



Model Constitution for Local Institutes

(As approved by National Council – 22nd October 2024)

CONSTITUTION OF THE INSURANCE INSTITUTE OF [INSERT]

1. Establishment

The Insurance Institute of [INSERT] is a Local Institute of The Insurance Institute of Ireland.

2. Legal form

The Insurance Institute of [INSERT] is an unincorporated association of members.

3. Interpretation

In this Constitution:

- a) The Insurance Institute of Ireland is referred to as “the Insurance Institute”
- b) The Insurance Institute of [INSERT] is referred to as “the Local Institute”.

4. Objects

The Local Institute adopts the following objects, which it shall pursue with the support of the Insurance Institute:

- a) To operate as a Local Institute of the Insurance Institute in accordance with the Constitution and practices of the Insurance Institute;
- b) To represent the needs and views of the members of the Local Institute at national level within the structures of the Insurance Institute;
- c) To maintain a strong and vibrant local presence in the insurance market;
- d) To support and promote at local level the education and training services provided by the Insurance Institute;

- e) To augment and enhance at local level the services provided to its members by the Insurance Institute;
- f) To provide a pool of expert and committed insurance professionals to serve as office-holders and ordinary members of the Local Council and for appointment as representatives to National Council of the Insurance Institute;
- g) To provide a platform for insurance professionals to meet, both professionally and socially, and to engage in networking and community engagement activities and charity events.

5. Members

The members of the Local Institute shall be those persons who have applied to and been accepted as members of the Insurance Institute, have been nominated by the Insurance Institute as members of the Local Institute, and have been entered as such in the Register of Members of the Local Institute.

6. Obligations of members

Members of the Local Institute shall be bound to observe the provisions of this Constitution as well as all rules, regulations, and codes of conduct adopted from time to time by the Local Institute and/or by the Insurance Institute.

7. Termination of membership

- a) Members may terminate their membership at any time by giving written notice of termination to the Honorary Secretary of the Local Institute who shall in turn inform the Secretary of the Insurance Institute.
- b) Membership of the Local Institute shall cease automatically on the death of a member.
- c) A person may be disqualified as a member of the Local Institute for conduct which, in the opinion of the Executive Committee of the Insurance Institute, shall constitute wilful refusal to comply with the obligations described in article 6 hereof, or shall be guilty of such conduct as shall render such member unfit to remain a member of the Local Institute, or shall be damaging or potentially damaging to the Local Institute or to the Insurance Institute PROVIDED that: i) a resolution from the Local Council to expel the member has been laid before a meeting of the Executive Committee for consideration; ii) the member in question shall have been given reasonable notice of the intended resolution and iii) shall have been afforded an opportunity to give orally or in writing to the Executive Committee an explanation or defence of their conduct.
- d) A person shall cease to be a member of the Local Institute on ceasing to be a member of the Insurance Institute and upon the Local Institute becoming aware of this fact.

8. Subscriptions

Members of the Local Institute shall pay the membership subscriptions fixed by, and payable to the Insurance Institute.

9. The Local Council

Subject as provided herein, the Local Institute shall be governed by a Local Council of members, which shall consist as follows:

- a) A President, Deputy President and Vice-President;
- b) An Honorary Secretary and an Honorary Treasurer;
- c) Such other officers as may be required to fulfil specific needs of the Local Institute and whose roles shall be approved by the Insurance Institute;
- d) Ordinary members of the Local Council comprising representatives of the members of the Local Institute elected to the Local Council at the Annual General Meeting of the Local Institute, on the basis of one such representative for each fifty members of the Local Institute (excluding for the purpose of such calculation the five officers mentioned at sub-articles a) and b) above but including for such purpose any officers appointed pursuant to sub-article c) above) subject to a minimum of six such representatives and a maximum of twenty such representatives.
- e) The maximum size of the Local Council shall accordingly be twenty-five persons.
- f) For clarity, the term “officer” or “office holder” in this constitution shall mean a person holding any one of the positions referred to at article 9a) – c) above. The term “ordinary member of Local Council” shall mean a person holding one of the positions referred to at article 9d) above.

