

# Review of the CILA’s Charter & Bye-Laws

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## Introduction

Following detailed deliberation, the Council of The Chartered Institute of Loss Adjusters has proposed several governance changes that would entail amendments to the Institute's Royal Charter and accompanying Byelaws. This document is intended to form the basis of a submission to the Privy Council, following consultation with the 'Privy Council Office Guidance, Amending A Royal Charter or Byelaws.'<sup>1</sup>

All proposals have been subject to internal consultation with representative members and remain subject to member approval. In addition, external stakeholders, including loss adjusting companies and the Chartered Insurance Institute<sup>2</sup> (the most adjacent chartered body in the insurance sector) have been consulted, including the proposed name change and new membership categories; this has involved several meetings and conversations. The proposals set out in this document have received the full support of the current Council of members and the Chartered Insurance Institute. Letters of support documenting this can be provided on request.

We include several appendices, including a Schedule of Amendments, as detailed below.

## Purpose

This review proposes changes to the Charter and Bye-Laws to support the delivery of key aspects of the Institute's strategic plan. These involve proposed amendments to recognise and facilitate:

1. New membership category *Corporate membership*;
2. Amending existing Diploma membership
3. Removing Certified membership
4. Consolidation of other membership categories; and
5. The adoption of modern governance protocols.

This review has involved detailed consideration of the Institute's current:

- Charter;
- Bye-Laws; and
- Guide to Professional Conduct.

## Who

This document has been prepared and approved by:

Adam Humphrey	President
John Bissell	Executive Director

Received Council's approval to proceed with submission as Special Business to the 2025 AGM and submission to the Privy Council for approval.

<sup>1</sup> [2025-03-04-Amending-a-Royal-Charter-or-Byelaws.pdf](#)

<sup>2</sup> [www.cii.co.uk](http://www.cii.co.uk)

## Analysis

Several aspects have led to this review and the proposed changes.

**Name Change:** We propose a subtle change of name to the Institute,

From The Chartered Institute of Loss Adjusters;  
To The Chartered Institute of Loss Adjusting.

This reflects the Institute's broader relevance to all claims practitioners engaging in loss adjusting activities defined within the current (and revised) Charter, and supports the Corporate membership initiative.

The Corporate membership initiative is intended to promote the Charter's aims and extend the relevance of the Institute's Qualifications and Code of Professional Conduct to employers and employees. However, the Institute's pursuit of its original Charter aims has been hindered by the incongruity of individuals being eligible to be members but their employers not being. These proposed changes address this and provide a Code of Conduct that supports best practices throughout the loss-adjusting sector.

**Membership categories:** The necessary drafting changes for new membership categories are not complex to incorporate. The principal aspects here are:

- adding a category of *Corporate membership*), and
- removing three, by consolidating the Student and Ordinary membership categories<sup>3</sup>, into a single 'Ordinary' category and repurposing MCILA
- retiring Advanced Diploma membership for new candidates.
- amending Diploma member to include specialisms, MCILA (specialism)
- amending ACILA to include ACILA Certified Loss Adjuster (for those members not employed in a Loss Adjusting division, practice or company)

These proposals are consistent with the "Institute's objects" detailed in the Charter. They also align with one of our key aims: promoting the Institute's relevance and growing membership in the UK and internationally.

**Code of Conduct:** The proposed *Corporate* membership initiative will require 'practices, divisions and companies<sup>4</sup>' to sign up to the Institute's Code of Professional Conduct<sup>5</sup>. This represents a step change; now, this Code will apply to individuals *and* their employers. It also recognises that claims professionals, who perform activities the Charter collectively defines as loss adjusting, now work in a wide range of organisations and entities. The era of practitioner-owned loss-adjusting practices has diminished, and the Institute must continue evolving to be relevant to a broader stakeholder group than the drafters of the original Charter and Bye-Laws envisaged. As it does so, a more robust 'Code' (rather than 'Guide') should apply to ensure that the wide stakeholder group performing loss adjusting activities uphold the aims of the Charter and Bye-Laws.

**New Governance Structure:** The Institute's Council has approved a proposal to significantly streamline and modernise the governance structure of CILA, given the need to execute and deliver to a broader membership. In so doing, it is proposed that the two main forums, the

<sup>3</sup> The latter appears to add unnecessary complexity and administrative burden.

<sup>4</sup> We have deliberately not referred 'firms' as that seems to be outdated and represents duplication with 'companies'.

<sup>5</sup> With a 'Code of Conduct' being more stringent than a 'Guide', which is the current position.

Executive Committee (which is not a forum under the Charter) and Council, are combined into a single 'Board' – with the Charter amended to make this the governing body. To ensure this forum is fit for purpose, the proposal is to streamline the Board and update the required positions to reflect the Institute's current and future needs.

## Proposals

Changes have been proposed to the:

- (a) Charter,
- (b) Bye-Laws, and
- (c) Guide to Professional Code,

to ensure they are updated to reflect the proposed governance changes and are consistent as joint documents. These include the following:

For consistency, the structure of the Charter has been changed to:

- Each clause being numbered (1, 2, 3 ...)
- Each subsection using Roman numerals, e.g. (a), (b), (c); and
- Each sub-subsection using lower case letters, e.g. (i), (ii), (iii).

Stylistically, in the current Charter, the phrase 'Firm' is used inconsistently and inter-changeably with 'company'. For the revised proposal, the phrase 'division, practice, or company' is used throughout, with the intention being that this is consistent with the eligibility criteria for Corporate membership. 'Firm' is deleted.

Changes are proposed to the Board's makeup, with a definition of *Designated Group Representatives* being included as Codicil 1. This currently covers the roles proposed at the last Council meeting. A Codicil is intended to provide flexibility to change and/or update the Bye-Laws, where necessary, solely by updating the Codicil.

The current Guide to Professional Conduct has been reframed as a Code of Professional Conduct, with changes proposed to reflect that it will apply to individual and corporate members.

The current Bye-Laws envisage certain 'firms' being designated as 'Chartered Loss Adjusters'. We have revised this to reflect our intention for Corporate Members to be referred to instead as a CILA (Corporate Member). This is clarified under Clause 9 of the revised Bye-Laws.

## Next Steps & Timescales

We understand that the initial stage is for this document to be submitted for consideration under an informal process.

In the meantime, CILA will:

- Identify the composition of the new Board and underlying DSGs, reporting structures, job titles and deliverables;
- Clarify the role of the Executive positions and communication lines to the Board;
- Draft an implementation plan and communicate this to the current Council.
- Draft an external communication plan.

## Concluding Remarks

The Appendices include the original Charter and revised versions, with revised Bye-Laws, Code of Professional Conduct and a Schedule of Amendments.

*for and on behalf of the Chartered Institute of Loss Adjusters,*



**John Bissell**  
**Executive Director**



**Adam Humphrey**  
**President**

## Appendices

- Appx. 1: The Charter (Revised)
- Appx. 2: Bye-Laws (Revised)
- Appx. 3: Codicil 1 to the Bye-Laws
- Appx. 4: Guide to Professional Conduct (Revised – now Code of Professional Conduct)
- Appx. 5: The Charter (Original)
- Appx. 6: The Bye-Laws (Original)
- Appx. 7: Schedule of Amendments (The Charter)
- Appx. 8: Schedule of Amendments (The Bye-Laws)
- Appx. 9: Schedule of Amendments (The Code of Professional Conduct)

## Appx. 1: The Charter (Revised)

*Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:*

*To all to whom these presents shall come, greetings!*

*WHEREAS We by Royal Charter (hereinafter called “the Original Charter”) dated the twenty-first day of December in the tenth year of Our Reign constituted a Body Corporate by the name of “The Chartered Institute of Loss Adjusters” (hereinafter called “the Institute”) with perpetual succession and with power to use a Common Seal and We have since by Orders in The Board allowed alterations in the Original Charter:*

*AND WHEREAS by an humble Petition the Institute has represented unto Us that it is expedient for the better execution of the purposes thereof that the provisions of the Original Charter should be amended and that this may best be done by the grant of a new Charter replacing the Original Charter:*

*NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal consideration by virtue of Our Prerogative Royal and of all other powers enabling Us so to do have of Our especial grace, certain knowledge and mere motion granted and declared and do by these Presents for Us, Our Heirs and Successors grant and declare as follows:*

1. Except insofar as they constitute the Institute as a Body Corporate, the provisions of the Original Charter are hereby revoked, but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions of the Original Charter.

2. The President and other members for the time being of the Institute shall for ever hereafter be continued and confirmed as one Body Politic and Corporate by the name of “The Chartered Institute of Loss Adjusting” with perpetual succession and a Common Seal and with power to alter and renew the same at their discretion and by the same name shall be capable in law to take and hold any personal property and also to take, purchase and hold lands, buildings and hereditaments for the purposes of the Institute with power to dispose thereof but so that the Institute shall apply its profits (if any) or other income in promoting its objects and shall not at any time pay any dividend to any member.

Provided that nothing herein contained shall prevent the payment, in good faith, for any service actually rendered to or on behalf of the Institute of reasonable, and proper remuneration or expenses to any member, officer or servant of the Institute, or the payment by the Institute of interest at a rate not exceeding one per centum over the current minimum lending rate per annum on money lent to the Institute by any member.

And We also will, ordain and declare as follows (that is to say):

### 1. Definitions

In this Our Charter and in the Bye-Laws:

(a) “loss adjusting” is the:

- (i) assessment,
- (ii) investigation,
- (iii) management,
- (iv) quantification,
- (v) validation, and
- (vi) resolution,

of Property, Casualty or any other losses (whether insured or not) arising from any contingency and the reporting thereof.

- (b) a “loss adjuster”, including a loss adjusting expert, shall be a person whose predominant activity is “loss adjusting” as defined.
- (c) A “loss adjusting practice, division or company” shall be a group of people whose predominant activity is “loss adjusting” as defined.

2. The objects of the Institute shall be:

- (a) To advance the study of the profession of loss adjusting.
- (b) To promote the efficiency and usefulness of the profession of loss adjusting by requiring the observance of strict rules of professional conduct by members of the Institute and by establishing high standards of education and knowledge.
- (c) To secure the association of those who practice loss adjusting.
- (d) To establish designated groups of members in Our United Kingdom and in any part of Our Commonwealth or elsewhere; and to discontinue or abolish any such designated groups.
- (e) To establish and maintain an efficient database of relevant information.
- (f) To publish or superintend the publication of books, pamphlets, papers and other matter relating to the affairs of the Institute whether in print or electronically.
- (g) To provide lectures, classes or other tuition or to make grants therefore for the benefit of members of the Institute.
- (h) To make grants to universities or other educational establishments towards the provision of such lectures, classes or other tuition.
- (i) To award prizes to deserving members of the Institute.
- (j) To acquire by purchase or taking on lease or otherwise, premises for use as offices and other facilities for the use of the members of the Institute or for any purpose of the Institute.
- (k) To establish a General Fund and such other funds as may seem proper and to apply such funds in accordance with the provisions of this Our Charter, including the payment of remuneration to employees of the Institute and of pensions or annuities to former employees and their dependants.
- (l) To do all such other lawful things as may be associated or connected with or as may be incidental or conducive to or in furtherance of the foregoing objects.
- (m) To ensure that all members comply with the Institute’s Code of Professional Conduct and Bye-Laws.
- (n) To ensure that all members comply with the Institute’s requirements in relation to Continuing Professional Development.

3. There shall be a Board of the Institute (in this Our Charter referred to as the “Board”) consisting of:

- (a) A majority of persons being Fellows or Associates of the Institute not more in number than the number as shall be provided by the Bye-Laws of the Institute and elected and appointed in the manner prescribed by such Bye-Laws; and
- (b) two of the members of The Board shall be respectively the President and Deputy President of the Institute who shall be President and Deputy President of the Board.
- (c) The Institute’s Executive Director shall be an ex officio member of the Board; and
- (d) Additional Members as from time to time shall be prescribed by the Bye-Laws.

#### 4. Membership of the Institute shall be open to:-

- (a) persons whose predominant activity falls within the above defined scope of loss adjusting,
- (b) persons engaged in other capacities in the practice of loss adjusting in a loss adjusting practice, division or company,
- (c) persons engaged in other situations who fulfil the criteria of an Ordinary Member, or are Certificate Holders, Diploma Holders, Advanced Diploma Holders, Associates or Fellows of the Institute,
- (d) persons engaged in other situations who are actively seeking to take the Institute's examinations within two years of joining the Institute, or
- (e) Practices, divisions or companies whose predominant activity falls within the above defined scope of activities of a loss adjusting expert.

#### 5. The members of the Institute shall be divided into eight classes:

- (a) Ordinary Members,
- (b) Certificate Holders (CertCILA),
- (c) Diploma Holders (DipCILA), (MCILA (*specialism*))
- (d) Associates (ACILA) – Chartered Loss Adjuster or, Certified Loss Adjuster (if not employed by a Loss Adjusting division, practice or company)
- (e) Fellows (FCILA),
- (f) Corporate Members (CILA Corporate Member),
- (g) Honorary Members, and
- (h) Retired Members.

In this Our Charter and in the Bye-Laws and where the context so requires, reference to the singular shall include the plural and vice versa and reference to the masculine shall include all genders

#### 6. A person who is engaged in accordance with Article 4 may be enrolled as an Ordinary Member.

7. A person shall be eligible for admission as a Certificate Holder, Diploma Holder or Advanced Diploma Holder of the Institute if they are Ordinary members who have passed the Certificate, Diploma or Advanced Diploma examination(s) as set by the Board.

8. A person shall be eligible for admission as an Diploma Member (*specialism*) of the Institute based on the following criteria requiring that candidates must:

- (a) Practice loss adjusting,
- (b) Have three (3) years of experience in an adjusting environment,
- (c) Be a fully paid-up qualified member of another approved professional body relevant to their specialist discipline, (e.g. Engineering, Accounting, Surveying)
- (d) Have completed the CILA Principles of Insurance and Customer Service & Ethics examinations as set by the Board.

Designation is subject to payment of the relevant subscription fee.

9. A person shall be eligible for admission as an Associate of the Institute if they have passed the examination(s) as set by the Board and:-



- (a) shown that they have at least 5 years' experience practicing loss adjusting as defined in Article 1 of this Charter with a practice, division or company whose predominant activity accords with Article 1 of the Charter and meets the criteria for professional and ethical standards laid down from time to time by the Board to enable members to abide by the Charter, Bye-Laws and Code of Professional Conduct. Or
- (b) shown that they have at least 3 years' experience practising loss adjusting with a practice, division or company whose predominant activity accords with Article 1 of this Charter and meets the criteria for professional and ethical standards laid down from time to time by the Board to enable members to abide by the Charter, Bye-Laws and Code of Professional Conduct, and hold another appropriate professional or academic qualification approved by the Board.

#### 10. Fellows:

- (a) A person shall be eligible for admission as a Fellow of the Institute who at the time of their application shows that they have:
  - (i) been an Associate of the Institute and engaged in loss adjusting for a continuous period of at least 5 years immediately preceding the date of their application; and
  - (ii) complied with the Institute's requirements for Continuing Professional Development and agreed to continue to comply in accordance with regulations laid down from time to time by the Board; and
  - (iii) complied with any additional professional requirements or examinations for the status of Fellow as may be decided from time to time by the Board.
- (b) A member's entitlement to retain the status of Fellow shall be conditional, inter alia, upon that member's continued compliance with the requirements for Continuing Professional Development as laid down from time to time by the Board.

#### 11

12. The Board may elect any person to be an Honorary Member of the Institute subject to that person's consent and irrespective of whether such person is eligible for admission as a Member of the Institute. Such a person shall be deemed to be elected if three-fourths of those present and entitled to vote give their votes in favour.

13. Any who has fully retired from loss adjusting shall be entitled to be enrolled as a Retired Member and may continue to use the distinctive letters applicable to their qualification. A Retired Member shall not be eligible for election or appointment to any office of the Institute and shall not be entitled to vote at any General or Extraordinary Meeting or in any election or ballot and may not use their designatory letters for the purpose of obtaining any form of gainful employment.

14. Any Member who, through extreme financial hardship caused by such matters as illness, is unable to pay their subscription shall be entitled, subject to the approval of the Board, to continue their membership and retain their designatory letters. Dependent upon the circumstances The Board shall decide whether to waive or reduce the member's annual subscription until such time as they may recover.

15. Any person applying for admission to the Institute on the basis of (inter alia) appropriate qualifications from other sources according to the relevant UK legislation is required by the Institute to provide evidence of such appropriate professional qualification and experience.

16. The Board shall cause examinations to be held of all persons seeking to be admitted as Associates of the Institute, Award Holders, Certificate Holders, Diploma Holders, , or Advanced Diploma. Such examinations and the conduct thereof shall be in accordance with the regulations made from time to time by the Board, which may appoint for that purpose examiners who shall hold office, subject to such conditions, and shall receive expenses as shall be approved by the Board.

17. The Board shall decide whether any person applying to be admitted to or enrolled in any class of membership has fulfilled the conditions of this Charter and the Bye-Laws.

18. For failure to comply with the Board's requirements for a membership class, the Board may refuse to admit any person to any class of membership or may delay such admission or change any person's class of membership notwithstanding that such person may be otherwise entitled to be admitted to, or continue, the class of membership but this power of refusal, delay or change of class, shall be exercised only in accordance with any applicable provisions of this Charter or the Bye-Laws and, in the event of any refusal, delay or change of class, the member shall have a right to state their case before the Board by way of appeal, and the Board's decision on such appeal shall be final.

