

Constitution
of the
British Insurance Law Association
(as amended on 17th August 2022)
(this supersedes the version of October 2010)

1. NAME

The name of the Association shall be the British Insurance Law Association.

2. PURPOSE, AIMS AND OBJECTS

- (1) To consider and discuss matters of general interest arising out of the law of the UK and of such other countries as the Association may from time to time think desirable, in so far as they affect any branch of insurance.
- (2) To hear and discuss papers dealing with insurance law problems of the UK and other countries.
- (3) To take such action as may be thought desirable by the Association to further its aims and objects, including but not limited to:
 - collaborating with existing associations or bodies connected with insurance;
 - forming ad hoc committees or other groups (which may include non-members) for the purpose of preparing or considering reports or papers on such specific matters of law and practice as require detailed study.

3. MEMBERSHIP

- (1) The following shall be eligible for membership:
 - (a) any person with academic or professional legal qualifications, or engaged in teaching or research in insurance law, who in the opinion of the Committee is sufficiently connected with, or interested in, insurance;
 - (b) any person who is a diploma-holder of the Chartered Insurance Institute, the Institute of Actuaries, the Faculty of Actuaries, the British Insurance and Investment Brokers Association or any other such body as the Committee may think fit;
 - (c) Insurers, Insurance Associations, Firms of Insurance Brokers, Adjusters, Solicitors and any other corporate body, organisation or partnership which, in the opinion of the Committee, has sufficient connection with or interest in insurance (hereinafter referred to as a 'Corporate Member');
 - (d) any academic institution and designated current members or affiliates thereof (hereinafter referred to as an 'Academic Institution').

Where an Academic Institution or a Corporate Member is admitted to membership it shall be entitled to one vote. An Academic Institution or a Corporate Member shall be entitled to appoint in writing a person to represent it at any meeting of the Association and such person shall vote on behalf of the Academic Institution or Corporate Member and shall be eligible for election to the Committee.

- (2) The Committee may also at its discretion admit to membership other persons engaged in insurance of any kind or in the study of insurance or insurance law.
- (3) Applications for membership shall be in writing and shall be subject to approval by the Committee. In the case of a Corporate Member, the application shall be in the name of the corporate body, organisation or partnership. A Corporate Member may

nominate up to five members of their organisation to receive mailings from the Association.

- (4) (a) The Committee may invite any person whose experience and knowledge is considered to be of value to become an honorary member.
- (b) Honorary membership shall be for such period as the Committee may determine from time to time.
- (c) An honorary member may hold the office of president, deputy president or vice-president.

4. SUBSCRIPTION

- (1) The subscription shall be such sum as shall be fixed from time to time by the Association in General Meeting. All subscriptions shall become due on joining and thereafter on the first day of March in every year. The Committee shall have and is hereby given the power to amend any subscription set in General Meeting if it appears to the Committee necessary to do so. In the event of the exercise of this power the reasons for its exercise shall be laid before the General Meeting next following.
- (2) Where a Corporate Member wishes to nominate more than five representatives under rule 3(3) the Committee may set an additional fee for each extra representative or calculated by reference to the number of extra representatives. For Academic Institutions an additional fee shall be payable, determined at the discretion of the Committee, by reference to the number of designated members or affiliates.
- (3) The membership of any member whose subscription remains unpaid six months after it falls due shall lapse.
- (4) Persons who, having been members for a period of not less than ten years, having attained the age of 60, and having retired from active business life, shall be excused the payment of subscriptions for life from the 1st March next following the receipt by the Committee of satisfactory notice from the member.

5. EXPULSION OF MEMBERS

Any member who in the opinion of the Committee has acted in a manner prejudicial to the interests of the Association may be expelled from membership or suspended from membership for a stated period. The member concerned shall have the right to attend in his own defence (or in the case of an incorporated body or unincorporated firm, to send a representative) and to address the Committee or a panel appointed by the Committee to hear representations, after having been given seven clear days notice in writing of the Committee's intention to proceed in the matter. Such notice shall include particulars of the act complained of. Any panel so appointed shall report its findings to the Committee who alone may exercise the power of expulsion or suspension by a resolution passed by a majority of not less than two-thirds of those present and voting at the meeting of the Committee convened for this purpose.