10. Appointment of the Local Council

- a) The President of the Local Institute shall be the immediate past Deputy President thereof.
- b) The Vice-President of the Local Institute shall be the immediate past President thereof.
- c) The Deputy President of the Local Institute shall be a member of the Local Institute and shall be elected to the position at the Annual General Meeting of the Local Institute.
- d) To be eligible for election as Deputy President, or for one of the positions specified at article 9 b) - d), a member shall be nominated by two members of the Local Institute. Nominations shall be in such form as may be prescribed by the Local Council and shall be signed and deposited with the Honorary Secretary of the Local Institute not later than fourteen days before the Annual General Meeting.
- e) Voting at elections for positions on the Local Institute shall be by ballot of those attending, entitled to vote, and voting at the Annual General Meeting. If two or more members are nominated for a position, the member receiving the highest number of votes shall be elected to the position.

11. Terms of office

Save as provided hereunder, the terms of office of the members of the Local Council shall be as follows:

- a) The terms of office of the Deputy President, President and Vice-President shall be one year respectively.
- b) The terms of office of all other members of the Local Council shall be three years respectively, calculated from the date of appointment. This shall apply to persons in position at the date of adoption of this constitution.
- c) All terms of office shall be calculated from one Annual General Meeting of the Local Institute to the next and the term "year" shall be construed accordingly.
- d) Subject to the provisions of article 10, all office holders (other than the Deputy President, the President and the Vice-President) shall be eligible for re-election at the Annual General Meeting at which they retire, subject to a maximum of two consecutive terms of three years each in the same position.
- e) A person having held the position of President shall not be eligible to serve a second or further term of office in any of the positions of Deputy President, President or Vice-President until a period of three years has elapsed since completion of their prior term of office in such position unless in any particular instance, the Local Council shall determine by resolution that due to extenuating circumstances this limitation shall not apply.
- f) In exceptional circumstances when, due to unforeseen events outside the control of the Local Institute, any member(s) of Local Council shall be hampered in the performance of their functions for a material part of their terms of office, the Local Council may resolve, by a two thirds majority vote, to extend the term(s) of office of some, or all such member(s) by one year. This additional period, whenever it applies, shall not be taken into account in calculating the term of office served by such member(s) for the purpose of this clause.

12. Filling a vacancy

- a) Notwithstanding anything herein contained, the Local Council may co-opt any member of the Local Institute, including the holder of another position on the Local Council, to fill a casual vacancy arising in respect of any position on the Local Council (including the positions of President, Deputy President and Vice-President). Such vacancy shall include one arising owing to a lack of any nomination to fill a position. The term of such co-option shall expire at the next following Annual General Meeting, but the incumbent shall not be precluded from running for election at that Annual General Meeting for any position on the Local Council (including the position filled by co-option). Their term of co-option shall not be counted in any later calculation of their term of office in any such position.
- b) In the event that the position of President becomes vacant and until the Local Council can fill the position by co-option, the Local Council may appoint by resolution any one or more of its members to carry out on a temporary basis either all, or specified functions of the President, as the Local Council shall decide.

13. Vacation of office

A member of Local Council (whether an office holder or an ordinary member of Local Council) shall be required to vacate their position if at any time:

- a) the member shall fail to attend three or more meetings of the Local Council since the date of the previous Annual General Meeting, and the Local Council shall resolve to table a resolution for their dismissal on such grounds PROVIDED HOWEVER that at least seven days' written warning of such resolution shall be given to the member in question by the Honorary Secretary prior to such meeting and the member shall be afforded an opportunity at that meeting to provide an explanation for their absence, AND FURTHER PROVIDED that the Local Council may decide by resolution to exonerate the member from dismissal on that particular occasion ; or
- b) the membership of the member in question has been terminated in accordance with the procedure laid down in article 7, or
- c) the member resigns their office by notice to the Honorary Secretary of the Local Institute; or
- d) the member , being the director of a company, becomes or is deemed to be subject to a restriction or disqualification order within the meaning of Chapter 4 Part 14 of the Companies Act 2014; or
- e) the member is adjudicated a bankrupt.