19. Cessation of membership:

(a) A member of the Institute shall cease to be a member in the following cases:

- (i) on their being adjudicated bankrupt, making an arrangement or composition with their creditors or suffering distress or execution to be levied on their goods which is not paid within five (5) days; or
- (ii) on their being declared by a competent person or body to be medically unfit to carry out their professional duties; or
- (iii) if they are found guilty of committing any criminal offence which in the opinion of The Board renders them unfit to carry on the profession of loss adjuster; or
- (iv) if, pursuant to the provisions of the Bye-Laws, they give written notice of resignation.
- (v) Where a member ceases under this Article to be a member, they shall be entitled, at any time to apply to The Board for reinstatement.

(b) An Ordinary Member ceasing, for a period exceeding two years, to be engaged in loss adjusting, shall cease to be a member of the Institute unless they are persons engaged in accordance with Article 4(iv), but shall be eligible for re-admission at any time after resumption of such engagement and may be re-admitted if The Board so determines.

(c) If a member fails to pay any subscription or any other sums payable to the Institute within three months of the due date, the Board shall have the power to declare that their membership is terminated. Membership can be reinstated, providing the relevant membership level criteria are satisfied and the appropriate fee set by the Board is paid.

20. A member of the Institute may be expelled or their membership may be suspended for such period as the Board may determine or be reprimanded or be required to pay a fine by resolution

of the Board at a Special Meeting called for the purpose at which eight, including the President or Deputy President, shall be a quorum, carried by three-fourths of those present and entitled to vote, on any of the following grounds:

- (a) that they have committed a serious breach of the provisions of this Charter or the Bye-Laws; or
- (b) that their professional conduct is in breach of the Institute's Code of Professional Conduct and/or their personal conduct appears to the Board to be detrimental to the interests of the Institute or of the loss adjusting profession. or
- (c) that they have condoned or connived at or been guilty of collusion in connection with conduct on the part of a director, partner or employee of their firm or company, which is contrary to the standard of conduct required of a member.
- (d) Provided that no such resolution shall have any validity or effect unless the member in question shall have been given a reasonable opportunity of attending and of being heard either by themselves or by their representative by the Board at the meeting at which the resolution is passed and such member shall have the right to call witnesses on their behalf and to cross-examine witnesses called against them.

21. The Board shall have full authority for the management and superintendence of the Institute's affairs and may lawfully exercise all its powers, other than matters which, by this Charter or the Bye-Laws, are to be transacted by or at a General Meeting of the Institute's members.

22. The Board shall have power to apply the funds of the Institute in promoting, furthering or protecting the objects of the Institute and without prejudice to the generality of the foregoing:

- (a) in paying such sums for the reasonable expenses of officers of the Institute or members of the Board as may be provided by the Bye-Laws or for the expenses reasonably incurred by any persons, whether members or not, who have rendered special services to the Institute;
- (b) in making gifts or contributions for national, public, educational or charitable purposes;
- (c) in establishing and administering a charitable or benevolent fund from which donations or advances may be made to assist necessitous members of the profession of loss adjuster, their dependants and dependants of deceased members of the said profession or of deserving persons or deceased persons who are or were closely connected with the said profession; and to make contributions out of the surplus assets or income of the Institute from time to time to any such benevolent fund or funds.

23. All powers which under the provisions of this Charter may be exercised by the Board shall be exercised by it in accordance with and subject to the provisions of this Charter and the Bye-Laws, and the exercise of these powers shall be subject to the control and regulation of any General Meeting of the Institute, but not so as to make invalid any act done by the Board previously to any resolution passed at a General Meeting, and any act or proceeding of the Board shall not be invalidated in consequence of there being any vacancy on the Board at the time of such act or proceeding being done or taken.

24. A member shall not allow any person (not being a member or their successor in title upon the retirement of the member from the profession of loss adjusting) to use the name of the member as the name of any business of a loss adjusting practice, division or company in which they are not a partner or director;

25. A member who is acting on instructions from an insurer:

- (a) shall act fairly and justly in relation to a policyholder's claim under a policy issued by that insurer, taking into account of all matters advised to them by the policyholder and ascertained during their investigation which are material to establishing a true and equitable adjustment of the claim within the terms and conditions of the policy, and shall report in good faith thereon to the insurer.
- (b) must disclose to the insurer as soon as reasonably practicable any financial interest in any party associated with the claim which is unknown to the insurer.
- (c) having accepted instructions to act in respect of any matter and becomes aware of a material financial interest they have in a party associated with the claim, shall forthwith disclose this interest to the insurer, in writing.

26. A member who is acting on instructions from a policyholder in relation to their claim:

- (a) shall take account of all matters advised to them by the policyholder and subsequently ascertained during their investigations which are material to establishing a true and equitable adjustment of the claim and shall report in good faith thereon.
- (b) shall disclose any financial interest that a Member has or that they are aware that their firm has an interest in party associated with the claim they recommend to the policyholder.

27. For the purposes of Articles 25 and 26, a member's interest in a party shall include any person, practice, division or company with whom they share the profits of their work, or by whom they are employed, or who is materially interested whether directly or indirectly in any practice, division or company in which such member is engaged.

28. All members shall at all times and in all circumstances act ethically and in a manner consistent with the professional standards required of a loss adjuster under this Charter, the Bye-Laws and the Institute's Code to Professional Conduct as determined from time to time by the Board.

29. Any member handling claims on behalf of a policyholder is required to comply with current legislation such as registration with the appropriate regulatory body.

30. At every General or Special Meeting of the Institute, every member present shall be entitled to cast one vote, and in every poll shall have the right to cast one vote, save that the Chair of any such meeting shall have a second or casting vote where the votes are equally divided

31. The Institute may from time to time, by resolution passed by not less than three-fourths of the members present and voting at a General Meeting specially convened for the purpose, with at least twenty-one days' (21) notice communicated to members as required by the Bye-Laws, make such Bye-Laws for the purposes hereinafter set out as to the Institute seem fit, and from time to time rescind or vary any of the Bye-Laws and make others in their stead but so that the Bye-Laws for the time being are not in any respect repugnant to the provisions of this Charter. No such Bye-Laws or rescissions or variations thereof shall have effect until they have been approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

32. Unless and until rescinded or varied in accordance with the last preceding Article, the Bye-Laws appended to this Charter shall constitute the Bye-Laws of the Institute.

33. The purposes for which the Institute may make Bye-Laws in the manner described previously in this Charter shall be the furtherance of the objects of the Institute and the better execution of this Charter and without prejudice to the generality of the foregoing shall include the regulation of all matters which are left by this Charter to be prescribed by the Bye-Laws, namely:

- (a) for regulating the terms and conditions for and mode of admission of all classes of members;
- (b) for fixing the fees, subscriptions and other sums to be paid by the Institute's Membership categories as defined under Clause 5 of this Charter and for prescribing the periods at or in respect of which such fees, subscriptions or other sums shall be payable;
- (c) for regulating the mode, time and place of summoning and holding Annual and other General Meetings and Special Meetings of the Institute, the mode of voting, including voting by proxy or by ballot and the holding of polls, and for giving the Chair at any meeting power to exercise a second or casting vote at that meeting or on the holding of a poll or ballot arising therefrom;
- (d) for regulating the number of members of the Board and the mode of their election, appointment and periodic retirement, the mode of nomination of members of the Institute for election to the Board and the giving of notice of such nominations, the conduct of elections, including postal or electronic ballots, and the mode of filling casual vacancies and the number, proceedings and quorum at meetings of the Board;
- (e) for regulating the mode of election or appointment of the President and officers of the Institute and their tenure of office;
- (f) or regulating the appointment and retirement of an Auditor or Auditors;
- (g) for regulating the disposal of monies and property of the Institute;
- (h) for regulating the number, times and places of holding of examinations of candidates for membership of the Institute and the subjects for and the manner of conducting such examinations and for fixing fees to be paid by the candidates and the conditions on which Examiners shall undertake their duties;
- (i) for regulating the reimbursement of reasonable expenses incurred by members of the Board, officers of the Institute and members of the Secretariat in the execution of their functions on behalf of the Institute.

But save for any cause as hereinbefore expressly ordained no Bye-Law shall be made by the Institute providing for expulsion or suspension from membership of the Institute.

34. The Institute may by resolution passed by not less than three-fourths of the members present and voting at a General Meeting of the Institute specially convened for the purpose with at least twenty-one days' (21) notice communicated to members as required by the Bye-Laws amend or add to this Our Charter and such amendments or additions shall when allowed by Us, Our Heirs or Successors in The Board become effectual and this Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.

35. In accordance with the recommendation of The Board this Our Charter and any Supplemental Charter of Us, Our Heirs and Successors may be surrendered by resolution of the members of the Institute in General Meeting assembled (convened with reasonable previous notice, being not less than ninety days, of the said recommendation communicated as required by the Bye-Laws to the members) and the members may thereupon by resolution empower The Board to wind-up or otherwise deal with the affairs of the Institute.

Any moneys or other property remaining after the satisfaction of all the debts and liabilities of the Institute upon any such winding-up or otherwise dealing as aforesaid shall be paid or distributed amongst the members of the Institute.

Provided that no such resolution to surrender this Our Charter and any Supplemental Charter of Us, Our Heirs and Successors as aforesaid shall take effect unless and until it shall have been confirmed by the members in General Meeting assembled on an occasion not less than seven or more than twenty-eight days (28) subsequently nor unless and until We, Our Heirs or Successors in The Board shall think fit to accept that surrender on such terms or conditions and subject to such modifications (if any) as We or They shall think fit.

*IN WITNESS whereof We have caused these Our Letters to be made Patent.*

*WITNESS Ourselves at Westminster the Tenth day of May in the twenty third year of Our Reign.*

*BY WARRANT UNDER THE QUEENS SIGN*

*MANUAL*

## Appx. 2: Bye-Laws (Revised)

### Qualifications of Members and Others

#### Applications

1. Every person seeking to transfer to a different class of membership shall make written application to the Institute's Executive<sup>6</sup> in the form prescribed by the Board. The form shall embody an undertaking to conform with the provisions of the Charter and of these Bye-Laws so far as they apply to the applicant. Upon such application being received the Institute's Executive shall include a notice thereof in the Agenda for the following meeting of the Board. The application shall not be accepted unless at least three-fourths of those present and entitled to vote at the meeting shall vote in favour of acceptance. These provisions shall not apply to a member who wishes to be enrolled as a Retired Member in accordance with Article 13 of the Charter of the Institute.

#### Examinations

2. The Institute shall hold examinations as determined by the Board covering the subjects in the current syllabus as approved by the Education Committee. The examinations shall be held and managed in a manner deemed appropriate by the Board.. A fee of an amount to be decided from time to time by the Board shall be payable by each examinee for each examination or element thereof. Examiners for each subject shall only be those deemed appropriate by the Education Committee.

#### Certificates of Membership

3. Every member other than an Ordinary or Retired Member shall be entitled to a Certificate of membership under the hand of the President and at least one member of the Board or by electronic means or as the Board shall from time to time determine. The Certificate shall remain the property of the Institute and be returned on a person ceasing to be a member.

#### Discontinuance of Membership

4. A member wishing to discontinue their membership may do so by giving written notice thereof to the Institute's Executive and the membership of the member shall cease at the end of the calendar year in which the notice is given or sooner as agreed by the Institute's Executive.

#### Expulsion or Suspension

5. Upon the expulsion or suspension of a member, the Institute's Executive shall notify members of such expulsion or suspension and shall give any other notices as the Board may, from time to time, consider necessary. A suspended member may, on application and at the discretion of The Board, be re-instated at any time after the expiration of three months from the date of his suspension.

#### Rights of Discontinuance

6. Upon any member ceasing from any cause whatever to be a member, including retired and honorary members, they shall forfeit all rights in and to the funds of the Institute, but such cessation of membership shall be without prejudice to the claim of the Institute to any arrears of subscription or other monies outstanding and due to the Institute.

#### Use of Designatory Letters and Title

7. The achievement of various membership categories entitles the holders to use after their name the following designatory letters:

- (a) Fellow - *FCILA*,
- (b) Associate - *ACILA*,
- (c) Advanced Diploma - *Adv Dip CILA*,
- (d) Diploma Holder - *Dip CILA*, *MCILA (specialism)*

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<sup>6</sup> Staff comprising the Secretariat, headed by the Institute's Executive Director.

(e) Certificate Holder - *Cert* CILA.

A Retired member, Ordinary Member or an Honorary Member shall not use after their name any letters or words to indicate their connection with the Institute except where otherwise provided by the Charter or these Bye-Laws.

8. Qualified members are also entitled to use the following titles:

- (a) Fellows and Associates shall be entitled to use the title “Chartered Loss Adjuster” or “Certified Loss Adjuster” if not employed by a Loss Adjusting division, practice or company.

#### **Designation of Chartered Loss Adjusting practices, divisions or companies**

9. A member shall not practise in association with a practice, division or company designating itself as Chartered Loss Adjusters unless it is a Corporate Member of the Institute, in which case the following title and designatory letters are applicable:

- (a) Designatory letters: CILA (Corporate Member)  
 (b) Title: CILA Chartered Loss Adjusting practice/division/company.

#### **The Board and Officers**

10. The Board shall consist of:

- (a) the President,  
 (b) Deputy President,  
 (c) Immediate Past President,  
 (d) Executive Director (ex officio member),  
 (e) Designated Group Representatives (hereinafter called “Designated Group Representatives”<sup>7</sup>), and  
 (f) Independent Members (hereinafter called “Independent Members”), and  
 (g) other such members as may be determined by The Board.

The definition of Designated Groups shall be determined by the Board from time to time per Codicil

1. Persons shall not be elected as Designated Group Representatives unless they are Fellows or, Associates in the Designated Group in question. The number of persons to be elected as Designated Group Representatives shall be determined by the Board from time to time.

#### **Number of Board Members**

11. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than twelve or more than fourteen inclusive of ex officio members.

#### **Board Appointments**

12. The Board may from time to time and at any time appoint any qualified member as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting, and they shall then be eligible for election.

#### **Vacancies not to Disable the Board**

13. The members for the time being of the Board may act notwithstanding any vacancy in their number, provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Bye-Laws, it shall be lawful for them to act as the Board for the purpose of filling vacancies in their number, summoning a General Meeting if required, and to carry on the necessary business of the Institute in the interim.

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<sup>7</sup> See Codicil #1



## Officers

14.

- (a) A Nominations Committee formed of the President, Deputy President, Executive Director, and Immediate Past President shall receive nominations from Associates or Fellows for Officers.
- (b) No sitting Officer may participate in the Nominations Committee for a role that the Officer currently holds
- (c) The members entitled to vote at the Annual General Meeting shall appoint as officers of the Institute a:
  - (i) President,
  - (ii) Deputy President,
  - (iii) Chair of Audit & Risk Committee,
  - (iv) Chair of Technical Committee,
  - (v) Chair of Membership Committee,
  - (vi) Chair of Education & Training Committee,

provided that the Nominations Committee detailed in 14 (a) above have deemed the nomination to be appropriate to hold office until the next Annual General Meeting or until their respective successors shall have been appointed.

- (d) The following shall be ex officio members of the Board, and therefore not required to be Fellows or Associates:
  - (i) Executive Director,
  - (ii) Independent Members

15. The roles of such Officers of the Institute shall be defined within such role descriptions as the Board shall create, and from time to time alter as necessary.

## Vacancies in Office Holders

16. If any vacancy occurs in the office of President, Deputy President, Executive Director, or Designated Group Representatives, the Nominations Committee may propose a successor to the Board who may appoint a successor to hold office for the remainder of the term of office of their predecessor, and they may appoint a temporary substitute under the Bye-Law, pending the appointment by them of a successor.

## Temporary Substitutes

17. The Board may from time to time by resolution appoint one of their number as a temporary substitute for the President, Deputy President, Executive Director, Designated Group Representatives and any person so appointed shall for all the purposes of these Bye-Laws be deemed during the term of his appointment to be such officer.

## Reciprocal Professional Representation

18. The Board may from time to time appoint as a member of the Board on a reciprocal basis an approved representative of another professional body with whom the Institute has or is developing areas of mutual interest and benefit. Such person shall attend Board meetings by invitation only and not have any voting rights on matters of the Board.

## Eligibility

19.

- (a) Except for ex officio roles, the only members eligible for election or appointment to the Board or any office of the Institute, shall be Fellows and Associates, and therefore wherever the context so requires in the Charter and these Bye-Laws all references to member (or voting member) shall be construed accordingly.
- (b) No person other than a member of the Board retiring at the Annual General Meeting shall, unless recommended by the Board, be eligible for election to The Board, unless, within the prescribed time before the day appointed for the Annual General Meeting, their nomination shall have been given to the Institute's Executive either in writing or by electronic communication by at least two members duly qualified to vote, accompanied by the written consent of the person so nominated to be elected.
- (c) The persons entitled to vote at any General or Extraordinary Meeting or in any election or ballot shall include any Institute member.

### **Nominations**

20. Nominations for election to the Board and for the appointment of:

- (a) a President,
- (b) Deputy President,
- (c) Designated Group Representatives, and/or
- (d) Independent Members,

shall be made either in writing or by electronic communication to the Institute's Executive not less than thirty (30) days before the date fixed for the holding of the Annual General Meeting. Should the number of vacancies exceed the number of candidates nominated the remaining vacancies shall subject to the provisions of these Bye-Laws be filled by The Board.

### **Meetings of Designated Group Members**

21. Designated Groups Representatives shall convene meetings of members at such times and places as the Institute Executive shall from time to time determine, for the purpose of discussing any business concerning their respective Designated Groups.

