prior notice of at least forty-eight 0hours shall be given to the members of the Council.</p>		
	<p>(3) Particulars of the business to be transacted at each meeting, shall as far as practicable, be stated in the notice convening a meeting.</p>		To delete the words “as far as practicable”



	(4) Five members shall continue a quorum at a meeting of the Council.		Need to examine the issue of quorum due to lack of participation.  Suggest that the quorum be amended to a percentage or fraction of the whole, that is, 1/3 or 2/3. OR MORE THAN HALF
Delegation by Council	15. The Council may appoint Committees for such of its duties as it may from time to time determine.		
Indemnity to Council Member	16. (1) The members of the Council, members of the Committee and sub-committees of the Institute shall be indemnified by the Institute for all losses and expenses incurred by them in or about the discharge of their respective duties unless arising from their own wilful default.		
	(2) No member of the Council or of a Committee or Sub-committee shall be liable to any other member of the Institute for any loss or expenses happening to the Institute unless arising from its own wilful default.		NOT SURE WHAT MEANT BY ‘..from its own wilful default’ IN THIS CONTEXT
Duties of Council Members	17. All Council Members shall assist in the promotion of the Institute to the members and to the public, and in addition – (1) The <b>President</b> shall- (a) except as provided at Section 22, preside at Council and at General Meetings;		

	<ul style="list-style-type: none"> <li>(b) have the power to convene meetings of the Council and any General Meeting of the Institute;</li> <li>(c) have the right to attend meetings of any committee or sub-committee which may be appointed;</li> <li>(d) submit on behalf of the outgoing Council the Annual Report of the Institute at the Annual General Meeting.</li> </ul>		
	<p>(2) The <b>Vice-President</b> shall –</p> <ul style="list-style-type: none"> <li>(a) assume all duties, powers and responsibilities of the President in the latter’s absence;</li> <li>(b) ipso facto, become President if the Presidency of the Institute shall become vacant for any reason;</li> <li>(c) perform other duties as directed from time to time by the Council</li> </ul>		<p>Suggest that the word “latter’s” be removed and replaced with the word “his.”</p> <p>(b)COULD BENEFIT FROM ADDING”...unless otherwise decided by the Council or the Membership”</p>
	<p>(3) The <b>Honorary Secretary</b> shall –</p> <ul style="list-style-type: none"> <li>(a) keep minutes of all Council and General Meetings of the Institute;</li> <li>(b) circulate minutes of the above-mentioned meetings to members of council;</li> <li>(c) give members requisite minimum notice of</li> </ul>		

	<p>all meetings convened;</p> <p>(d) receive all correspondence on behalf of the Institute;</p> <p>(e) have the right to attend meetings of any committee or sub-committee which may be appointed;</p> <p>(f) perform such other duties as may be directed by the Council</p>		
	<p>(4) The <b>Honorary Treasurer</b> shall –</p> <p>(a) keep the accounts of the Institute</p> <p>(b) collect all monies due to, and pay all bills on behalf of the Institute</p> <p>(c) present a monthly statement to the Council and an annual financial statement to the Annual General Meeting;</p> <p>(d) perform such other duties as may be directed by the Council.</p>		<p>COULD ALSO ADD ‘arrange for the Annual Audit report to be presented at the AGM</p>
	<p>(5) The <b>Honorary Librarian</b> shall -</p> <p>(a) keep and maintain a proper library of insurance books;</p> <p>(b) secure contribution of books, periodicals, films video cassettes and other material and equipment for use in the library;</p>		<p>SHOULD ADD ‘...books and other material’</p>

	(c) perform such other duties as may be directed by the Council.		
	(6) The <b>Public Relations Officer</b> shall - (a) develop a strategy for promoting the Institute to the members, the insurance industry and to the public for the approval of Council; (b) develop relations with the print and electronic media on behalf of the Institute; (c) promote the image of the Institute in accordance with the policy approved by Council; (d) make the Counsel aware of public attitudes to the institute; (e) communicate the activities of the Institute to the members to the insurance industry and to the public.		IN (d) CHANGE SPELLING TO "Council" and "Institute"
	(7) The <b>Social Affairs Secretary</b> shall - (a) with the approval of the Council organise and implement a programme of social activities for members of the Institute; (b) perform such other duties as may be directed by the Council.		
	(8) The <b>Education Officer</b> in collaboration with a		IN a) INSERT "of" AFTER