14. The role of the Local Council

It shall be the role of the Local Council:

- a) To seek to fulfil the objects specified at article 4 herein.
- b) To direct and control the activities of the Local Institute.
- c) To support and promote the aims of the Insurance Institute, as set out in its Constitution.
- d) To comply with the policies of the Insurance Institute as to governance, practices and procedures of Local Institutes, as laid down by National Council of the Insurance Institute.
- e) To conduct its affairs in accordance with this constitution.

15. Obligations of the Local Council

The obligations of the Local Council shall include the following:

- a) To meet at regular intervals and at minimum six times per annum.
- b) To maintain a relationship with the Insurance Institute that accords with the terms of this constitution and that of the Insurance Institute.
- c) In so far as agreements are reached between the Insurance Institute and the Local Institute for the provision of administrative supports to the Local Institute by the Insurance Institute, to articulate the same in written services agreements.
- d) In advance of each financial year, to prepare and submit an annual budget for the forthcoming year to the Insurance Institute, for its approval.

- e) By reference to the budget submitted, to negotiate on an annual basis a sum to be paid by the Insurance Institute to the Local Institute as financial support for the Local Institute and its activities.
- f) To properly administer the funds of the Local Institute.
- g) To ensure that funding allocated by the Insurance Institute is expended in accordance with the approved budget, or otherwise as may be agreed with the Insurance Institute.
- h) At least one month prior to the Annual General Meeting to produce accounts, audited in accordance with article 24(c), which represent a true and accurate statement of the financial affairs of the Local Institute in the preceding year, and to furnish a copy of the same to the Insurance Institute.
- i) To discharge the liabilities of the Local Institute without undue delay.
- j) To provide upon request such information concerning its accounts and financial records as may be required from time to time by the Insurance Institute.
- k) To permit inspection of its accounts and all financial records upon request upon reasonable notice by a duly appointed representative of the Insurance Institute.
- l) To refrain from borrowing monies unless with the express written approval of the Insurance Institute.
- m) To hold an Annual General Meeting of the Local Institute in or about the month of April in each year for the conduct of the matters described in article 29.
- n) To maintain accurate records of the administration of the Local Institute, including minutes of meetings and the appointment and retirement of members of Local Council, and to make the same available upon request to the Insurance Institute
- o) To ensure that its activities are carried out in accordance with all relevant laws and regulations.

16. Powers of the Local Council

Subject to the provisions of this constitution, the Local Council shall have the following powers:

- a) To hold meetings and order its affairs as it shall think fit.
- b) To regulate its own procedures and those of the Local Institute.
- c) To delegate functions to Committees and working groups.
- d) To enter into arrangements with the Insurance Institute for the provision of administrative and other support services by the Insurance Institute.
- e) To deposit appropriately funds of the Local Institute not immediately required, in the name of the Local Institute.
- f) To accept any gifts or donations, to be applied to one or more objects of the Local Institute.
- g) To provide such scholarships, exhibitions, prizes and medals as in the opinion of the Local Council will further the objects of the Local Institute.
- h) To raise funds and participate in the raising of funds for charitable purposes.

- i) With the express approval of the Insurance Institute, to support the establishment and activities of local groups affiliated to the Insurance Institute and/or the Local Institute.
- j) To do all such things as are necessary for the fulfilment of its obligations as described herein.