### **Frequency of Designated Group Meetings**

22. At least one meeting shall be held by each Designated Group during each calendar year.

### **Election of Designated Group Representatives**

23. Election of Designated Group Representatives shall be by ballot conducted in the manner prescribed by Bye-Law 54 of these Bye-Laws. All Institute members in the Designated Group shall be entitled to vote. Such Designated Group Representatives shall retire at the Annual General Meeting after three years of office, shall retain office until their successor is appointed but they shall be eligible for re-election.

### **Independent Members**

24. Election of the Independent Members of the Board shall be by vote of voting members conducted in the manner prescribed in Bye-Law 54 of these Bye-Laws. They shall be eligible for re-election and shall retain office until their successor is elected.

### **Removal of Board Members**

25. The Institute in General Meeting may remove any member of the Board before the expiration of their period of office, and may by resolution appoint another member in their stead; but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed.

### **Board Meetings**

26. The Board may meet for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum, which shall not be less than three, necessary for the transaction of business. Except as is herein otherwise provided, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.

27. On the request of the President or the Deputy President or of at least any three Board members, the Executive Director shall, at any time, summon a Board meeting by at least seven (7) days' notice served upon all Board members. The communication of notices of such meetings shall be sent electronically to the preferred mailing address as last provided to the Secretariat of the Institute.

### **Chair**

28. The President or in his absence the Deputy President shall preside as Chair at all Board meetings but if at any meeting the President or Deputy President be not present within five minutes after the time appointed for holding the meeting or be unwilling to preside, the members of The Board present shall choose someone of their number to be Chair of the meeting.

### **The Board may act by Quorum**

29. A meeting of The Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Charter or these Bye-Laws for the time being vested in The Board generally.

### **Appointment of Committees**

30. The Board may delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit, and any committee so formed shall conform to any regulations imposed on it by the Board. The provisions of these Bye-Laws shall govern the meetings and proceedings of any such committee for regulating the meeting and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. The President, Deputy President, and Executive Director shall be ex officio members of all committees.

### **Validity of the Board Business**

31. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or election of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or elected and was qualified to be a member of the Board.

### **Minutes**

32. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Institute and of the Board and of committees of the Board, and of all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

### **Written Resolutions**

33. A resolution in writing signed, or by electronic means by all the members for the time being of The Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of The Board or of such committee duly convened and constituted.

### **Executive Director**

34. The Board may appoint an Executive Director of the Institute upon such terms and with such duties as it may determine. The Executive Director will be deemed an Honorary Member of the Institute during their term of office with the same standing as an Associate or Fellow but may not use their designatory letters or title unless otherwise entitled by qualification.

## **Business of the Institute**

### **Management**

35. The business of the Institute shall be managed by the Board who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute, except such as are required to be exercised in General Meeting and subject nevertheless to the provisions of the Charter and of these Bye-Laws and to such directions as may be given by the Institute in General Meeting. Provided that no direction made in General Meeting shall invalidate any prior act of The Board which would have been valid if such direction had not been given.

### **The Seal**

36. The Seal of the Institute shall not be affixed to any instrument except by the authority of a Resolution of the Board and in the presence of three members of The Board (whom shall be the President, Deputy President, and Executive Director or, in the unavoidable absence of the above, such other person as may be designated by The Board), and the said members or such other person shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

## **General Meeting**

### **Annual Meetings**

37. A General Meeting (to be called the Annual General Meeting) shall be held once in every calendar year at such time and place as may be determined by the Board and every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. General Meetings other than the Annual General Meetings shall be called Extraordinary Meetings.

### **Extraordinary Meetings**

38. The Board may call an Extraordinary Meeting whenever it thinks fit and Extraordinary Meetings shall also be convened on the requisition by members of the Institute representing not less than one-tenth of the total voting rights of all the members having a right at the date thereof to vote at General Meetings, provided that such requisitionists shall state the object of the meeting and such requisition shall be signed by the requisitionists and shall be deposited with the Institute's Executive. If The Board fails to call an Extraordinary Meeting within twenty-one days after deposit of the requisition, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene a meeting, provided that such meeting is convened within three months from the expiration of the said twenty-one days. Where a meeting has been convened by the requisitionists themselves any expenses incurred by them shall be reimbursed to them by the Institute.

### **Notice of General Meetings**

39. Twenty-one (21) days' notice of every Extraordinary Meeting and of the Annual General Meeting shall be given to the members entitled to receive notices thereof, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of such business. The inadvertent omission to give notice of a meeting to or the non-receipt of such notice by any member entitled to receive notices shall not invalidate any Resolution passed or the other proceedings of such meeting.

### **Business**

40. All business at Extraordinary Meetings and at the Annual General Meeting shall be deemed special, except the following business at the Annual General Meeting namely:

- (a) the consideration of the Income and Expenditure Account and Balance Sheet;
- (b) the consideration of the reports of The Board and of the Auditor or Auditors;

- (c) the election and appointment of members of The Board and of officers in place of those retiring; and
- (d) the appointment of the Auditor or Auditors.

### **Quorum**

41. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, the quorum shall be twenty-five members personally present and entitled to vote.

### **Failure to Muster Quorum**

42. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members entitled to vote, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chair shall appoint, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present entitled to vote shall be a quorum.

### **Adjournments**

43. With the consent of any meeting at which a quorum is present, the Chair may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

### **Chair**

44. The President, or in his absence the Deputy President, of the Institute shall take the Chair at every General Meeting, but, if those offices be vacant, or, if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be present but unwilling to take the Chair, the members present and entitled to vote shall choose some member of The Board, or if no such the Board member be present, or if all the members of The Board present decline to take the Chair, some member of the Institute who is entitled to vote, to take the Chair.

### **Resolutions**

45. At all General Meetings a resolution put to the vote of the meeting shall be decided, unless otherwise provided by the Charter or these Bye-Laws, on a show of hands by a majority of the members present in person and entitled to vote, unless, before or upon the declaration of the result of the show of hands, a poll be demanded in writing by the Chair or by at least three members present in person and entitled to vote, and, unless a poll be so demanded, a declaration by the Chair of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Institute shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **Poll**

46. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chair of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

### **Where Poll not to be allowed**

47. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

### Equality of Votes

48. In the case of an equality of votes, either on a show of hands or by a poll, the Chair of the meeting shall be entitled to a further or casting vote. Continuance after demand for Poll

49. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## Voting

### Votes

50. Subject as hereinafter provided, every member present in person and entitled to vote shall have one vote.

### Qualification of Members to Vote

51. Any member duly admitted or elected and who shall not be in arrears in the payment of any subscription or other sum payable by them to the Institute shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at any General or Extraordinary Meeting of the Institute.

### Manner of Voting

52. Votes may be given on a poll either personally or by proxy. No person shall act as a proxy who is not entitled to be present and vote in their own right.

### Proxies

53. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the offices of the Institute at least forty-eight hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote otherwise the person so named shall not be entitled to vote in respect thereof.

### Form of Proxy

54. Any instrument appointing a proxy shall be in writing in the following form or as near thereto as circumstances will admit:

TO/ THE CHARTERED INSTITUTE OF LOSS ADJUSTING,  
I being a paid up member of THE CHARTERED INSTITUTE OF LOSS ADJUSTING  
HEREBY APPOINT  
a Fellow/Associate, or failing them,  
a Fellow/Associate,  
to vote for me and on my behalf in the event of a poll at the (Annual General or Extraordinary,  
as the case may be) Meeting of the Institute to be held on the (date) of  
and at every adjournment thereof.  
AS WITNESS my hand this day

### Voting: Election of Designated Group Representatives and Independent Members

55. Voting papers shall be in the form from time to time prescribed by the Board and shall include all nominations for Designated Group Representatives and Independent Members made in compliance with these Bye-Laws and shall be served on the voting members by the Institute's Executive in the manner prescribed by Bye-Laws 61 and 62 of these Bye-Laws for service of notices. The voting returns shall be examined by two independent scrutineers at any time after 10 a.m. on the day preceding the Annual General Meeting, and the result of the scrutiny shall be reported to the said Meeting by the Executive. No voting paper shall be accepted by the scrutineers after 10 a.m. on the day preceding the Annual General Meeting when the poll shall be declared closed. If the occurrence of a tie renders it necessary to decide between two candidates, then in the case of Independent Members the



election shall be determined by a show of hands at the Annual General Meeting. In the case of Designated Group Representatives, the election shall be determined by a further vote of the Designated Group.

## **Accounts**

### **Books**

56. The Board shall cause books of account to be kept with respect to:

- (a) the assets and liabilities of the Institute; and
- (b) the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place; and
- (c) all sales and purchases of goods by the Institute, so far as is necessary, to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

### **Custody**

57. The books of account shall be kept at the offices of the Institute or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

### **Inspection**

58. The Institute in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Institute, or any of them, and subject to such conditions and regulations the accounts and books of the Institute shall be open to the inspection of members at all reasonable times during business hours.

### **Annual Account**

59. Once at least in every year the Board shall present to the Institute at the Annual General Meeting an Income and Expenditure Account for the period since the last preceding Account together with a Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by a report of the Board and a report of the Auditor(s) and copies of such Account, Balance Sheet and reports shall not less than twenty-one days before the meeting be made available to members by such means as are currently accepted, such as posting on an electronic members site or similar. The Auditors' report shall be available at the Annual General Meeting.

### **Receipts**

60. The Executive shall keep, or cause to be kept, a proper account of the receipts and expenditure of the Institute, and of the matters in respect of which such receipt and expenditure take place, and of the property, assets and liabilities of the Institute, in books to be provided for the purpose and shall produce the account books, properly posted up, when required by the Board.

### **Audit**

61. Once at least in every year the accounts of the Institute shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors. No person shall be considered as a properly qualified Auditor unless they are a member of a recognised professional body of accountants established in the United Kingdom and is eligible to be appointed as an Auditor as prescribed by Statute.

### **Auditors**

62. Auditors shall be appointed at each Annual General Meeting to hold office from the conclusion of that, until the next Annual General Meeting and in accordance with the Auditor rotation policy.

### **Notices**

63. A notice may be served by the Institute upon any member, either personally or by any acceptable method as deemed appropriate by The Board.

### **Time of Service**

64. Any notice served by post shall in the case of a member whose registered address is in the United Kingdom be sent by first-class post and shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post, and in the case of a member whose registered address is outside the United Kingdom the notice shall be sent by air mail and shall be deemed to have been served on the seventh day as reckoned in the United Kingdom following that on which the letter containing the notice is put into the post. In proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter by first-class post or air mail as the case may require. Any notice served electronically shall be deemed to have been served the same day.

### **Indemnities**

#### **Expenses**

65. The members of the Board, the Auditor or Auditors, and the Executive Director shall be indemnified by the Institute from all losses and reasonable expenses incurred by them in or about the discharge of their respective duties.

#### **Limited Liability**

66. Neither the Executive Director nor any officers or members of the Board shall be liable for the acts or defaults of any other officer or member of the Board, or member or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Institute, or to any other person arising out of the acts or proceedings of the Institute.

#### **Subscriptions**

67. The Board shall for the purpose of meeting the financial commitments, or expected commitments, of the Institute and with the approval of the members entitled to vote at each Annual General Meeting fix the amount of any appropriate fees and subscriptions to take effect from 1st January of the year next following.

#### **Property of the Institute**

68. The Board may invest or apply all money and other property liable to be invested on behalf of the Institute without being responsible for any loss occasioned thereby, to the intent that The Board shall have the same full unrestricted power of investing and varying investments in all respects as if it were the absolute owner beneficially entitled. The Board shall, if it considers it appropriate to do so in respect of any exercise of its powers in accordance with this Bye-Law, seek appropriate professional advice in respect of any investment or proposed investment.

#### **The Media**

69. No member shall co-operate in any press or media project or activity, including in any radio or television programme, about the affairs of the Institute whether by way of advice on the script or otherwise unless the approval of the Board has previously been obtained. No statement shall be issued to the Media for publication or otherwise by any member with reference to anything in connection with the Institute as emanating from the Institute, unless the written authority of the President, Deputy President or Executive Director has previously been obtained.



### **Appx. 3: Codicil 1 to the Bye-Laws**

1. The Designated Group Representatives are the Chairs of the following:
  - (a) Audit & Risk Committee,
  - (b) Membership Committee,
  - (c) Technical Committee, and
  - (d) Education & Training Committee.
  
2. *Designated Group Representatives* are members of the Board.

CONFIDENTIAL

## **Appx. 4: Guide to Professional Conduct; now Code of Professional Conduct**

All members of the Chartered Institute of Loss Adjusting (CILA) are expected to behave in accordance with the CILA Code of Professional Conduct.

Central to the role of the Chartered Institute of Loss Adjusting (“CILA” or “the Institute”) is providing and enforcing standards of professionalism expected of members. These are set out in this Code of Professional Conduct (“the Code”), which is subsidiary to the Institute’s Royal Charter (“Charter”) and Bye-Laws.

A principal objective of the Charter is to maintain high standards of professional practice. Under Article 2(m) of the Charter, the Institute is required to ensure that members’ conduct is compliant with the Code (appropriate disciplinary measures to which members may be subject for breach of the Code are set out in the Charter.)

This Code uses the following terms:

- (a) “member” to include all classes of CILA membership (as detailed under Article 5 of the Charter),
- (b) “member’s practice, division or company” to mean the member’s employer<sup>8</sup>, and
- (c) “client” to mean the party that pays a professional fee in respect of the member’s (or “member’s practice, division or company”) professional activity.

## **Professional Conduct**

### **Ethics and Core Principles**

A member must behave ethically and with integrity in all professional and business relationships and must observe high standards of conduct generally, which may be contrary to their personal self-interest. Members should remember that they are engaged to act for clients and that the member-client relationship is characterised by trust and confidence. When engaged by a client in relation to their customer’s claim, members should understand that they are trusted by both parties to ensure that the promise provided for in the policy is fairly and promptly delivered.

Members must conduct themselves with courtesy and consideration to all people with whom they come into contact and in no way discriminate on the basis of age, disability, gender, marriage/civil partnership, race, religious belief, sex or sexual orientation. In all situations, members should ensure that their communications with all parties to a claim are accurate and easily understandable and appropriately reflect the particular needs of such parties.

Members should be aware that giving or receiving of gifts and/or the provision of hospitality may compromise, or be perceived to compromise, their objectivity. Members must not give or receive gifts or engage in hospitality with people with whom they have a business or professional relationship where this might create an improper advantage or give the perception of such an advantage. Anything received from a client’s customer or another material party to a claim would generally be inappropriate.

Members must be aware of and comply with all applicable laws and regulations. Members are responsible for reporting their own breach(es) of the Guide.

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<sup>8</sup> Who themselves may be a Corporate Member.

### Conflicts of Interest

A conflict of interest arises when members act for two or more clients who have competing interests. In particular, a conflict exists where members, or members' firms, owe separate fiduciary duties to act in the best interests of two or more clients in relation to the same or related matters, and those duties conflict or there is a significant risk that they may conflict. A conflict of interest may interfere with, or give the appearance of interfering with, a member's ability to act ethically and with integrity, thereby undermining a client's trust in the member.

If an actual or potential conflict of interest arises, members should either cease to act for one or both of the clients or should properly disclose the nature of the conflict to both clients. Members may only continue to act for both clients if both give their informed consent. If consent cannot be obtained from both clients, members may be able to continue acting for one of the clients so long as the duty of confidentiality owed to the other client is not put at risk and the other client's position has not been prejudiced.

Conflicts of interest are not resolved by use of an information barrier (sometimes termed a "firewall"). An information barrier is properly used to prevent the disclosure of confidential information. Members must never have a financial interest in the outcome of a claim that they are handling e.g. shareholding or other ownership or beneficial rights in a client, their customer or other material party to a claim. Members and members' practice, division or company must be transparent with their clients, the client's customers and other material parties to a claim regarding any perceived or improper advantage that they receive which arises from a claim, and seek their informed consent to keep such a benefit. For example, members and members' practice, division or company must declare any benefit received from the introduction of a supplier, contractor or service provider on a claim.

### Confidentiality

Members acquire and hold confidential information, including information subject to data protection and other laws, and ensure that such information is not deliberately or accidentally disclosed to unauthorised third parties. Confidential information cannot be used by members for personal advantage; the information must be used solely for the benefit of the parties in respect of whom it was obtained.

The duty to preserve confidentiality continues indefinitely and so is not dependant on the continuance of the relationship during which the information was received, even after the termination of the client's retainer. Members or member's firm may only act against a former client or for a party opposed to a former client if they are able to do so without disclosing confidential information obtained from the former client.

Where members believe that they are under a legal duty to disclose confidential information they must verify that duty by seeking independent appropriate advice. Members may also wish to consult with others with demonstrable subject matter expertise within their practice, division or company.

### Technical Expertise

A member should only accept or perform work on a claim with which they are competent to deal with it.

Members must ensure that they remain current with changes in their professional environment and both comply with current Continuing Professional Development; and read and understand relevant technical guidance issued by the Institute.

### **Complaints – Member Responsibilities.**

A member must report any reasonably held belief that another member has potentially or actually breached the Code. The Institute's complaints handling procedure is available on the CILA website.

The Institute may request from any member or member's firm such reasonable information, explanation, documents and records as are required to enable it to investigate a complaint. Once a member is aware that they are the subject of a complaint to the CILA they must promptly inform their firm and consent to the provision of reasonably requested data / documentation.