6. AGM

- (1) The AGM shall be held once each calendar year at such time and by such means (as specified in rule 7(5) below) and on such date as the Committee may decide.
- (2) No less than eight weeks in advance of the holding of the AGM, notice shall be sent out stating the date on which the AGM is to be held and stating that any member of the Association wishing to stand for election to the Committee and who is not already a Committee member must give written notice of that wish at least four weeks before the AGM to such address or email address as the notice shall require (existing Committee members shall be regarded as wishing to be re-elected unless and until they inform the chair to the contrary in writing). Full notice of the AGM shall be sent out at least two weeks before the meeting and shall state the time, date and means of the meeting and the business to be transacted. Such business shall include any matter of which a member has given notice in writing to the chair at least four weeks before the AGM.
- (3) The provisions of rule 7(3) – (7) apply to AGMs.

7. GENERAL MEETING

- (1) The Committee shall have power to summon general meetings whenever it thinks fit. The Committee shall, however, convene a general meeting when requested to do so by not less than ten members. Such request shall be in writing and indicate the purpose for which the general meeting is required.
- (2) At least fourteen days' notice of any general meeting to be held shall be given in writing to each member, such notice stating the business to be transacted at the meeting.
- (3) Subject to the provisions of rule 8, which governs the election of officers and Committee, all decisions on business arising at any general meeting shall be decided on a show of hands. A resolution passed at a meeting on a show of hands is passed if it is passed by a simple majority of the votes cast by those entitled to vote.
- (4) A meeting of members need not be held at any particular place.
- (5) A meeting of members may be held, and any votes may be permitted to be cast, by virtual or electronic means or any other means as determined by the Committee.
- (6) A meeting of members may be held without any number of those participating in the meeting being together at the same place.
- (7) Although a member has a right to attend and vote at a meeting in accordance with the means determined by the Committee, a member does not have a right:
 - (a) to attend the meeting in person, or
 - (b) to vote by particular means.

8. OFFICERS AND COMMITTEE MEMBERS

- (1) All Committee members and officers must be members of the Association.
- (2) The officers of the Association shall be: the president, the deputy president, the chair, the vice-chair, the honorary secretary, the honorary journal editor and the honorary treasurer.
- (3) The affairs of the Association shall be managed by the Committee constituted as hereinafter provided.
- (4) The Committee shall consist of:

- (a) not more than twenty members elected at the AGM, who shall be on the Committee from the conclusion of that meeting until the end of the next AGM;
 - (b) such persons as are co-opted pursuant to rule 8(7);
 - (c) the president and the deputy president;
 - (d) the immediate past chair, provided that no immediate past chair shall be on the Committee beyond the second AGM after ceasing to be chair, unless being elected or appointed to the Committee in another capacity; and
 - (e) the life vice-presidents.
- (5) The Committee shall elect from amongst themselves a chair, a vice-chair, an honorary secretary, an honorary treasurer and an honorary journal editor. Any two, but not three, of the positions of honorary secretary, honorary treasurer and honorary journal editor may be filled by one person.
- (6) The Committee shall elect a president and a deputy president who shall hold those positions until the end of the next AGM.
- (7) If at any time the Committee has less than twenty members elected at the AGM pursuant to rule 8(4)(a), the Committee may co-opt to the Committee up to such number of members as equals the difference between twenty and the existing number of elected members. Further, and regardless of whether or not there are twenty members on the Committee who have been elected at the AGM or co-opted as aforesaid, there may at any time be up to four additional members co-opted to the Committee. All members co-opted to the Committee shall be on the Committee from the time of co-option until the end of the next AGM.
- (8) All Committee members and officers may be re-elected or re-appointed for a further term except that:
- (a) no person may be chair or vice-chair for more than two consecutive years;
 - (b) the usual expectation, but not mandatory requirement, will be that the president and deputy president will be re-elected once only, so as to hold their position for two years (and, for the avoidance of doubt, a person may be elected president having been deputy president).
- (9) A member of the Committee or officer shall cease to hold that position if he or she:
- (a) becomes incapable by reason of mental incapacity, illness or injury of managing and administering his or her own affairs; or
 - (b) notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).
- (10) The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

9. LIFE VICE-PRESIDENTS

The Committee may at its discretion extend to anyone who has made over a number of years an outstanding contribution to the Association an invitation to become a life vice-president of the Association.