17. Meetings of the Local Council

- a) Ordinary Meetings of the Local Council shall be held at such time and place as the President shall appoint.
- b) A Special Meeting of the Local Council may be summoned at any time by the President and shall be summoned by the Honorary Secretary upon the requisition addressed to the said Secretary of three members, stating the purpose of the meeting.
- c) Not less than three days' notice shall be given of an Ordinary Meeting of the Local Council and not less than seven days' notice shall be given of a Special Meeting of the Local Council.
- d) Meetings of the Local Council and committees thereof may be convened by electronic communication, sent to the email address on record for the persons entitled to attend.
- e) Meetings of the Local Council and committees and working groups thereof may consist, either entirely or in part, of video conference facilitated by telecommunications technology. Attendees participating remotely in such conferences shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in the quorum for the meeting.
- f) The quorum for meetings of the Local Council shall be six, to include at least one member of the President, Deputy President or Vice-President and one other office holder.
- g) The President, in the absence of the President, the Deputy President and in the absence of both, the Vice-President shall act as Chairperson of the meetings.
- h) Questions arising at any meeting shall be decided by a vote, as per article 30 herein.

18. Committees and working groups

- a) The Local Council may delegate any of its functions to Committees consisting of such members of the Local Institute as the Local Council shall decide and shall appoint the Chairperson of each such committee. Any Committee so formed shall report to the Local Council as directed and conform to any other directions that may be imposed on it by the Local Council but may in other respects regulate its own procedures.
- b) The President shall receive notice of and be entitled to attend all Committee meetings but shall not be a member of a Committee unless so appointed.
- c) The Local Council may appoint informal working groups, composed as it shall think fit, to assist it with identified tasks. It may direct the manner in which the working group will operate and report to the Local Council.

19. Conflict of interest

A member of the Local Council who is in any way, directly or indirectly, interested in any contract or proposed contract or other business arrangement of the Local Council, shall declare their interest at the earliest available and every meeting of the Local Council at which the question of the proposed arrangement arises. They shall not remain present for the discussion and may not vote on any aspect of the arrangement.

20. President

It shall be the role of the President to discharge duties and functions which shall include, but are not limited to the following:

- a) To support the Objects of the Local Council.
- b) To represent the members of the Local Institute and their diverse professional interests.
- c) To direct the conduct of Local Institute affairs in accordance with this Constitution, consulting appropriately with the Local Council.
- d) To support the policies and practices of the Insurance Institute, both formally and informally.
- e) To encourage and promote the educational activities of the Insurance Institute.

21. Deputy President

It shall be the role of the Deputy President:

- a) To support the President in their role, and to act as their deputy when required.
- b) To gain a full understanding of the role of President in advance of acceding to the position.

22. Vice-President

It shall be the role of the Vice-President:

- a) To provide support, guidance and advice to the President, sharing the experience and knowledge gained while in the position.
- b) To provide continuity to the functioning of the Local Council.

23. Honorary Secretary

It shall be the role of the Honorary Secretary:

- a) To undertake the general correspondence of the Local Institute.
- b) In liaison with the President, to issue notices of all meetings, which notices shall state the business of each meeting and to send the same to all persons entitled to attend.
- c) To attend meetings of the Local Institute and the Local Council for the purposes of noting and reading the minutes and supplying and receiving necessary information and direction.
- d) To prepare an Annual Report of the activities of the Local Institute for delivery at the Annual General Meeting.

- e) To notify the Insurance Institute immediately following the Annual General Meeting of all resolutions passed and appointments made at the Annual General Meeting.
- f) To inform the Secretary of the Insurance Institute in a timely way of all changes to the composition of the Local Council.
- g) To make available to the Insurance Institute, as required, copies of all records of the Local Institute.
- h) To act as the Data Protection contact official for the Local Institute
- i) To keep and maintain the records of the Local Institute safely and in an orderly manner and, in particular, to maintain minute-books and registers of members of Local Council and conflicts disclosed, written up to date.