Members must cooperate with the Institute and its appointed representatives in their investigation of a complaint. This includes but is not limited to acting in a transparent and collaborative manner.

The Institute will approach any investigation and its conclusions with objectivity and fairness and will share its conclusions with its member in the first instance. The Institute will also communicate the outcome to the complainant as appropriate.

### **The Institute**

Members should seek to support and promote the Institute and its objectives and ensure that their behaviour does not reflect unfavourably on the Institute.

Members or members' practice, division or company may not use or display the Institute's crest or logo without the written permission of the Institute. The holding of any office with the Institute may not be used to promote member or member's firm. Permission may be removed by letter or other electronic means by the Institute at any time.

Members may not make any statement, comment or in any way appear to represent the Institute to any party without the prior written agreement of the Institute in every instance.

## Appx. 5: The Charter (Original)

Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

To all to whom these presents shall come, greetings!

WHEREAS We by Royal Charter (hereinafter called “the Original Charter”) dated the twenty-first day of December in the tenth year of Our Reign constituted a Body Corporate by the name of “The Chartered Institute of Loss Adjusters” (hereinafter called “the Institute”) with perpetual succession and with power to use a Common Seal and We have since by Orders in The Board allowed alterations in the Original Charter:

AND WHEREAS by an humble Petition the Institute has represented unto Us that it is expedient for the better execution of the purposes thereof that the provisions of the Original Charter should be amended and that this may best be done by the grant of a new Charter replacing the Original Charter:

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal consideration by virtue of Our Prerogative Royal and of all other powers enabling Us so to do have of Our especial grace, certain knowledge and mere motion granted and declared and do by these Presents for Us, Our Heirs and Successors grant and declare as follows:

1. Except insofar as they constitute the Institute as a Body Corporate the provisions of the Original Charter are hereby revoked, but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions of the Original Charter.
2. The President and other members for the time being of the Institute shall for ever hereafter be continued and confirmed as one Body Politic and Corporate by the name of “The Chartered Institute of Loss Adjusters” with perpetual succession and a Common Seal and with power to alter and renew the same at their discretion and by the same name shall be capable in law to take and hold any personal property and also to take, purchase and hold lands, buildings and hereditaments for the purposes of the Institute with power to dispose thereof but so that the Institute shall apply its profits (if any) or other income in promoting its objects and shall not at any time pay any dividend to any member.

Provided that nothing herein contained shall prevent the payment, in good faith, for any service actually rendered to or on behalf of the Institute of reasonable, and proper remuneration or expenses to any member, officer or servant of the Institute, or the payment by the Institute of interest at a rate not exceeding one per centum over the current minimum lending rate per annum on money lent to the Institute by any member.

And We do also will, ordain and declare as follows (that is to say):

1. In this Our Charter and in the Bye-Laws a “loss adjuster” including a loss adjusting expert shall be a person whose predominant activity is the investigation, management, quantification, validation and resolution of Property, Casualty or any other losses (whether insured or not) arising from any contingency and the reporting thereof.

## 2. The objects of the Institute shall be:

- To advance the study of the profession of loss adjuster.
- To promote the efficiency and usefulness of the profession of loss adjuster by requiring the observance of strict rules of professional conduct by members of the Institute and by establishing high standards of education and knowledge.
- To secure the association of those who practice as loss adjusters.
- To establish designated groups of members in Our United Kingdom and in any part of Our Commonwealth or elsewhere; and to discontinue or abolish any such designated groups.
- To establish and maintain an efficient database of relevant information.
- To publish or superintend the publication of books, pamphlets, papers and other matter relating to the affairs of the Institute whether in print or electronically.
- To provide lectures, classes or other tuition or to make grants therefore for the benefit of members of the Institute.
- To make grants to Universities or other educational establishments towards the provision of such lectures, classes or other tuition.
- To award prizes to deserving members of the Institute.
- To acquire by purchase or taking on lease or otherwise, premises for use as offices and other facilities for the use of the members of the Institute or for any purpose of the Institute.
- To establish a General Fund and such other funds as may seem proper and to apply such funds in accordance with the provisions of this Our Charter, including the payment of remuneration to employees of the Institute and of pensions or annuities to former employees and their dependants.
- To do all such other lawful things as may be associated or connected with or as may be incidental or conducive to or in furtherance of the foregoing objects.
- To ensure that all members comply with the Institute's Guide to Professional Conduct and Bye-Laws.
- To ensure that all members comply with the Institute's requirements in relation to Continuing Professional Development.

3. There shall be a Council of the Institute (in this Our Charter referred to as "Council") consisting of persons being Fellows or Associates of the Institute not more in number than the number as shall be provided by the Bye-Laws of the Institute and elected and appointed in the manner prescribed by such Bye-Laws and two of the members of Council shall be respectively the President and Deputy President of the Institute who shall be President and Deputy President of Council. Every President shall for a period of three years following the end of his period of office and if they remain a member so long, be designated "Vice-President". The Honorary Treasurer, Honorary Secretary, Chair of the Examinations Committee and Vice-Presidents of the Institute shall be ex officio members of Council, as provided by the Bye-Laws.

## 4. Membership of the Institute shall be open to:-

- persons engaged as loss adjusters in a loss adjusting practice, firm or company, and
- persons engaged in other capacities in the practice of loss adjusting in a loss adjusting practice, firm or company,
- persons engaged in other situations who fulfil the criteria of an Ordinary or Student Member, or are Certificate Holders, Diploma Holders, Advanced Diploma Holders, Certified Loss Adjusters, Associates or Fellows of the Institute and

- persons engaged in other situations who are actively seeking to take the Institute's examinations within two years of joining the Institute

5. The members of the Institute shall be divided into ten classes:

- (i) Student Members,
- (ii) Ordinary Members,
- (iii) Certificate Holders,
- (iv) Diploma Holders,
- (v) Advanced Diploma Holders,
- (vi) Certified Members,
- (vii) Associates,
- (viii) Fellows,
- (iv) Honorary Members, and
- (v) Retired Members.

In this Our Charter and in the Bye-Laws and where the context so requires, reference to the singular shall include the plural and vice versa and reference to the masculine shall include the feminine.

6. A person who is engaged in accordance with Articles 4(i) or (ii) may be enrolled as an Ordinary Member.

7. A person who is engaged in accordance with Article 1 and Article 4 (iv) may be enrolled as a Student Member

8. A person shall be eligible for admission as a Certificate Holder, Diploma Holder or Advanced Diploma Holder of the Institute if they are Ordinary or Student members who have passed the Certificate, Diploma or Advanced Diploma examination(s) as set by Council.

9. A person shall be eligible for admission as an Associate of the Institute if they have passed the examination(s) as set by Council and:-

- shown that they have at least 5 years' experience practicing as a loss adjuster as defined in Article 1 of this Charter with a firm whose predominant activity accords with Article 1 of the Charter and meets the criteria for professional and ethical standards laid down from time to time by Council to enable members to abide by the Charter, Bye-Laws and Guide to Professional Conduct. Or
- with another appropriate professional or academic qualification approved by Council shown that they have at least 3 years' experience practising as a loss adjuster with a firm whose predominant activity accords with Article 1 of this Charter and meets the criteria for professional and ethical standards laid down from time to time by Council to enable members to abide by the Charter, Bye-Laws and Guide to Professional Conduct.

10. (a) A person shall be eligible for admission as a Fellow of the Institute who at the time of their application shows that they have:

- been an Associate of the Institute engaged as a loss adjuster for a continuous period of at least 5 years out of the 6 years immediately preceding the date of their application; and

- complied with the Institute's requirements for Continuing Professional Development and agreed to continue to comply in accordance with regulations laid down from time to time by Council; and
- complied with any additional professional requirements or examinations for the status of Fellow as may be decided from time to time by Council.

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

11. A person shall be eligible for admission as a Certified Loss Adjuster if they are a Student Member who

- has passed the Examination(s) as set by Council and
  - (i) has shown that they have at least 5 years' experience practising as a loss adjuster in accordance with Article 1, but not with a firm whose predominant activity accords with Article 1; or
  - (ii) has shown that they have at least 3 years' experience practising as a loss adjuster in accordance with Article 1 but not with a firm whose predominant activity accords with Article 1 and hold a professional or academic qualification approved by Council.

12. Council may elect any person to be an Honorary Member of the Institute subject to that person's consent and irrespective of whether such person is eligible for admission as a Member of the Institute. Such a person shall be deemed to be elected if three-fourths of those present and entitled to vote give their votes in favour.

13. Any Fellow or Associate who has fully retired from loss adjusting shall be entitled to be enrolled as a Retired Member and may continue to use the distinctive letters applicable to their qualification. A Retired Member shall not be eligible for election or appointment to any office of the Institute and shall not be entitled to vote at any General or Extraordinary Meeting or in any election or ballot, and may not use their designatory letters for the purpose of obtaining any form of gainful employment.

14. Any Member who through extreme financial hardship caused by such matters as illness is unable to pay their subscription shall be entitled, subject to the approval of Council, to continue their membership and retain their designatory letters. Dependent upon the circumstances Council shall decide whether to waive or reduce the member's annual subscription until such time as they may recover.

15. Any person applying for admission to the Institute on the basis of (inter alia) appropriate qualifications from other sources according to the relevant UK legislation is required by the Institute to provide evidence of such appropriate professional qualification and experience.

16. Council shall cause examinations to be held of all persons seeking to be admitted as Certified Loss Adjusters, Associates of the Institute, Award Holders, Certificate Holders, Diploma Holders or Advanced Diploma. Such examinations and the conduct thereof shall be in accordance with the regulations made from time to time by Council which may appoint for that purpose examiners who shall hold office, subject to such conditions, and shall receive expenses, as shall be approved by Council.



17. Council shall decide whether any person applying to be admitted to or enrolled in any class of membership has fulfilled the conditions of this Our Charter and of the Bye-Laws.

18. For failure to comply with Council's requirements for membership of a class of membership Council may refuse to admit any person to any class of membership or may delay such admission or change any person's class of membership notwithstanding that such person may be otherwise entitled to be admitted to, or continue, the class of membership but this power of refusal, delay or change of class, shall be exercised only in accordance with any applicable provisions of this our Charter or of the Bye-Laws and, in the event of any refusal, delay or change of class, the member shall have a right to state his case before Council by way of appeal, and Council's decision on such appeal shall be final.

19. (a) A member of the Institute shall cease to be a member in the following cases:

- on their being adjudicated bankrupt, making an arrangement or composition with their creditors or suffering distress or execution to be levied on their goods which is not paid within five days; or
- on their being declared by a competent person or body to be medically unfit to carry out their professional duties; or
- if they are found guilty of committing any criminal offence which in the opinion of Council renders them unfit to carry on the profession of loss adjuster; or
- if, pursuant to the provisions of the Bye-Laws, they give written notice of resignation.
- Where a member ceases under this Article to be a member, they shall be entitled, at any time to apply to Council for reinstatement.

(b) An Ordinary Member ceasing, for a period exceeding two years, to be engaged as a loss adjuster, or a Student Member ceasing for a period exceeding two years to be engaged as a loss adjuster, shall cease to be a member of the Institute unless they are persons engaged in accordance with Article 4(iv), but shall be eligible for re-admission at any time after resumption of such engagement and may be re-admitted if Council so determines.

(c) If a member fails to pay any subscription or any other sums payable to the Institute within three months of the due date, Council shall have power to declare that their membership is suspended until all outstanding sums have been paid.

20. A member of the Institute may be expelled or their membership may be suspended for such period as Council may determine or be reprimanded or be required to pay a fine by resolution of Council, at a Special Meeting called for the purpose at which eight, including the President or Deputy President, shall be a quorum, carried by three-fourths of those present and entitled to vote, on any of the following grounds:

- that they have committed a serious breach of the provisions of this Our Charter or of the Bye-Laws; or
- that their professional conduct is in breach of the Institute's Guide to Professional Conduct and/or their personal conduct appears to Council to be detrimental to the interests of the Institute or of the profession of loss adjuster. or
- that they have condoned or connived at or been guilty of collusion in connection with conduct on the part of a director, partner or employee of their firm or company, which is contrary to the standard of conduct required of a member.
- Provided that no such resolution shall have any validity or effect unless the member in question shall have been given a reasonable opportunity of attending and of being heard

either by themselves or by their representative by Council at the meeting at which the resolution is passed and such member shall have the right to call witnesses on their behalf and to cross-examine witnesses called against them.

21. Council shall have full authority for the management and superintendence of the affairs of the Institute and may lawfully exercise all the powers of the Institute, other than matters which by this Our Charter or the Bye-Laws are to be transacted by or at a General Meeting of the members of the Institute.

22. Council shall have power to apply the funds of the Institute in promoting, furthering or protecting the objects of the Institute and without prejudice to the generality of the foregoing:

- in paying such sums for the reasonable expenses of officers of the Institute or members of Council as may be provided by the Bye-Laws or for the expenses reasonably incurred by any persons, whether members or not, who have rendered special services to the Institute;
- in making gifts or contributions for national, public, educational or charitable purposes;
- in establishing and administering a charitable or benevolent fund from which donations or advances may be made to assist necessitous members of the profession of loss adjuster, their dependants and dependants of deceased members of the said profession or of deserving persons or deceased persons who are or were closely connected with the said profession; and to make contributions out of the surplus assets or income of the Institute from time to time to any such benevolent fund or funds.

23. All powers which under the provisions of this Our Charter may be exercised by Council shall be exercised by it in accordance with and subject to the provisions of this Our Charter and of the Bye-Laws, and the exercise of these powers shall be subject to the control and regulation of any General Meeting of the Institute, but not so as to make invalid any act done by Council previously to any resolution passed at a General Meeting, and any act or proceeding of Council shall not be invalidated in consequence of there being any vacancy on Council at the time of such act or proceeding being done or taken.

24. A member shall not allow any person (not being a member or their successor in title upon the retirement of the member from the profession of loss adjuster) to use the name of the member as the name of any business of a loss adjusting firm in which they are not a partner or director;

25. In relation to instructions from an insurer it is recognised that the requirements of the insurer may differ dependent upon whether such instructions are under a Property or Casualty policy.

A member who is engaged as a loss adjuster acting on instructions from an insurer:

- shall act fairly and justly in relation to a policyholder's claim under a policy issued by that insurer, taking into account of all matters advised to them by the policyholder and ascertained during their investigation which are material to establishing a true and equitable adjustment of the claim within the terms and conditions of the policy, and shall report in good faith thereon to the insurer.
- must disclose to the insurer as soon as reasonably practicable any financial interest in any party associated with the claim which is unknown to the insurer.
- having accepted instructions to act in respect of any matter and becomes aware of a material financial interest they have in a party associated with the claim, shall forthwith disclose this interest to the insurer, in writing.

26. A member who is acting on instructions from a policyholder in relation to their claim:

- shall take account of all matters advised to them by the policyholder and subsequently ascertained during their investigations which are material to establishing a true and equitable adjustment of the claim and shall report in good faith thereon.
- shall disclose any financial interest that a Member has or that they are aware that their firm has an interest in party associated with the claim they recommend to the policyholder.

27. For the purposes of Articles 25 and 26, a member's interest in a party shall include any person, firm or corporation with whom they share the profits of their work, or by whom they are employed, or who is materially interested whether directly or indirectly in any firm or corporation in which such member is engaged.

28. All members shall at all times and in all circumstances act ethically and in a manner consistent with the professional standards required of a loss adjuster under this Our Charter and the Bye-laws and the Institute's Guide to Professional Conduct as determined from time to time by Council.

29. Any member handling claims on behalf of a policyholder is required to comply with current legislation such as registration with the appropriate regulatory body.

30. At every General or Special Meeting of the Institute every Fellow and Associate present shall be entitled to cast one vote, and in every poll shall have the right to cast one vote, save that the Chair of any such meeting shall have a second or casting vote where the votes are equally divided, provided always that a Fellow or Associate who is in arrears by more than three months in the payment of any subscription or other sum payable by them to the Institute shall not be entitled to be present at meetings or to vote on any poll.

31. The Institute may from time to time, by resolution passed by not less than three-fourths of the members present and voting at a General Meeting specially convened for the purpose, with at least twenty-one days' notice communicated to members as required by the Bye-Laws, make such Bye-Laws for the purposes hereinafter set out as to the Institute seem fit, and from time to time rescind or vary any of the Bye-Laws and make others in their stead but so that the Bye-Laws for the time being are not in any respect repugnant to the provisions of this Our Charter. No such Bye-Laws or rescissions or variations thereof shall have effect until they have been approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

32. Unless and until rescinded or varied in accordance with the last preceding Article, the Bye-Laws appended to this Our Charter shall constitute the Bye-Laws of the Institute.