10. COMMITTEE PROCEEDINGS

- (1) The Committee shall have power to appoint sub-committees and delegate to them such powers as it considers appropriate. The Committee shall also have power to act by any officer or other person approved by the Committee.
- (2) The Committee may engage such persons or organisations from time to time as considered necessary and on such terms and conditions as it considers appropriate to assist with the administration of and furthering of the purpose, aims and objects of the Association.
- (3) The quorum at meetings of the Committee shall be three, one of whom must be an officer.
- (4) The quorum of a sub-committee appointed pursuant to rule 10(1) shall be at the discretion of its members.
- (5) The provisions of rules 7(4) to 7(7) apply to meetings of the Committee or any sub-committee on the understanding that the reference to “members” shall be to members of the Committee or any sub-committee as the case may be.

11. ADMINISTRATION

The Committee may engage such persons or organisations from time to time as considered necessary and on such terms and conditions as it considers appropriate to assist with the administration of and furthering of the purpose, aims and objects of the Association.

12. NOTICE OF MEETINGS

- (1) General Meetings: The Committee shall take all reasonable steps to give notice to all members of any General Meeting.
- (2) Meetings of committees: each such committee shall nominate one of its members for the purpose of giving notice of meetings to all members of such committee, which member shall take all reasonable steps to give notice to each member of such committee.
- (3) (a) Notice to members shall be deemed properly given for any and all purposes under these rules if in the discretion of the chair or Committee:
 - sent in the ordinary course of post or otherwise delivered to the last address notified to the Association by the member; or
 - sent by email to the last email address notified to the Association by the member (or, in the case of a Corporate Member or Academic Institution, the email address best known to the Association as the email address of the Corporate Member’s or Academic Institution’s main contact with the Association).
- (b) Notice shall be deemed to have been given on the day after posting or the day of delivery of notice, as the case may be.
- (4) Failure to notify any member of the holding of any meeting shall not invalidate proceedings at that meeting unless it is shown that there has been a failure to comply with sub-paragraphs (1) and/or (2) hereof (as the case may be).

13. NOTICE TO THE ASSOCIATION

Notice to the Association shall be deemed properly given and documents properly served if delivered to the postal or email address for the time being of all of the chair, the vice-chair and the honorary secretary of the Association.

14. ACCOUNTS AND AUDITOR

- (1) The statement of accounts for each year ending on the last day of February shall be submitted after audit to the AGM.
- (2) The auditor shall be elected at a general meeting and shall not be a member of the Committee.

15. STANDING ORDERS

The Committee shall have the power to make and amend standing orders for the regulation of procedure at general meetings or Committee meetings, or for the conduct of elections. Any standing orders so made shall be subject to these rules.

16. DISSOLUTION

- (1) A resolution to dissolve the Association shall only be proposed at a special general meeting and shall be carried by a majority of at least three-quarters of the members present.
- (2) The dissolution shall take effect from the date of the resolution and the members of the Committee shall be responsible for the winding-up of the assets and liabilities of the Association.
- (3) Any property remaining after the discharge of the debts and liabilities of the Association shall be given to a charity or charities nominated by the last Committee. The Committee must as far as reasonably possible select an organisation or organisations with broadly similar aims to the Association.

17. ALTERATION OF RULES

- (1) These rules may be amended in General Meeting by simple majority of members there present and voting subject to the following paragraphs of this rule.
- (2) Any proposed change shall be set out in writing in full and sent to each member with the notice under rule 6(2) or 7(2) as the case may be.
- (3) No proposed change may be sent under paragraph (2) of this rule unless:
 - (a) it shall have been set down in writing, signed by no less than five members, and served on the honorary secretary no less than 42 days before the General Meeting or,
 - (b) it shall have been approved by the Committee and signed by the honorary secretary.
- (4) A copy of the rules of the Association shall be supplied to each member on request.

18. INTERPRETATION

In these rules:

- (1) Words importing the masculine gender include the feminine; words in the singular include the plural, and vice versa.
- (2) 'The Association' shall mean the British Insurance Law Association.
- (3) 'The Committee' shall mean the committee of the Association as constituted by rule 8 and 'committees' shall as the sense permits include the committee, sub-committees and ad hoc committees and other groups or bodies constituted by the Committee or in General Meeting.
- (4) 'Insurance' shall include state and private insurance, and reinsurance.
- (5) 'Insurers' shall include Lloyd's and government departments.