24. Honorary Treasurer

It shall be the role of the Honorary Treasurer:

- a) To keep a proper account of all of the receipts and payments of the Local Institute and of its assets and liabilities in books to be provided for the purpose and to produce all such books properly posted up at each meeting of the Local Council which is not called for a special purpose or special purposes unconnected with such matters.
- b) To prepare the annual budget for the income and expenditure of the Local Institute for the approval of the Local Council and to submit the same in a timely way for acceptance by the Insurance Institute.
- c) To prepare Annual Accounts for: (i) audit by two members of the Local Institute (other than Local Council members) who shall have been appointed for the purpose by the Local Council; (ii) approval by the Local Council; and (iii) presentation to the Annual General Meeting of the Local Institute.
- d) To make available to the Insurance Institute, as required, copies of all of the financial records of the Local Institute.

25. Other officers

It shall be the role of other officers of the Local Institute appointed pursuant to article 9c) to discharge the functions allocated to them.

26. National Council representatives

- a) The Local Council shall appoint representatives to National Council of the Insurance Institute in the following proportion:
 - i. If the Local Institute shall have fewer than 1,000 members: 5 representatives.
 - ii. If the Local Institute shall have 1,000 members or more, up to and including 5,000 members: 6 representatives.
 - iii. If the Local Institute shall have more than 5,000 members: 10 representatives.
- b) Such appointments shall be drawn from the members of Local Council; shall be made on an annual basis on the nomination of the incoming President of the Local Institute after consultation with the incoming Vice-President and incoming Deputy

President; and shall be formally noted at the Annual General Meeting of the Local Institute.

- c) It shall be the role of the Local Institute representatives to National Council:
 - i. To represent the interests of the Local Institute on National Council, at meetings of the same.
 - ii. To keep the Local Council apprised of the matters dealt with at meetings of National Council.
 - iii. To report at the Annual General Meeting of the Local Institute on the matters dealt with and decisions taken at meetings of National Council in the preceding year.
- d) In the event that a representative to National Council shall cease to be a member of the Local Council, that person shall automatically cease to be a representative to National Council.

27. General meetings of members

- a) The Annual General Meeting of the Local Institute shall be held in or about the month of April in each year.
- b) A Special General Meeting may be summoned at any time by the Local Council and shall be called on the requisition of not less than six members addressed to the Honorary Secretary. The notice shall state the purpose of the meeting.
- c) The date, hour and place of each General Meeting shall be fixed by the President.
- d) Unless otherwise provided herein, or required by law, not less than fourteen days' notice shall be given of the Annual General Meeting and not less than seven days' notice of any other General Meeting. Notices may be served by electronic means, to the email address on record for each member.
- e) General Meetings of members (other than a meeting to dissolve the Local Institute pursuant to article 32) may consist, either entirely or in part, of video conference facilitated by telecommunications technology. Attendees participating remotely in such conferences shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in the quorum for the meeting.
- f) Ten members present in person shall be the quorum for a General Meeting.
- g) The Local Council may permit non-members to attend certain General Meetings, but they shall not vote thereat.
- h) No member shall be entitled to vote at a General Meeting, unless they are a fully paid-up member, entered on the Register of Members of the Local Institute.
- i) General meetings shall be chaired by the President, in the absence of the President by the Deputy President and in the absence of the Deputy President by the Vice-President. In the case of the Annual General Meeting, this clause refers to the outgoing incumbent(s) up until the point in the meeting when investiture of the incoming President takes place, at which point it refers to the specified incoming office holder(s).
- j) The Chairperson shall have the power to adjourn a General Meeting to another date, hour or place, to enable its business to be completed.