33. The purposes for which the Institute may make Bye-Laws in the manner described previously in this Charter shall be the furtherance of the objects of the Institute and the better execution of this Our Charter and without prejudice to the generality of the foregoing shall include the regulation of all matters which are left by this Our Charter to be prescribed by the Bye-Laws, namely:

- for regulating the terms and conditions for and mode of admission of all classes of members;

- for fixing the fees, subscriptions and other sums to be paid by Ordinary Members, Student Members, Diploma Holders, Advanced Diploma Holders, Certified Loss Adjusters, Associates, Fellows and Retired Members of the Institute and for prescribing the periods at or in respect of which such fees, subscriptions or other sums shall be payable;
- for regulating the mode, time and place of summoning and holding Annual and other General Meetings and Special Meetings of the Institute, the mode of voting, including voting by proxy or by ballot and the holding of polls, and for giving the Chair at any meeting power to exercise a second or casting vote at that meeting or on the holding of a poll or ballot arising therefrom;
- for regulating the number of members of Council and the mode of their election, appointment and periodic retirement, the mode of nomination of members of the Institute for election to Council and the giving of notice of such nominations, the conduct of elections, including postal or electronic ballots, and the mode of filling casual vacancies and the number, proceedings and quorum at meetings of Council;
- for regulating the mode of election or appointment of the President and officers of the Institute and their tenure of office;
- or regulating the appointment and retirement of an Auditor or Auditors;
- for regulating the disposal of monies and property of the Institute;
- for regulating the number, times and places of holding of examinations of candidates for membership of the Institute and the subjects for and the manner of conducting such examinations and for fixing fees to be paid by the candidates and the conditions on which Examiners shall undertake their duties;
- for regulating the reimbursement of reasonable expenses incurred by members of Council, officers of the Institute and members of the Secretariat in the execution of their functions on behalf of the Institute.

But save for any cause as hereinbefore expressly ordained no Bye-Law shall be made by the Institute providing for expulsion or suspension from membership of the Institute.

34. The Institute may by resolution passed by not less than three-fourths of the members present and voting at a General Meeting of the Institute specially convened for the purpose with at least twenty one days' notice communicated to members as required by the Bye-Laws amend or add to this Our Charter and such amendments or additions shall when allowed by Us, Our Heirs or Successors in Council become effectual and this Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.

35. In accordance with the recommendation of Council this Our Charter and any Supplemental Charter of Us, Our Heirs and Successors may be surrendered by resolution of the members of the Institute in General Meeting assembled (convened with reasonable previous notice, being not less than ninety days, of the said recommendation communicated as required by the Bye-Laws to the members) and the members may thereupon by resolution empower Council to wind-up or otherwise deal with the affairs of the Institute.

Any moneys or other property remaining after the satisfaction of all the debts and liabilities of the Institute upon any such winding-up or otherwise dealing as aforesaid shall be paid or distributed amongst the members of the Institute.

Provided that no such resolution to surrender this Our Charter and any Supplemental Charter of Us, Our Heirs and Successors as aforesaid shall take effect unless and until it shall have been confirmed by the members in General Meeting assembled on an occasion not less than seven or more than twenty eight days subsequently nor unless and until We, Our Heirs or Successors in Council shall think fit to accept that surrender on such terms or conditions and subject to such modifications (if any) as We or They shall think fit.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the Tenth day of May in the twenty third year of Our Reign.

BY WARRANT UNDER THE QUEENS SIGN

MANUAL

## Appx 6: The Bye-Laws (Original)

### Qualifications of Members and Others Applications

1. Every person seeking to transfer to a different class of membership shall make written application to the Honorary Secretary on the applicable form prescribed by Council. The form shall embody an undertaking to conform with the provisions of the Charter and of these Bye-Laws so far as they apply to the applicant. Upon such application being received the Honorary Secretary shall include a notice thereof in the Agenda for the following meeting of Council. The application shall not be accepted unless at least three-fourths of those present and entitled to vote at the meeting shall vote in favour of acceptance. These provisions shall not apply to a member who wishes to be enrolled as a Retired Member in accordance with Article 13 of the Charter of the Institute.

### Examinations

2. The Institute shall hold examinations at least once in every calendar year as determined by Council covering the subjects in the current syllabus as approved by Council. The examinations shall be held at locations deemed appropriate by Council. The examinations shall be held and managed in a manner deemed appropriate by Council. . Examinations shall be conducted under the supervision of invigilators deemed appropriate by Council. A fee of an amount to be decided from time to time by Council shall be payable by each examinee for each examination or element thereof. . Examiners for each subject shall only be those deemed appropriate by Council.

### Certificates of Membership

3. Every member other than a Student, Ordinary or Retired Member shall be entitled to a Certificate of membership under the hand of the President and at least one member of Council or by electronic means or as Council shall from time to time determine. The Certificate shall remain the property of the Institute and be returned on a person ceasing to be a member.

### Discontinuance of Membership

4. A member wishing to discontinue his membership may do so by giving written notice thereof to the Honorary Secretary and on such notice being accepted by Council the membership of the member shall cease at the end of the calendar year in which the notice is given or sooner as agreed by Council.

### Expulsion or Suspension

5. Upon the expulsion or suspension of a member, the Honorary Secretary shall notify members of such expulsion or suspension and shall give any other notices as Council may, from time to time, consider necessary. A suspended member may, on application and at the discretion of Council, be re-instated at any time after the expiration of three months from the date of his suspension.

### Rights of Discontinuance

6. Upon any member ceasing from any cause whatever to be a member, he shall forfeit all rights in and to the funds of the Institute, but such cessation of membership shall be without prejudice to the claim of the Institute to any arrears of subscription or other monies outstanding and due to the Institute.

### Use of Designatory Letters and Title

7. A Fellow of the Institute may use after his name the designatory letters F.C.I.L.A., an Associate may use the designatory letters A.C.I.L.A., a Certified Member may use the designatory letters M.C.I.L.A., an Advanced Diploma Member may use the designatory letters Adv Dip CILA, a Diploma Holder may use the designatory letters Dip CILA bracketed with any appropriate discipline and a Certificate Holder may use the designatory letters Cert C.I.L.A. . A Retired member, Student Member, Ordinary Member or an Honorary Member shall not use after their name any letters or words to indicate their connection with the Institute except where otherwise provided by the Charter or these Bye-Laws. Fellows and Associates shall be entitled to use the title "Chartered Loss Adjuster". Certified Members shall be entitled to use the title "Certified Loss Adjuster".

### Designation of Chartered Loss Adjusting Firms and Companies

8. A member shall not practise in association with a firm, practice or company designating itself as Chartered Loss Adjusters unless:

- (i) The firm meets the criteria for professional and ethical standards laid down from time to time by Council to enable members to abide by the Charter, Bye-Laws and Guide to Professional Conduct
- (ii) a minimum of 50% in number of all persons participating in a board or executive committee or equivalent group of persons controlling the professional loss adjusting operations of the firm, practice or company shall be Fellows or Associates of the Institute and

(iii) any or all other persons participating in a board or executive committee or equivalent group of persons controlling the professional loss adjusting operations of the firm, practice or company shall be Ordinary, Student, Certificate, Diploma or Advanced Diploma members of the Institute

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## **Council and Officers**

### **Council**

9. Council shall consist of the President, Deputy President, ex officio members specified in the Bye-Laws hereunder, Designated Group Representatives (hereinafter called "Designated Group Representatives") and Independent Members (hereinafter called "Independent Members") and other such members as may be determined by Council. The definition of Designated Groups shall be determined by Council from time to time. Persons shall not be elected as Designated Group Representatives unless they are Fellows or Associates in the Designated Group in question. The number of persons to be elected as Designated Group Representatives shall be determined by Council from time to time.

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### **Number of Council Members**

10. Until otherwise determined by a General Meeting, the number of the members of Council shall not be less than twelve or more than twenty-six, exclusive of ex officio members.

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### **Appointments by Council**

11. Council may from time to time and at any time appoint any Fellow or Associate as a member of Council, either to fill a casual vacancy or by way of addition to Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting, and they shall then be eligible for election.

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### **Vacancies not to Disable Council**

12. The members for the time being of Council may act notwithstanding any vacancy in their number, provided always that in case the members of Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Bye-Laws, it shall be lawful for them to act as Council for the purpose of filling vacancies in their number, summoning a General Meeting if required, and to carry on the necessary business of the Institute in the interim.

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### **Officers**

13. (i) A Nominations Committee formed of the President, Deputy President, Executive Director, and at least one Vice President shall receive nominations from Associates or Fellows for Officers.

(ii) No sitting Officer may participate in the Nominations Committee for a role that the Officer currently holds

(iii) The members entitled to vote at the Annual General Meeting shall appoint as officers of the Institute a President, Deputy President, an Honorary Treasurer, an Honorary Secretary and the Chairman of the Examinations Committee provided that the Nominations Committee detailed in 13 (i) above have deemed the nomination to be appropriate, to hold office until the next Annual General Meeting or until their respective successors shall have been appointed. Each President on retiring from that office shall be a Vice-President for the three following years or whilst they are a member, whichever period shall be the shorter. Vice-Presidents, the Honorary Treasurer, the Honorary Secretary and the Chairman of the Examinations Committee shall be ex officio members of Council.

14. The roles of such Officers of the Institute shall be defined within such role descriptions as Council shall create, and from time to time alter as necessary.

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### **Vacancies in Office Holders**

15. If any vacancy occurs in the office of President, Deputy President, Honorary Treasurer, Honorary Secretary or Chairman of the Examinations Committee Council the Nominations Committee may propose a successor to Council who may appoint a successor to hold office for the remainder of the term of office of their predecessor and they may appoint a temporary substitute under the Bye-Law, pending the appointment by them of a successor.

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### **Temporary Substitutes**

16. Council may from time to time by resolution appoint one of their number as a temporary substitute for the President, Deputy President, Honorary Treasurer, Honorary Secretary, Chairman of the Examinations Committee and any person so appointed shall for all the purposes of these Bye-Laws be deemed during the term of his appointment to be such officer.

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### **Reciprocal Professional Representation**

17. Council may from time to time appoint as a member of Council on a reciprocal basis an approved representative of another professional body with whom the Institute has or is developing areas of mutual interest and benefit. Such person shall attend Council meetings by invitation only and not have any voting rights on matters of Council.

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### **Eligibility**

18. (a) The only members eligible for election or appointment to Council or any office of the Institute, and the only persons entitled to vote at any General or Extraordinary Meeting or in any election or ballot, shall be Fellows and Associates, and therefore wherever the context so requires in the Charter and these Bye-Laws all references to member (or voting member) shall be construed accordingly.

(b) No person other than a member of Council retiring at the Annual General Meeting shall, unless recommended by Council, be eligible for election to Council, unless, within the prescribed time before the day appointed for the Annual General Meeting, their nomination shall have been given to the Honorary Secretary either in writing or by electronic communication by at least two members duly qualified to vote, accompanied by the written consent of the person so nominated to be elected.

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#### **Nominations**

19. Nominations for election to Council, and for the appointment of a President, Deputy President, Honorary Treasurer, Honorary Secretary and Chairman of the Examinations Committee shall be made either in writing or by electronic communication to the Secretariat not less than six weeks before the date fixed for the holding of the Annual General Meeting. Should the number of vacancies exceed the number of candidates nominated the remaining vacancies shall subject to the provisions of these Bye-Laws be filled by Council.

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#### **Meetings of Designated Group Members**

20. Designated Groups Representatives shall convene meetings of members at such times and places as they shall from time to time determine, for the purpose of discussing any business concerning their respective Designated Groups.

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#### **Frequency of Designated Group Meetings**

21. At least one meeting shall be held by each Designated Group during each calendar year.

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#### **Election of Designated Group Representatives**

22. Election of Designated Group Representatives shall be by ballot conducted in the manner prescribed by Bye-Law 54 of these Bye-Laws. Only Fellows and Associates in the Designated Group concerned shall be entitled to vote. Such Designated Group Representatives shall retire at the Annual General Meeting after two years of office, shall retire at the Annual General Meeting after two years of office, shall retain office until their successor is appointed but they shall be eligible for re-election.

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#### **Independent Members**

23. Election of the Independent Members of Council shall be by vote of voting members conducted in the manner prescribed in Bye-Law 54 of these Bye-Laws. They shall be eligible for re-election and shall retain office until their successor is elected.

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#### **Removal of Members of Council**

24. The Institute in General Meeting may remove any member of Council before the expiration of their period of office, and may by resolution appoint another member in their stead; but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed.

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#### **Meetings of Council**

25. Council may meet for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum, which shall not be less than three, necessary for the transaction of business. Except as is herein otherwise provided, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

26. On the request of the President or the Deputy President or of at least any three members of Council, the Honorary Secretary shall, at any time, summon a meeting of Council by at least seven days' notice served upon all members of Council Communication of notices of such meetings shall be electronically to the preferred mailing address as last provided to the Secretariat of the Institute.

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#### **Chairman**

27. The President or in his absence the Deputy President shall preside as Chairman at all meetings of Council but if at any meeting the President or Deputy President be not present within five minutes after the time appointed for holding the meeting or be unwilling to preside, the members of Council present shall choose someone of their number to be Chairman of the meeting.

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#### **Council may act by Quorum**

28. A meeting of Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Charter or these Bye-Laws for the time being vested in Council generally.

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#### **Appointment of Committees**



29. Council may delegate any of its powers to committees consisting of such member or members of Council as it thinks fit, and any committee so formed shall conform to any regulations imposed on it by Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Bye-Laws for regulating the meeting and proceedings of Council so far as applicable and so far as the same shall not be superseded by any regulations made by Council as aforesaid. The President, Deputy President, Honorary Secretary and Honorary Treasurer shall be ex officio members of all committees.

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#### **Validity of Council Business**

30. All acts bona fide done by any meeting of Council or of any committee of Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or election of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or elected and was qualified to be a member of Council.

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#### **Minutes**

31. Council shall cause proper minutes to be made of the proceedings of all meetings of the Institute and of Council and of committees of Council, and of all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

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#### **Written Resolutions**

32. A resolution in writing signed, or by electronic means by all the members for the time being of Council or of any committee of Council shall be as valid and effectual as if it had been passed at a meeting of Council or of such committee duly convened and constituted.

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#### **Executive Director**

33. Council may appoint an Executive Director of the Institute upon such terms and with such duties as it may determine. The Executive Director will be deemed an Honorary Member of the Institute during their term of office with the same standing as an Associate or Fellow but may not use their designatory letters or title unless otherwise entitled by qualification.

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#### **Business of the Institute Management**

34. The business of the Institute shall be managed by Council who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute, except such as are required to be exercised in General Meeting and subject nevertheless to the provisions of the Charter and of these Bye-Laws and to such directions as may be given by the Institute in General Meeting. Provided that no direction made in General Meeting shall invalidate any prior act of Council which would have been valid if such direction had not been given.

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#### **The Seal**

35. The Seal of the Institute shall not be affixed to any instrument except by the authority of a Resolution of Council and in the presence of at least three members of Council (one of whom shall be the President, Deputy President, Honorary Secretary or Executive Director or, in the unavoidable absence of the of the above, such other person as may be designated by Council), and the said members or such other person shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

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#### **General Meeting Annual Meetings**

36. A General Meeting (to be called the Annual General Meeting) shall be held once in every calendar year at such time and place as may be determined by Council and every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. General Meetings other than the Annual General Meetings shall be called Extraordinary Meetings.

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#### **Extraordinary Meetings**

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

of the said twenty-one days. Where a meeting has been convened by the requisitionists themselves any expenses incurred by them shall be reimbursed to them by the Institute.

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#### **Notice of General Meetings**

38. Twenty-one days' notice of every Extraordinary Meeting and of the Annual General Meeting shall be given to the members entitled to receive notices thereof, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of such business. The inadvertent omission to give notice of a meeting to or the non-receipt of such notice by any member entitled to receive notices shall not invalidate any Resolution passed or the other proceedings of such meeting.

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#### **Business**

39. All business at Extraordinary Meetings and at the Annual General Meeting shall be deemed special, except the following business at the Annual General Meeting namely:

- (a) the consideration of the Income and Expenditure Account and Balance Sheet;
- (b) the consideration of the reports of Council and of the Auditor or Auditors;
- (c) the election and appointment of members of Council and of officers in place of those retiring; and
- (d) the appointment of the Auditor or Auditors.

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#### **Quorum**

40. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, the quorum shall be twenty-five members personally present and entitled to vote.

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#### **Failure to Muster Quorum**

41. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members entitled to vote, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present entitled to vote shall be a quorum.

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#### **Adjournments**

42. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

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#### **Chairman**

43. The President, or in his absence the Deputy President, of the Institute shall take the Chair at every General Meeting, but, if those offices be vacant, or, if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be present but unwilling to take the Chair, the members present and entitled to vote shall choose some member of Council, or if no such Council member be present, or if all the members of Council present decline to take the Chair, some member of the Institute who is entitled to vote, to take the Chair.

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#### **Resolutions**

44. At all General Meetings a resolution put to the vote of the meeting shall be decided, unless otherwise provided by the Charter or these Bye-Laws, on a show of hands by a majority of the members present in person and entitled to vote, unless, before or upon the declaration of the result of the show of hands, a poll be demanded in writing by the Chair or by at least three members present in person and entitled to vote, and, unless a poll be so demanded, a declaration by the Chair of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Institute shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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#### **Poll**

45. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chair of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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#### **Where Poll not to be allowed**

46. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

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### Equality of Votes

47. In the case of an equality of votes, either on a show of hands or by a poll, the Chair of the meeting shall be entitled to a further or casting vote. Continuance after demand for Poll

48. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

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### Voting

#### Votes

49. Subject as hereinafter provided, every member present in person and entitled to vote shall have one vote.

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#### Qualification of Members to Vote

50. No person other than a Fellow or Associate duly admitted or elected and who shall not be in arrears by more than three months in the payment of any subscription or other sum payable by them to the Institute shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at any General or Extraordinary Meeting of the Institute.

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#### Manner of Voting

51. Votes may be given on a poll either personally or by proxy. No person shall act as a proxy who is not entitled to be present and vote in their own right.

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#### Proxies

52. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the offices of the Institute at least forty-eight hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote otherwise the person so named shall not be entitled to vote in respect thereof.