	<p>committee otherwise shall with the approval of the Council –</p> <ul style="list-style-type: none"> <li>a) arrange courses and tuition facilities in long term and general insurance, be responsible for the collection and payment to the Honorary Treasurer any fees chargeable for same;</li> <li>b) encourage the acquisition of knowledge by study for recognised professional examinations;</li> <li>c) encourage high school students to pursue a career in insurance;</li> <li>d) stimulate research programmes in all aspects of insurance;</li> <li>e) arrange for the award of certificates to successful participants of courses organised by the Institute;</li> <li>f) prepare a register of all holders or certificates of the Institute, and ensure the safe custody of all certificates;</li> <li>g) perform such other duties as may be directed by the Council</li> </ul>		<p><b>TREASURER.</b> In c) remove ‘high school’ and Replace ‘pursue’ with ‘consider’</p>
Annual General Meeting	<p>18. (1) The Annual General Meeting of the Institute shall be convened no later than the last day of the month of each year selected by the Membership.</p>		<p>Suggest that the resolution passed in 2010 that the AGM be held no later than the last day of the second month after the close of the financial year be</p>

			integrated into the document.
	<p>(2) The business of an Annual General Meeting shall be-</p> <ul style="list-style-type: none"> <li>(a) to receive the Annual Report of the Council and the Statements of Accounts of the Institute;</li> <li>(b) to elect members of the Council in accordance with Section 2 (1) of this Constitution;</li> <li>(c) to appoint an auditor;</li> <li>(d) to approve the recommendation of the Council on the Annual Subscription for the ensuing year;</li> <li>(e) to consider any business or motion of which not less than fourteen days notice has been given.</li> </ul>		(b) Section 2 (1) provides definitions of the “Institute,” “Council,” and “Secretary” and does not provide a basis for election of members. Suggest that we delete (b)
Special General Meetings	<p>19. Special General Meetings of the Institute shall be called by the Secretary on the direction of the President or of the Council or on the requisition in writing of not less than ten members of the Institute. A notice specifying the object of the Special Meeting shall be given to all members of the Institute. No business shall be transacted at a Special General Meeting except such as is specified in the notice convening such meeting.</p>		
Notice for General Meetings	<p>20. In summoning any Special General Meeting or the Annual General Meeting seven days notice shall be given by circular addressed to each member. The accidental omission to give notice to, or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.</p>		

<p>Quorum at General Meetings</p>	<p>21.</p> <ul style="list-style-type: none"> <li>(1) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.</li> <li>(2) Ten members present shall be a quorum at a general meeting, or any other number decided on by the membership.</li> <li>(3) If, within half an hour from the time appointed for a meeting a quorum is not present the meeting, <ul style="list-style-type: none"> <li>(a) if convened on the acquisition of members, shall be dissolved;</li> <li>(b) if convened in any other way, shall be adjourned to the same day the next week or to such time and place as the Council may determine.</li> </ul> </li> </ul> <p>Should there be no quorum present within fifteen minutes of the time appointed for holding the adjourned meeting, the members present should proceed with the business of the meeting.</p>		<p>(2) Suggest that we use a percentage of the membership instead of ten that is currently used.</p>
<p>Chairman</p>	<p>22. The President shall be the Chairman at every General and Council meeting of the Institute. Where the President is not present or is unwilling to act as Chairman, the Vice President shall take the chair. In their absence, or if they decline to take the chair, the members present shall choose one of their members to be the Chairman.</p>		<p>SUGGEST ADD ‘...or unable’ after ‘unwilling’</p>
<p>Poll</p>	<p>23.</p> <ul style="list-style-type: none"> <li>(1) The election of officers to the Council shall be by secret ballot.</li> <li>(2) At a General Meeting a resolution put to the</li> </ul>		

	<p>vote shall be decided on a show of hands unless a poll is demanded by the Chairman or at least a quarter of the number present. A declaration by the Chairman that a resolution has been carried or lost shall be deemed to be the decision of the meeting.</p> <p>(3) Where a poll is demanded it shall be taken in such manner as the Chairman may direct and the result of the Poll shall be deemed to be a resolution of the meeting.</p> <p>(4) Where, in the event of a poll, there is an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.</p>		
Examination	<p>24. The Council may establish and maintain a system of examination for the award of diplomas. The Council may in its discretion regulate the registration of students, preparation of syllabuses and conditions of entry to the examination.</p>		
Professional Standards	<p>25. The Council may make rules to provide for –</p> <p>(a) standards of professional conduct for members and students of the Institute</p> <p>(b) the use of designation and initials by members of the Institute.</p>		
Dissolution	<p>26.</p> <p>1) The Institute shall not be dissolved except with the consent of not less than three-quarters of the members of the Institute expressed, either in person or by proxy, at a General Meeting</p>		



	convened for the purpose or by postal ballot.		
	2) In the event of the Institute being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Institute must be fully discharged and the remaining funds shall be dealt with in such manner as may be prescribed as such meeting.		
Amendments of Constitution	27. This Constitution may be amended only at a General Meeting of the Institute, provided that the proposed amendments are circulated to each member not less than seven days prior to the meeting.		

IN THESE DAYS OF ‘NON-COMPETITION AGREEMENTS’, SHOULD WE CONSIDER ADDING PROTECTION BY TAKING THE RIGHT TO EXCLUDE FROM MEMBERSHIP, ANY PERSON OR ORGANISATION SEEKING TO ACT IN COMPETITION WITH THE INSTITUTE ???