28. Business of the Annual General Meeting

The business of the Annual General Meeting of the Local Institute shall consist as follows:

- a) To receive, consider, adopt or otherwise deal with the minutes of the previous Annual General Meeting.
- b) To receive the Honorary Secretary's report of the activities of the Local Institute in the previous year.
- c) To receive a report on behalf of the Local Council representatives on National Council of the principal activities of National Council in the preceding year.
- d) To receive, consider, adopt or otherwise deal with the Annual Accounts.
- e) To receive, consider, and where necessary, vote on the submissions of any Committee or working group appointed by the Local Council, which, in the opinion of the Local Council, merits special consideration by the Annual General Meeting.
- f) To receive, consider and, where necessary, vote on matters brought forward by members, whether on behalf of the Local Council or in their individual capacity.
- g) To receive the outgoing President's final address to members.
- h) Unless article 11(f) has been invoked in relation to one or more of the positions, to elect a Deputy President and, wherever necessary owing to vacancy, a President, Vice-President, or both, for the coming year.
- i) To elect an Honorary Secretary, Honorary Treasurer and other approved officers to replace those retiring, or when otherwise there is a vacancy.
- j) To elect ordinary members of the Local Council to replace those retiring, or where there is otherwise a vacancy.
- k) To appoint representatives of the Local Institute to act as members of National Council of the Insurance Institute, in accordance with article 26 a) hereof.
- l) To invest the incoming President and receive their first address to members.
- m) To transact such other item of business as appropriate to the Annual General Meeting of the Local Institute.

29. Voting

- a) At all meetings of the Local Institute, including General Meetings, meetings of Local Council and meetings of Committees and working groups, every person present and entitled to vote shall have one vote.
- b) Unless otherwise provided herein, every question submitted to the decision of a meeting shall be decided by a simple majority of those present, entitled to vote and voting.
- c) Unless otherwise provided herein, voting shall in the first instance be by a show of hands.
- d) If a poll is demanded at a General Meeting by not less than a quarter of those present and entitled to vote, such poll shall be conducted in the manner directed by the Chairperson of the meeting and the result of the poll shall be deemed to be the decision of the meeting.

- e) Where there is an equality of votes, the Chairperson shall at every meeting have a casting vote, in addition to the vote to which the Chairperson is otherwise entitled.
- f) All elections to the positions specified in this Constitution shall take place in accordance with procedures prescribed by the Local Council.

30. Alteration of the constitution

- a) This Constitution may be altered only by a resolution passed at a Special General Meeting of the Local Institute, called wholly or partly for such purpose.
- b) Any such resolution shall be furnished in advance of the meeting to the Insurance Institute and shall require the prior approval of National Council of the Institute.
- c) Not less than thirty days' notice of such meeting shall be given. The proposed alteration to the constitution shall be specified in the notice convening the meeting.
- d) A resolution to alter the Constitution shall require a vote in favour of not less than two-thirds of those present, entitled to vote and voting.

31. Dissolution of the Local Institute

- a) The Local Institute may be dissolved by the Local Institute only in like manner as the Constitution may be altered or by a Special Resolution of the Insurance Institute passed at an Extraordinary General Meeting thereof convened for the purpose of consideration of such resolution.
- b) No resolution to dissolve the Local Institute shall be put before a Special General Meeting of the Local Institute or an Extraordinary General Meeting of the Insurance Institute unless the same is proposed in order to implement a scheme of reorganisation, or alternatively shall follow a process of internal examination and engagement with the Insurance Institute carried out with the aim of ensuring that the Local Institute shall continue in some form to fulfil its objectives.
- c) On a declaration to dissolve the Local Institute, any residual funds and effects of the Local Institute shall be transferred to the Insurance Institute.

32. Service of notices

- a) Notices to be served pursuant to this constitution shall be served in the manner prescribed herein. In any case in which no mode of service is prescribed, the notice shall be delivered to the intended recipient(s) by hand, by post or by email to the email address provided by the intended recipient. Where a notice is sent by post, service shall be deemed to have been effected 24 hours after posting.
- b) The accidental omission to give notice of any meeting, or the non-receipt of such notice by any person entitled to receive such notice, shall not invalidate the proceedings at that meeting.

This constitution was adopted by the Members of each of the five Local Institutes of the Insurance Institute of Ireland at Special General Meetings held in February & April 2025.