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#### Form of Proxy

53. Any instrument appointing a proxy shall be in writing in the following form or as near thereto as circumstances will admit:

THE CHARTERED INSTITUTE OF LOSS ADJUSTERS I,  
being a Fellow/Associate of

THE CHARTERED INSTITUTE OF LOSS ADJUSTERS, HEREBY APPOINT  
a Fellow/Associate, or failing them,

a Fellow/Associate, to vote for me and on my behalf in the event of a poll at the (Annual General or Extraordinary, as the case may be) Meeting of the Institute to be held on the (date) of  
and at every adjournment thereof.

AS WITNESS my hand this day

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#### Voting: Election of Designated Group Representatives and Independent Members

54. Voting papers shall be in the form from time to time prescribed by Council and shall include all nominations for Designated Group Representatives and Independent Members made in compliance with these Bye-Laws and shall be served on the voting members by the Honorary Secretary in the manner prescribed by Bye-Laws 61 and 62 of these Bye-Laws for service of notices. The voting returns shall be examined by two independent scrutineers at any time after 10 a.m. on the day preceding the Annual General Meeting, and the result of the scrutiny shall be reported to the said Meeting by the Hon Secretary. No voting paper shall be accepted by the scrutineers after 10 a.m. on the day preceding the Annual General Meeting when the poll shall be declared closed. If the occurrence of a tie renders it necessary to decide between two candidates, then in the case of Independent Members the election shall be determined by a show of hands at the Annual General Meeting. In the case of Designated Group Representatives, the election shall be determined by a further vote of the Designated Group.

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### Accounts

#### Books

55. Council shall cause books of account to be kept with respect to:

(a) the assets and liabilities of the Institute; and

(b) the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place; and

(c) all sales and purchases of goods by the Institute, so far as is necessary, to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

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#### Custody

56. The books of account shall be kept at the offices of the Institute or at such other place or places as Council shall think fit, and shall always be open to the inspection of the members of Council.

**Inspection**

57. The Institute in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Institute, or any of them, and subject to such conditions and regulations the accounts and books of the Institute shall be open to the inspection of members at all reasonable times during business hours.

**Annual Account**

58. Once at least in every year Council shall present to the Institute at the Annual General Meeting an Income and Expenditure Account for the period since the last preceding Account together with a Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by a report of Council and a report of the Auditor(s) and copies of such Account, Balance Sheet and reports shall not less than twenty-one days before the meeting be made available to members by such means as are currently accepted, such as posting on an electronic members site or similar. The Auditors' report shall be available at the Annual General Meeting.

**Receipts**

59. The Treasurer shall keep, or cause to be kept, a proper account of the receipts and expenditure of the Institute, and of the matters in respect of which such receipt and expenditure take place, and of the property, assets and liabilities of the Institute, in books to be provided for the purpose and shall produce the account books, properly posted up, when required by Council.

**Audit**

60. Once at least in every year the accounts of the Institute shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors. No person shall be considered as a properly qualified Auditor unless they are a member of a recognised professional body of accountants established in the United Kingdom and is eligible to be appointed as an Auditor as prescribed by Statute.

**Auditors**

61. Auditors shall be appointed at each Annual General Meeting to hold office from the conclusion of that, until the next Annual General Meeting.

**Notices****Communication**

62. A notice may be served by the Institute upon any member, either personally or by any acceptable method as deemed appropriate by Council.

**Time of Service**

63. Any notice served by post shall in the case of a member whose registered address is in the United Kingdom be sent by first-class post and shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post, and in the case of a member whose registered address is outside the United Kingdom the notice shall be sent by air mail and shall be deemed to have been served on the seventh day as reckoned in the United Kingdom following that on which the letter containing the notice is put into the post. In proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter by first-class post or air mail as the case may require. Any notice served electronically shall be deemed to have been served the same day.

**Indemnities****Expenses**

64. The members of Council, the Auditor or Auditors, Honorary Treasurer, Honorary Secretary and other officers and the Executive Director shall be indemnified by the Institute from all losses and reasonable expenses incurred by them in or about the discharge of their respective duties.

**Limited Liability**

65. Neither the Executive Director nor any officers or members of Council shall be liable for the acts or defaults of any other officer or member of Council, or member or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Institute, or to any other person arising out of the acts or proceedings of the Institute.

**Subscriptions**

66. Council shall for the purpose of meeting the financial commitments, or expected commitments, of the Institute and with the approval of the members entitled to vote at each Annual General Meeting fix the amount of any appropriate fees and subscriptions to take effect from 1st January of the year next following.

**Property of the Institute**

67. Council may invest or apply all money and other property liable to be invested on behalf of the Institute without being responsible for any loss occasioned thereby, to the intent that Council shall have the same full unrestricted power of investing and varying investments in all respects as if it were the absolute owner beneficially entitled. Council shall, if it considers it appropriate to do so in respect of any exercise of its powers in accordance with this Bye-Law, seek appropriate professional advice in respect of any investment or proposed investment. The remuneration of any such adviser shall be fixed by Council.

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#### **The Media**

68. No member shall co-operate in any press or media project or activity, including in any radio or television programme, about the affairs of the Institute whether by way of advice on the script or otherwise unless the approval of Council has previously been obtained. No statement shall be issued to the Media for publication or otherwise by any member with reference to anything in connection with the Institute as emanating from the Institute, unless the written authority of the President, Deputy President or Executive Director has previously been obtained.

CONFIDENTIAL

## Appx. 7: Schedule Of Amendments (The Charter)

Amendments should be set out as commands using the following:

- Delete
- Insert
- Substitute
- Re-Number
- Re-Letter.

Pg No.	The Charter – Original document	Pg No.	The Charter – Revised document	Change/Purpose
1	1. In this Our Charter and in the Bye-Laws a “loss adjuster” including a loss adjusting expert shall be a person whose predominant activity is the investigation, management, quantification, validation and resolution of Property, Casualty or any other losses (whether insured or not) arising from any contingency and the reporting thereof.	1	<p>1. Definitions In this Our Charter and in the Bye-Laws:</p> <p>(a) a “loss adjuster”, including a loss adjusting expert, shall be:</p> <p>a person whose predominant activity is the assessment, investigation, management, quantification, validation and resolution of Property, Casualty or any other losses (whether insured or not) arising from any contingency and the reporting thereof.</p> <p>(b) A “loss adjusting practice, division or company” shall be:</p> <p>A group of people whose predominant activity falls within the above defined scope of a loss adjuster.</p>	<p>SUBSTITUTE</p> <p>We have split the definition into two to support the proposed Corporate member category, defined under (b).</p> <p>INSERT</p> <p>assessment</p>
2	3. There shall be a Council of the Institute (in this Our Charter referred to as “Council”) consisting of persons being Fellows or Associates of the Institute not more in number than the number as shall be provided by the Bye-Laws of the Institute and elected and appointed in the manner prescribed by such Bye-Laws and two of the members of Council shall be respectively the President and Deputy President of the Institute who shall be President and Deputy President of Council. Every President shall for a period of three years following the end of his period of office and if they remain a member so long, be designated “Vice-President”. The Honorary Treasurer, Honorary Secretary, Chairman of the Examinations Committee and Vice-Presidents of the Institute	2	<p>3. There shall be a Board of the Institute (in this Our Charter referred to as the “Board”) consisting of:</p> <p>(a) A majority of persons being Fellows or Associates of the Institute not more in number than the number as shall be provided by the Bye-Laws of the Institute and elected and appointed in the manner prescribed by such Bye-Laws; and</p> <p>(b) two of the members of The Board shall be respectively the President and Deputy President of the Institute who shall be Chair and Deputy Chair of the Board.</p>	<p>SUBSTITUTE</p> <p>Renaming the Council with ‘Board’.</p> <p>DELETE several redundant roles, such as Honorary Treasurer, Secretary and Chairman of the Examinations committee, and the requirement for Past Presidents' involvement for three years.</p> <p>SUBSTITUTE</p> <p>President &amp; Deputy President with Chair and Deputy chair respectively</p>

	shall be ex officio members of Council, as provided by the Bye-Laws.		(c) The Institute's Executive Director shall be an ex officio member of the Board; and (d) Additional Members as from time to time shall be prescribed by the Bye-Laws.	
3	<p>4. Membership of the Institute shall be open to:-</p> <ul style="list-style-type: none"> <li>persons engaged as loss adjusters in a loss adjusting practice, firm or company, and</li> <li>persons engaged in other capacities in the practice of loss adjusting in a loss adjusting practice, firm or company,</li> <li>persons engaged in other situations who fulfil the criteria of an Ordinary or Student Member, or are Certificate Holders, Diploma Holders, Advanced Diploma Holders, Certified Loss Adjusters, Associates or Fellows of the Institute and</li> <li>persons engaged in other situations who are actively seeking to take the Institute's examinations within two years of joining the Institute</li> </ul>	3	<p>4. Membership of the Institute shall be open to:-</p> <ul style="list-style-type: none"> <li>(a) persons whose predominant activity falls within the above defined scope of a loss adjuster,</li> <li>(b) persons engaged in other capacities in the practice of loss adjusting in a loss adjusting practice, division or company,</li> <li>(c) persons engaged in other situations who fulfil the criteria of an Ordinary Member, or are Certificate Holders, Diploma Holders, Advanced Diploma Holders, , Associates or Fellows of the Institute,</li> <li>(d) persons engaged in other situations who are actively seeking to take the Institute's examinations within two years of joining the Institute, or</li> <li>(e) Practices, divisions or companies whose predominant activity falls within the above defined scope of activities of a loss adjusting expert.</li> </ul>	<p>SUBSTITUTE</p> <p>Under (a), referring back to the definition of loss adjuster. Under (b), using the term 'practice, division or company'. Under (c), delete "Student Member" Under (e), introducing scope for Corporate membership.</p>
3	<p>5. The members of the Institute shall be divided into ten classes:</p> <p>(i) Student Members, (ii) Ordinary Members, (iii) Certificate Holders, (iv) Diploma Holders, (v) Advanced Diploma Holders, (vi) Certified Members, (vii) Associates, (viii) Fellows, (iv) Honorary Members, and (v) Retired Members.</p>	3	<p>5. The members of the Institute shall be divided into nine classes:</p> <ul style="list-style-type: none"> <li>(a) Ordinary Members,</li> <li>(b) Certificate Holders (CertCILA),</li> <li>(c) Diploma Holders (DipCILA), (MCILA (specilism)</li> <li>(d) Advanced Diploma Holders (AdvCILA),</li> <li>(e) Associates (ACILA) – Chartered Loss Adjuster or Certified Loss Adjuster,</li> <li>(f) Fellows (FCILA),</li> <li>(g) Corporate Members (CILA Corporate Chartered Member),</li> <li>(h) Honorary Members, and</li> <li>(i) Retired Members.</li> </ul>	<p>DELETE Student members</p> <p>INSERT: Dip CILA (specialism) DELETE : Certified Loss Adjuster</p> <p>INSERT (i), Corporate Members</p>
3	7. A person who is engaged in accordance with Article 1 and Article 4 (iv) may be enrolled as a Student Member	3	Removed.	DELETE
3	8. A person shall be eligible for admission as a Certificate Holder, Diploma Holder or Advanced Diploma Holder of the Institute if they are Ordinary or Student members who have passed the Certificate, Diploma or Advanced Diploma examination(s) as set by Council.	3	8. A person shall be eligible for admission as a Certificate Holder, Diploma Holder or Advanced Diploma Holder of the Institute if they are Ordinary members who have passed the Certificate, Diploma or Advanced Diploma examination(s) as set by the Board.	<p>DELETE</p> <p>'Student' membership.</p>

4	<p>9. A person shall be eligible for admission as an Associate of the Institute if they have passed the examination(s) as set by Council and:-</p> <ul style="list-style-type: none"> <li>• shown that they have at least 5 years' experience practicing as a loss adjuster as defined in Article 1 of this Charter with a firm whose predominant activity accords with Article 1 of the Charter and meets the criteria for professional and ethical standards laid down from time to time by Council to enable members to abide by the Charter, Bye-Laws and Guide to Professional Conduct. Or</li> <li>• with another appropriate professional or academic qualification approved by Council showing that they have at least 3 years' experience practising as a loss adjuster with a firm whose predominant activity accords with Article 1 of this Charter and meets the criteria for professional and ethical standards laid down from time to time by Council to enable members to abide by the Charter, Bye-Laws and Guide to Professional Conduct.</li> </ul>	4	<p>9. A person shall be eligible for admission as an Associate of the Institute if they have passed the examination(s) as set by the Board and:-</p> <p>(a) shown that they have at least 5 years' experience practicing as a loss adjuster as defined in Article 1 of this Charter with a practice, division or company whose predominant activity accords with Article 1 of the Charter and meets the criteria for professional and ethical standards laid down from time to time by the Board to enable members to abide by the Charter, Bye-Laws and Code of Professional Conduct. Or</p> <p>(b) shown that they have at least 3 years' experience practising as a loss adjuster with a practice, division or company whose predominant activity accords with Article 1 of this Charter and meets the criteria for professional and ethical standards laid down from time to time by the Board to enable members to abide by the Charter, Bye-Laws and Code of Professional Conduct, and hold another appropriate professional or academic qualification approved by the Board.</p>	<p>SUBSTITUTE</p> <p>Firm with practice, division or company</p> <p>Reinforcing the requirement to work in an eligible 'practice, division or company' so as to drive relevance of the new Corporate membership practice.</p> <p>SUBSTITUTE Guide with Code</p>
4	<p>10. (a) A person shall be eligible for admission as a Fellow of the Institute who at the time of their application shows that they have:</p> <ul style="list-style-type: none"> <li>• been an Associate of the Institute engaged as a loss adjuster for a continuous period of at least 5 years out of the 6 years immediately preceding the date of their application; and</li> <li>• complied with the Institute's requirements for Continuing Professional Development and agreed to continue to comply in accordance with regulations laid down from time to time by Council; and</li> <li>• complied with any additional professional requirements or examinations for the status of Fellow as may be decided from time to time by Council.</li> </ul> <p>(b) A member's entitlement to retain the status of Fellow shall be conditional, inter alia, upon that member's continued compliance with the requirements for Continuing Professional Development as laid down from time to time by Council.</p>	4	<p>10.</p> <p>(a) A person shall be eligible for admission as a Fellow of the Institute who at the time of their application shows that they have:</p> <p>(i) been an Associate of the Institute and engaged as a loss adjuster for a continuous period of at least 5 years immediately preceding the date of their application; and</p> <p>(ii) complied with the Institute's requirements for Continuing Professional Development and agreed to continue to comply in accordance with regulations laid down from time to time by the Board; and</p> <p>(iii) complied with any additional professional requirements or examinations for the status of Fellow as may be decided from time to time by the Board.</p> <p>(b) A member's entitlement to retain the status of Fellow shall be conditional, inter alia, upon that member's continued compliance with the</p>	<p>RE-LETTER, RE-NUMBER</p> <p>For consistency and ease of reference only.</p>



			requirements for Continuing Professional Development as laid down from time to time by the Board.	
4	<p>11. A person shall be eligible for admission as a Certified Loss Adjuster if they are a Student Member who has passed the Examination(s) as set by Council and</p> <p>(i) has shown that they have at least 5 years' experience practising as a loss adjuster in accordance with Article 1, but not with a firm whose predominant activity accords with Article 1; or</p> <p>(ii) has shown that they have at least 3 years' experience practising as a loss adjuster in accordance with Article 1 but not with a firm whose predominant activity accords with Article 1 and hold a professional or academic qualification approved by Council.</p>	4		DELETE.
5	12. Council may elect any person to be an Honorary Member of the Institute subject to that person's consent and irrespective of whether such person is eligible for admission as a Member of the Institute. Such a person shall be deemed to be elected if three-fourths of those present and entitled to vote give their votes in favour.	5	11. The Board may elect any person to be an Honorary Member of the Institute subject to that person's consent and irrespective of whether such person is eligible for admission as a Member of the Institute. Such a person shall be deemed to be elected if three-fourths of those present and entitled to vote give their votes in favour.	<p>Renumber</p> <p>SUBSTITUTE Council with Board.</p>
5	13. Any Fellow or Associate who has fully retired from loss adjusting shall be entitled to be enrolled as a Retired Member and may continue to use the distinctive letters applicable to their qualification. A Retired Member shall not be eligible for election or appointment to any office of the Institute and shall not be entitled to vote at any General or Extraordinary Meeting or in any election or ballot and may not use their designatory letters for the purpose of obtaining any form of gainful employment		13. Any qualified member who has fully retired from loss adjusting shall be entitled to be enrolled as a Retired Member and may continue to use the distinctive letters applicable to their qualification. A Retired Member shall not be eligible for election or appointment to any office of the Institute and shall not be entitled to vote at any General or Extraordinary Meeting or in any election or ballot and may not use their designatory letters for the purpose of obtaining any form of gainful employment	SUBSTITUTE 'Fellow or Associate' to qualified
5	14. Any Member who through extreme financial hardship caused by such matters as illness is unable to pay their subscription shall be entitled, subject to the approval of Council, to continue their membership and retain their designatory letters. Dependent upon the circumstances Council shall decide whether to waive or reduce the member's annual subscription until such time as they may recover.	5	14. Any Member who, through extreme financial hardship caused by such matters as illness, is unable to pay their subscription shall be entitled, subject to the approval of the Board, to continue their membership and retain their designatory letters. Dependent upon the circumstances The Board shall decide whether to waive or reduce the member's annual subscription until such time as they may recover.	SUBSTITUTE Council with Board.
5	16. Council shall cause examinations to be held of all persons seeking to be admitted as Certified Loss Adjusters, Associates of the Institute, Award Holders, Certificate Holders, Diploma Holders or Advanced Diploma. Such examinations and the conduct thereof shall be in accordance with the regulations made from time to time by Council which may appoint for that purpose	5	16. The Board shall cause examinations to be held of all persons seeking to be admitted as , Associates of the Institute, Award Holders, Certificate Holders, Diploma Holders, or Advanced Diploma. Such examinations and the conduct thereof shall be in accordance with the regulations made from time to time by the Board, which may appoint for that purpose	<p>SUBSTITUTE Council with Board.</p> <p>DELETE: Certified Loss Adjusters</p>

	examiners who shall hold office, subject to such conditions, and shall receive expenses, as shall be approved by Council.		examiners who shall hold office, subject to such conditions, and shall receive expenses as shall be approved by the Board.	
5	17. Council shall decide whether any person applying to be admitted to or enrolled in any class of membership has fulfilled the conditions of this Our Charter and of the Bye-Laws.	5	17. The Board shall decide whether any person applying to be admitted to or enrolled in any class of membership has fulfilled the conditions of this Charter and the Bye-Laws.	SUBSTITUTE Council with Board.
5	18. For failure to comply with Council's requirements for membership of a class of membership Council may refuse to admit any person to any class of membership or may delay such admission or change any person's class of membership notwithstanding that such person may be otherwise entitled to be admitted to, or continue, the class of membership but this power of refusal, delay or change of class, shall be exercised only in accordance with any applicable provisions of this our Charter or of the Bye-Laws and, in the event of any refusal, delay or change of class, the member shall have a right to state his case before Council by way of appeal, and Council's decision on such appeal shall be final.	5	18. For failure to comply with the Board's requirements for a membership class, the Board may refuse to admit any person to any class of membership or may delay such admission or change any person's class of membership notwithstanding that such person may be otherwise entitled to be admitted to, or continue, the class of membership but this power of refusal, delay or change of class, shall be exercised only in accordance with any applicable provisions of this Charter or the Bye-Laws and, in the event of any refusal, delay or change of class, the member shall have a right to state his case before the Board by way of appeal, and the Board's decision on such appeal shall be final.	SUBSTITUTE Council with Board
5	<p>19. (a) A member of the Institute shall cease to be a member in the following cases:</p> <ul style="list-style-type: none"> <li>• on their being adjudicated bankrupt, making an arrangement or composition with their creditors or suffering distress or execution to be levied on their goods which is not paid within five days; or</li> <li>• on their being declared by a competent person or body to be medically unfit to carry out their professional duties; or</li> <li>• if they are found guilty of committing any criminal offence which in the opinion of Council renders them unfit to carry on the profession of loss adjuster; or</li> <li>• if, pursuant to the provisions of the Bye-Laws, they give written notice of resignation.</li> <li>• Where a member ceases under this Article to be a member, they shall be entitled, at any time to apply to Council for reinstatement.</li> </ul> <p>(b) An Ordinary Member ceasing, for a period exceeding two years, to be engaged as a loss adjuster, or a Student Member ceasing for a period exceeding two years to be engaged as a loss adjuster, shall cease to be a member of the Institute unless they are persons engaged in accordance with Article 4(iv), but shall be eligible for re-admission at any time after resumption of such engagement and may be re-admitted if Council so determines.</p> <p>(c) If a member fails to pay any subscription or any other sums payable to the Institute within three months of the due date,</p>	5	<p>19.</p> <p>(a) A member of the Institute shall cease to be a member in the following cases:</p> <ul style="list-style-type: none"> <li>(i) on their being adjudicated bankrupt, making an arrangement or composition with their creditors or suffering distress or execution to be levied on their goods which is not paid within five (5) days; or</li> <li>(ii) on their being declared by a competent person or body to be medically unfit to carry out their professional duties; or</li> <li>(iii) if they are found guilty of committing any criminal offence which in the opinion of The Board renders them unfit to carry on the profession of loss adjuster; or</li> <li>(iv) if, pursuant to the provisions of the Bye-Laws, they give written notice of resignation.</li> <li>(v) Where a member ceases under this Article to be a member, they shall be entitled, at any time to apply to The Board for reinstatement.</li> </ul> <p>(a) An Ordinary Member ceasing, for a period exceeding two years, to be engaged as a loss adjuster, shall cease to be a member of the Institute unless they are persons engaged in accordance with Article 4(iv), but shall be eligible for re-admission at any</p>	<p>RE-LETTER,</p> <p>SUBSTITUTE</p> <p>Council with Board.</p> <p>INSERT</p> <p>'or confirmed as no longer required or lapsed'</p>

	Council shall have power to declare that their membership is suspended until all outstanding sums have been paid.		time after resumption of such engagement and may be re-admitted if The Board so determines.  (b) If a member fails to pay any subscription or any other sums payable to the Institute within three months of the due date, the Board shall have the power to declare that their membership is suspended until all outstanding sums have been paid or confirmed as no longer required/lapsed..	
6	<p>20. A member of the Institute may be expelled or their membership may be suspended for such period as Council may determine or be reprimanded or be required to pay a fine by resolution of Council, at a Special Meeting called for the purpose at which eight, including the President or Deputy President, shall be a quorum, carried by three-fourths of those present and entitled to vote, on any of the following grounds:</p> <ul style="list-style-type: none"> <li>that they have committed a serious breach of the provisions of this Our Charter or of the Bye-Laws; or</li> <li>that their professional conduct is in breach of the Institute's Guide to Professional Conduct and/or their personal conduct appears to Council to be detrimental to the interests of the Institute or of the profession of loss adjuster. or</li> <li>that they have condoned or connived at or been guilty of collusion in connection with conduct on the part of a director, partner or employee of their firm or company, which is contrary to the standard of conduct required of a member.</li> <li>Provided that no such resolution shall have any validity or effect unless the member in question shall have been given a reasonable opportunity of attending and of being heard either by themselves or by their representative by Council at the meeting at which the resolution is passed and such member shall have the right to call witnesses on their behalf and to cross-examine witnesses called against them.</li> </ul>	6	<p>20. A member of the Institute may be expelled or their membership may be suspended for such period as the Board may determine or be reprimanded or be required to pay a fine by resolution of the Board at a Special Meeting called for the purpose at which eight, including the President or Deputy President, shall be a quorum, carried by three-fourths of those present and entitled to vote, on any of the following grounds:</p> <ul style="list-style-type: none"> <li>(a) that they have committed a serious breach of the provisions of this Charter or the Bye-Laws; or</li> <li>(b) that their professional conduct is in breach of the Institute's Code of Professional Conduct and/or their personal conduct appears to the Board to be detrimental to the interests of the Institute or of the profession of loss adjuster. or</li> <li>(c) that they have condoned or connived at or been guilty of collusion in connection with conduct on the part of a director, partner or employee of their firm or company, which is contrary to the standard of conduct required of a member.</li> <li>(d) Provided that no such resolution shall have any validity or effect unless the member in question shall have been given a reasonable opportunity of attending and of being heard either by themselves or by their representative by the Board at the meeting at which the resolution is passed and such member shall have the right to call witnesses on their behalf and to cross-examine witnesses called against them.</li> </ul>	<p>SUBSTITUTE Council with Board.</p> <p>RE-LETTER for consistency.</p> <p>SUBSTITUTE Guide with Code</p>
6	21. Council shall have full authority for the management and superintendence of the affairs of the Institute and may lawfully exercise all the powers of the Institute, other than matters which by this Our Charter or the Bye-Laws are to be transacted by or at a General Meeting of the members of the Institute.	6	21. The Board shall have full authority for the management and superintendence of the affairs of the Institute and may lawfully exercise all the powers of the Institute, other than matters which by this Charter or the Bye-Laws are to be transacted by or at a General Meeting of the members of the Institute.	SUBSTITUTE Council with Board.

6	<p>22. Council shall have power to apply the funds of the Institute in promoting, furthering or protecting the objects of the Institute and without prejudice to the generality of the foregoing:</p> <ul style="list-style-type: none"> <li>in paying such sums for the reasonable expenses of officers of the Institute or members of Council as may be provided by the Bye-Laws or for the expenses reasonably incurred by any persons, whether members or not, who have rendered special services to the Institute;</li> </ul>	6	<p>22. The Board shall have power to apply the funds of the Institute in promoting, furthering or protecting the objects of the Institute and without prejudice to the generality of the foregoing:</p> <p>(a) in paying such sums for the reasonable expenses of officers of the Institute or members of the Board as may be provided by the Bye-Laws or for the expenses reasonably incurred by any persons, whether members or not, who have rendered special services to the Institute;</p>	<p>RE-LETTER . Re-Letter for consistency.</p> <p>SUBSTITUTE Council with Board</p>
7	<p>23. All powers which under the provisions of this Our Charter may be exercised by Council shall be exercised by it in accordance with and subject to the provisions of this Our Charter and of the Bye-Laws, and the exercise of these powers shall be subject to the control and regulation of any General Meeting of the Institute, but not so as to make invalid any act done by Council previously to any resolution passed at a General Meeting, and any act or proceeding of Council shall not be invalidated in consequence of there being any vacancy on Council at the time of such act or proceeding being done or taken.</p>	7	<p>23. All powers which under the provisions of this Charter may be exercised by the Board shall be exercised by it in accordance with and subject to the provisions of this Charter and the Bye-Laws, and the exercise of these powers shall be subject to the control and regulation of any General Meeting of the Institute, but not so as to make invalid any act done by the Board previously to any resolution passed at a General Meeting, and any act or proceeding of the Board shall not be invalidated in consequence of there being any vacancy on the Board at the time of such act or proceeding being done or taken.</p>	<p>SUBSTITUTE Council with Board</p>
7	<p>24. A member shall not allow any person (not being a member or their successor in title upon the retirement of the member from the profession of loss adjuster) to use the name of the member as the name of any business of a loss adjusting firm in which they are not a partner or director;</p>	7	<p>24. A member shall not allow any person (not being a member or their successor in title upon the retirement of the member from the profession of loss adjuster) to use the name of the member as the name of any business of a loss adjusting practice, division or company in which they are not a partner or director;</p>	.
7	<p>25. In relation to instructions from an insurer it is recognised that the requirements of the insurer may differ dependent upon whether such instructions are under a Property or Casualty policy.</p> <p>...</p>	7	<p>25. A member who is acting on instructions from an insurer:</p> <p>(a) shall act fairly and justly in relation to a policyholder's claim under a policy issued by that insurer, taking into account of all matters advised to them by the policyholder and ascertained during their investigation which are material to establishing a true and equitable adjustment of the claim within the terms and conditions of the policy, and shall report in good faith thereon to the insurer.</p> <p>(b) must disclose to the insurer as soon as reasonably practicable any financial interest in any party associated with the claim which is unknown to the insurer.</p> <p>(c) having accepted instructions to act in respect of any matter and becomes aware of a material financial interest they have in a party associated with the</p>	<p>DELETE Deleted the preamble, which appears to add nothing to the Article.</p>

			claim, shall forthwith disclose this interest to the insurer, in writing.	
7	<p>26. A member who is acting on instructions from a policyholder in relation to their claim:</p> <ul style="list-style-type: none"> <li>shall take account of all matters advised to them by the policyholder and subsequently ascertained during their investigations which are material to establishing a true and equitable adjustment of the claim and shall report in good faith thereon.</li> <li>shall disclose any financial interest that a Member has or that they are aware that their firm has an interest in party associated with the claim they recommend to the policyholder.</li> </ul>	7	<p>26. A member who is acting on instructions from a policyholder in relation to their claim:</p> <p>(a) shall take account of all matters advised to them by the policyholder and subsequently ascertained during their investigations which are material to establishing a true and equitable adjustment of the claim and shall report in good faith thereon.</p> <p>(b) shall disclose any financial interest that a Member has or that they are aware that their firm has an interest in party associated with the claim they recommend to the policyholder.</p>	RE-LETTER For consistency
8	<p>27. For the purposes of Articles 25 and 26, a member's interest in a party shall include any person, firm or corporation with whom they share the profits of their work or by whom they are employed ...</p>	8	<p>27. For the purposes of Articles 25 and 26, a member's interest in a party shall include any practice, division or company with whom they share the profits of their work, or by whom they are employed, or who is materially interested whether directly or indirectly in any practice, division or company in which such member is engaged.</p>	INSERT 'practice, division or company' to tie in with Corporate membership category.
8	<p>28. All members shall at all times and in all circumstances act ethically and in a manner consistent with the professional standards required of a loss adjuster under this Our Charter and the Bye-laws and the Institute's Guide to Professional Conduct as determined from time to time by Council.</p>		<p>28. All members shall at all times and in all circumstances act ethically and in a manner consistent with the professional standards required of a loss adjuster under this Our Charter and the Bye-laws and the Institute's Code to Professional Conduct as determined from time to time by the Board.</p>	SUBSTITUTE Guide with Code Council with Board
8	<p>30. At every General or Special Meeting of the Institute every Fellow and Associate present shall be entitled to cast one vote, and in every poll shall have the right to cast one vote, save that the Chair of any such meeting shall have a second or casting vote where the votes are equally divided, provided always that a Fellow or Associate who is in arrears by more than three months in the payment of any subscription or other sum payable by them to the Institute shall not be entitled to be present at meetings or to vote on any poll.</p>	8	<p>30. At every General or Special Meeting of the Institute every member present shall be entitled to cast one vote, and in every poll shall have the right to cast one vote, save that the Chair of any such meeting shall have a second or casting vote where the votes are equally divided, provided always that a member who is in arrears by more than three months in the payment of any subscription or other sum payable by them to the Institute shall not be entitled to be present at meetings or to vote on any poll.</p>	
8	<p>31. The Institute may from time to time, by resolution passed by not less than three-fourths of the members present and voting at a General Meeting specially convened for the purpose, with at least twenty-one days' notice communicated to members as required by the Bye-Laws, make such Bye-Laws for the purposes hereinafter set out as to the Institute seem fit, and from time to time rescind or vary any of the Bye-Laws and make others in their stead but so that the Bye-Laws for the time being are not in any respect repugnant to the provisions of this Our Charter. No such Bye-Laws or rescissions or variations thereof shall have effect</p>	8	<p>31. The Institute may from time to time, by resolution passed by not less than three-fourths of the members present and voting at a General Meeting specially convened for the purpose, with at least twenty-one days' (21) notice communicated to members as required by the Bye-Laws, make such Bye-Laws for the purposes hereinafter set out as to the Institute seem fit, and from time to time rescind or vary any of the Bye-Laws and make others in their stead but so that the Bye-Laws for the time being are not in any respect repugnant to the provisions of this Charter. No such Bye-Laws or rescissions or variations thereof</p>	

	until they have been approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.		shall have effect until they have been approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.	
8	32. Unless and until rescinded or varied in accordance with the last preceding Article, the Bye-Laws appended to this Our Charter shall constitute the Bye-Laws of the Institute.	8	32. Unless and until rescinded or varied in accordance with the last preceding Article, the Bye-Laws appended to this Charter shall constitute the Bye-Laws of the Institute.	
8	<p>33. The purposes for which the Institute may make Bye-Laws in the manner described previously in this Charter shall be the furtherance of the objects of the Institute and the better execution of this Our Charter and without prejudice to the generality of the foregoing shall include the regulation of all matters which are left by this Our Charter to be prescribed by the Bye-Laws, namely:</p> <ul style="list-style-type: none"> <li>• for regulating the terms and conditions for and mode of admission of all classes of members;</li> <li>• for fixing the fees, subscriptions and other sums to be paid by Ordinary Members, Student Members, Diploma Holders, Advanced Diploma Holders, Certified Loss Adjusters, Associates, Fellows and Retired Members of the Institute and for prescribing the periods at or in respect of which such fees, subscriptions or other sums shall be payable;</li> <li>• for regulating the mode, time and place of summoning and holding Annual and other General Meetings and Special Meetings of the Institute, the mode of voting, including voting by proxy or by ballot and the holding of polls, and for giving the Chair at any meeting power to exercise a second or casting vote at that meeting or on the holding of a poll or ballot arising therefrom;</li> <li>• for regulating the number of members of Council and the mode of their election, appointment and periodic retirement, the mode of nomination of members of the Institute for election to Council and the giving of notice of such nominations, the conduct of elections, including postal or electronic ballots, and the mode of filling casual vacancies and the number, proceedings and quorum at meetings of Council;</li> <li>• for regulating the mode of election or appointment of the President and officers of the Institute and their tenure of office;</li> </ul>	8	<p>33. The purposes for which the Institute may make Bye-Laws in the manner described previously in this Charter shall be the furtherance of the objects of the Institute and the better execution of this Charter and without prejudice to the generality of the foregoing shall include the regulation of all matters which are left by this Charter to be prescribed by the Bye-Laws, namely:</p> <ul style="list-style-type: none"> <li>(a) for regulating the terms and conditions for and mode of admission of all classes of members;</li> <li>(b) for fixing the fees, subscriptions and other sums to be paid by the Institute's Membership categories as defined under Clause 5 of this Charter and for prescribing the periods at or in respect of which such fees, subscriptions or other sums shall be payable;</li> <li>(c) for regulating the mode, time and place of summoning and holding Annual and other General Meetings and Special Meetings of the Institute, the mode of voting, including voting by proxy or by ballot and the holding of polls, and for giving the Chair at any meeting power to exercise a second or casting vote at that meeting or on the holding of a poll or ballot arising therefrom;</li> <li>(d) for regulating the number of members of the Board and the mode of their election, appointment and periodic retirement, the mode of nomination of members of the Institute for election to the Board and the giving of notice of such nominations, the conduct of elections, including postal or electronic ballots, and the mode of filling casual vacancies and the number, proceedings and quorum at meetings of the Board;</li> </ul>	<p>RE-LETTER, Re-letter for consistency.</p> <p>SUBSTITUTE Under (b), reference to Membership categories as defined rather than repeating the list.</p> <p>SUBSTITUTE Council with Board</p>

	<ul style="list-style-type: none"> <li>• or regulating the appointment and retirement of an Auditor or Auditors;</li> <li>• for regulating the disposal of monies and property of the Institute;</li> <li>• for regulating the number, times and places of holding of examinations of candidates for membership of the Institute and the subjects for and the manner of conducting such examinations and for fixing fees to be paid by the candidates and the conditions on which Examiners shall undertake their duties;</li> <li>• for regulating the reimbursement of reasonable expenses incurred by members of Council, officers of the Institute and members of the Secretariat in the execution of their functions on behalf of the Institute.</li> </ul>		<ul style="list-style-type: none"> <li>(e) for regulating the mode of election or appointment of the President and officers of the Institute and their tenure of office;</li> <li>(f) or regulating the appointment and retirement of an Auditor or Auditors;</li> <li>(g) for regulating the disposal of monies and property of the Institute;</li> <li>(h) for regulating the number, times and places of holding of examinations of candidates for membership of the Institute and the subjects for and the manner of conducting such examinations and for fixing fees to be paid by the candidates and the conditions on which Examiners shall undertake their duties;</li> <li>(i) for regulating the reimbursement of reasonable expenses incurred by members of the Board, officers of the Institute and members of the Secretariat in the execution of their functions on behalf of the Institute.</li> </ul>	
9	34. The Institute may by resolution passed by not less than three-fourths of the members present and voting at a General Meeting of the Institute specially convened for the purpose with at least twenty one days' notice communicated to members as required by the Bye-Laws amend or add to this Our Charter and such amendments or additions shall when allowed by Us, Our Heirs or Successors in Council become effectual and this Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.	9	34. The Institute may by resolution passed by not less than three-fourths of the members present and voting at a General Meeting of the Institute specially convened for the purpose with at least twenty-one days' (21) notice communicated to members as required by the Bye-Laws amend or add to this Our Charter and such amendments or additions shall when allowed by Us, Our Heirs or Successors in The Board become effectual and this Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.	
9	35. In accordance with the recommendation of Council this Our Charter and any Supplemental Charter of Us, Our Heirs and Successors may be surrendered by resolution of the members of the Institute in General Meeting assembled (convened with reasonable previous notice, being not less than ninety days, of the said recommendation communicated as required by the Bye-Laws to the members) and the members may thereupon by resolution empower Council to wind-up or otherwise deal with the affairs of the Institute.	9	35. In accordance with the recommendation of The Board this Our Charter and any Supplemental Charter of Us, Our Heirs and Successors may be surrendered by resolution of the members of the Institute in General Meeting assembled (convened with reasonable previous notice, being not less than ninety days, of the said recommendation communicated as required by the Bye-Laws to the members) and the members may thereupon by resolution empower The Board to wind-up or otherwise deal with the affairs of the Institute.	SUBSTITUTE Council with Board.
9	35. In accordance with the recommendation of Council this Our Charter and any Supplemental Charter of Us, Our Heirs and	9	36. In accordance with the recommendation of The Board this Our Charter and any Supplemental Charter of Us, Our Heirs and	SUBSTITUTE Council with Board.

	<p>Successors may be surrendered by resolution of the members of the Institute in General Meeting assembled (convened with reasonable previous notice, being not less than ninety days, of the said recommendation communicated as required by the Bye-Laws to the members) and the members may thereupon by resolution empower Council to wind-up or otherwise deal with the affairs of the Institute.</p> <p>Any moneys or other property remaining after the satisfaction of all the debts and liabilities of the Institute upon any such winding-up or otherwise dealing as aforesaid shall be paid or distributed amongst the members of the Institute.</p> <p>Provided that no such resolution to surrender this Our Charter and any Supplemental Charter of Us, Our Heirs and Successors as aforesaid shall take effect unless and until it shall have been confirmed by the members in General Meeting assembled on an occasion not less than seven or more than twenty eight days subsequently nor unless and until We, Our Heirs or Successors in Council shall think fit to accept that surrender on such terms or conditions and subject to such modifications (if any) as We or They shall think fit.</p>	<p>Successors may be surrendered by resolution of the members of the Institute in General Meeting assembled (convened with reasonable previous notice, being not less than ninety days, of the said recommendation communicated as required by the Bye-Laws to the members) and the members may thereupon by resolution empower The Board to wind-up or otherwise deal with the affairs of the Institute.</p> <p>Any moneys or other property remaining after the satisfaction of all the debts and liabilities of the Institute upon any such winding-up or otherwise dealing as aforesaid shall be paid or distributed amongst the members of the Institute.</p> <p>Provided that no such resolution to surrender this Our Charter and any Supplemental Charter of Us, Our Heirs and Successors as aforesaid shall take effect unless and until it shall have been confirmed by the members in General Meeting assembled on an occasion not less than seven or more than twenty-eight days (28) subsequently nor unless and until We, Our Heirs or Successors in The Board shall think fit to accept that surrender on such terms or conditions and subject to such modifications (if any) as We or They shall think fit.</p>	
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## Appx. 8: Schedule Of Amendments (the Bye-Laws)

DELETE/INSERT throughout the document to reflect:

1. the proposed change from ‘Council’ to ‘Board’; and, ‘Guide of Professional Conduct’ to ‘Code’;
2. Reference to Corporate membership and ‘practice, division or company’.

Pg No.	The Bye-Laws – Original document	Pg No.	The Bye-Laws – Revised document	Change/Purpose
1	Applications 1. Every person seeking to transfer to a different class of membership shall make written application to the Honorary Secretary on the applicable form prescribed by Council. The form shall embody an undertaking to conform with the provisions of the Charter and of these Bye-Laws so far as they apply to the applicant. Upon such application being received the Honorary Secretary shall include a notice thereof in the Agenda for the following meeting of Council. The application shall not be accepted unless at least three-fourths of those present and entitled to vote at the meeting shall vote in favour of acceptance. These provisions shall not apply to a member who wishes to be enrolled as a Retired Member in accordance with Article 13 of the Charter of the Institute.	1	<b>Applications</b> 1. Every person seeking to transfer to a different class of membership shall make written application to the Institute’s Executive <sup>9</sup> in the form prescribed by the Board. The form shall embody an undertaking to conform with the provisions of the Charter and of these Bye-Laws so far as they apply to the applicant. Upon such application being received the Institute’s Executive shall include a notice thereof in the Agenda for the following meeting of the Board. The application shall not be accepted unless at least three-fourths of those present and entitled to vote at the meeting shall vote in favour of acceptance. These provisions shall not apply to a member who wishes to be enrolled as a Retired Member in accordance with Article 13 of the Charter of the Institute.	
1	Examinations 2. The Institute shall hold examinations at least once in every calendar year as determined by Council covering the subjects in the current syllabus as approved by Council. The examinations shall be held at locations deemed appropriate by Council. The examinations shall be held and managed in a manner deemed appropriate by Council. . Examinations shall be conducted under the supervision of invigilators deemed appropriate by Council. A fee of an amount to be decided from time to time by Council shall be payable by each examinee for each examination or element thereof. . Examiners for each subject shall only be those deemed appropriate by Council.	1	<b>Examinations</b> 2. The Institute shall hold examinations as determined by the Board covering the subjects in the current syllabus as approved by the Education Committee. The examinations shall be held at locations deemed appropriate by the Board. The examinations shall be held and managed in a manner deemed appropriate by the Board. Examinations shall be conducted under the supervision of invigilators deemed appropriate by the Board. A fee of an amount to be decided from time to time by the Board shall be payable by each examinee for each examination or element thereof. Examiners for each subject shall only be those deemed appropriate by the Board.	
1	Certificates of Membership 3. Every member other than a Student, Ordinary or Retired Member shall be entitled to a Certificate of membership under the hand of the President and at least one member of Council or by electronic means or as Council shall from time to time	1	<b>Certificates of Membership</b> 3. Every member other than an Ordinary or Retired Member shall be entitled to a Certificate of membership under the hand of the President and at least one member of the Board or by	DELETE Student membership.

	determine. The Certificate shall remain the property of the Institute and be returned on a person ceasing to be a member.		electronic means or as the Board shall from time to time determine. The Certificate shall remain the property of the Institute and be returned on a person ceasing to be a member.	
1	Discontinuance of Membership 4. A member wishing to discontinue his membership may do so by giving written notice thereof to the Honorary Secretary and on such notice being accepted by Council the membership of the member shall cease at the end of the calendar year in which the notice is given or sooner as agreed by Council.	1	<b>Discontinuance of Membership</b> 4. A member wishing to discontinue his membership may do so by giving written notice thereof to the Institute's Executive and on such notice being accepted by the Board the membership of the member shall cease at the end of the calendar year in which the notice is given or sooner as agreed by the Board.	
1	Expulsion or Suspension 5. Upon the expulsion or suspension of a member, the Honorary Secretary shall notify members of such expulsion or suspension and shall give any other notices as Council may, from time to time, consider necessary. A suspended member may, on application and at the discretion of Council, be re-instated at any time after the expiration of three months from the date of his suspension.	1	<b>Expulsion or Suspension</b> 5. Upon the expulsion or suspension of a member, the Institute's Executive shall notify members of such expulsion or suspension and shall give any other notices as the Board may, from time to time, consider necessary. A suspended member may, on application and at the discretion of The Board, be re-instated at any time after the expiration of three months from the date of his suspension.	
2	Use of Designatory Letters and Title 7. A Fellow of the Institute may use after his name the designatory letters F.C.I.L.A., an Associate may use the designatory letters A.C.I.L.A., a Certified Member may use the designatory letters M.C.I.L.A., an Advanced Diploma Member may use the designatory letters Adv Dip CILA, a Diploma Holder may use the designatory letters Dip CILA bracketed with any appropriate discipline and a Certificate Holder may use the designatory letters Cert C.I.L.A. . A Retired member, Student Member, Ordinary Member or an Honorary Member shall not use after their name any letters or words to indicate their connection with the Institute except where otherwise provided by the Charter or these Bye-Laws. Fellows and Associates shall be entitled to use the title "Chartered Loss Adjuster". Certified Members shall be entitled to use the title "Certified Loss Adjuster".	2	<b>Use of Designatory Letters and Title</b> 7. The achievement of various membership categories entitles the holders to use after their name the following designatory letters:  (a) Fellow - FCILA, (b) Associate - ACILA, , (c) Advanced Diploma Member - Adv Dip CILA, (d) Diploma Holder - Dip CILA or MCILA bracketed with any appropriate discipline, (e) Certificate Holder - Cert CILA, (f) Corporate Member – CILA Corporate member.  A Retired member, Ordinary Member or an Honorary Member shall not use after their name any letters or words to indicate their connection with the Institute except where otherwise provided by the Charter or these Bye-Laws.	INSERT (h), CILA Corporate Member.  DELETE Certified Loss Adjuster  RE-LETTER for ease of refence.
	Designation of Chartered Loss Adjusting Firms and Companies 8. A member shall not practise in association with a firm, practice or company designating itself as Chartered Loss Adjusters unless:  (i) The firm meets the criteria for professional and ethical standards laid down from time to time by Council to enable		8. Qualified members are also entitled to use the following titles:  (a) Fellows and Associates shall be entitled to use the title "Chartered Loss Adjuster". Or Certified Loss Adjuster if their employer is not a Loss Adjusting practice, division or company	INSERT Corporate Membership criteria.  INSERT 'Or Certified Loss Adjuster if their employer is not a Loss Adjusting division, practice or Company

	<p>members to abide by the Charter, Bye-Laws and Guide to Professional Conduct</p> <p>(ii) a minimum of 50% in number of all persons participating in a board or executive committee or equivalent group of persons controlling the professional loss adjusting operations of the firm, practice or company shall be Fellows or Associates of the Institute and</p> <p>(iii) any or all other persons participating in a board or executive committee or equivalent group of persons controlling the professional loss adjusting operations of the firm, practice or company shall be Ordinary, Student, Certificate, Diploma or Advanced Diploma members of the Institute</p>		<p><b>Designation of Chartered Loss Adjusting practices, divisions or companies</b></p> <p>9. A member shall not practise in association with a practice, division or company designating itself as Chartered Loss Adjusters unless it is a Corporate Member of the Institute. On admittance as deemed appropriate by the Board and payment of associated membership subscription fees, Corporate Members of the Institute may use the following title and designatory letters are applicable:</p> <p>(a) Designatory letters: CILA (Corporate Member)</p> <p>(b) Title: CILA Chartered Loss Adjusting practice/division/company.</p>	
3	<p>Council and Officers</p> <p>Council</p> <p>9. Council shall consist of the President, Deputy President, ex officio members specified in the Bye-Laws hereunder, Designated Group Representatives (hereinafter called "Designated Group Representatives") and Independent Members (hereinafter called "Independent Members") and other such members as may be determined by Council. The definition of Designated Groups shall be determined by Council from time to time. Persons shall not be elected as Designated Group Representatives unless they are Fellows or Associates in the Designated Group in question. The number of persons to be elected as Designated Group Representatives shall be determined by Council from time to time.</p>	3	<p><b>The Board and Officers</b></p> <p>10. The Board shall consist of:</p> <p>(i) the President,</p> <p>(ii) Deputy President,</p> <p>(iii) Immediate Past President,</p> <p>(iv) Executive Director (ex officio member),</p> <p>(v) Designated Group Representatives (hereinafter called "Designated Group Representatives"<sup>10</sup>), and</p> <p>(vi) Independent Members (hereinafter called "Independent Members"), and</p> <p>(vii) other such members as may be determined by The Board.</p> <p>The definition of Designated Groups shall be determined by the Board from time to time per Codicil 1. Persons shall not be elected as Designated Group Representatives unless they are Fellows, Associates or Certified Members in the Designated Group in question. The number of persons to be elected as Designated Group Representatives shall be determined by the Board from time to time.</p>	<p>SUBSTITUTE</p> <p>Board composition.</p> <p>SUBSTITUTE</p> <p>Vice President with Immediate Past President</p>
	<p>Number of Council Members</p> <p>10. Until otherwise determined by a General Meeting, the number of the members of Council shall not be less than twelve or more than twenty-six, exclusive of ex officio members.</p>		<p><b>Number of Board Members</b></p> <p>11. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than twelve or more than fourteen inclusive of ex officio members.</p>	<p>SUBSTITUTE</p> <p>number of Board members, to 12-14, to make it a more efficient decision-making forum that is fit for purpose.</p>

	<p>Appointments by Council</p> <p>11. Council may from time to time and at any time appoint any Fellow or Associate as a member of Council, either to fill a casual vacancy or by way of addition to Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting, and they shall then be eligible for election.</p>		<p><b>Board Appointments</b></p> <p>12. The Board may from time to time and at any time appoint any qualified member as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting, and they shall then be eligible for election.</p>	<p>SUBSTITUTE Council for Board</p>
	<p>Vacancies not to Disable Council</p> <p>12. The members for the time being of Council may act notwithstanding any vacancy in their number, provided always that in case the members of Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Bye-Laws, it shall be lawful for them to act as Council for the purpose of filling vacancies in their number, summoning a General Meeting if required, and to carry on the necessary business of the Institute in the interim.</p>		<p><b>Vacancies not to Disable the Board</b></p> <p>13. The members for the time being of the Board may act notwithstanding any vacancy in their number, provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Bye-Laws, it shall be lawful for them to act as the Board for the purpose of filling vacancies in their number, summoning a General Meeting if required, and to carry on the necessary business of the Institute in the interim.</p>	<p>SUBSTITUTE Council for Board.</p>
	<p>Officers</p> <p>13. (i) A Nominations Committee formed of the President, Deputy President, Executive Director, and at least one Vice President shall receive nominations from Associates or Fellows for Officers.</p> <p>(ii) No sitting Officer may participate in the Nominations Committee for a role that the Officer currently holds</p> <p>(iii) The members entitled to vote at the Annual General Meeting shall appoint as officers of the Institute a President, Deputy President, an Honorary Treasurer, an Honorary Secretary and the Chairman of the Examinations Committee provided that the Nominations Committee detailed in 13 (i) above have deemed the nomination to be appropriate, to hold office until the next Annual General Meeting or until their respective successors shall have been appointed. Each President on retiring from that office shall be a Vice-President for the three following years or whilst they are a member, whichever period shall be the shorter. Vice-Presidents, the Honorary Treasurer, the Honorary Secretary and the Chairman of the Examinations Committee shall be ex officio members of Council.</p>		<p><b>Officers</b></p> <p>14.</p> <ul style="list-style-type: none"> <li>(a) A Nominations Committee formed of the President, Deputy President, Executive Director, and immediate past President shall receive nominations from Associates or Fellows for Officers.</li> <li>(b) No sitting Officer may participate in the Nominations Committee for a role that the Officer currently holds</li> <li>(c) The members entitled to vote at the Annual General Meeting shall appoint as officers of the Institute a: <ul style="list-style-type: none"> <li>(i) President,</li> <li>(ii) Deputy President,</li> <li>(iii) Chair of Audit &amp; Risk Committee,</li> <li>(iv) Chair of Technical Committee,</li> <li>(v) Chair of Membership Committee,</li> <li>(vi) Chair of Education &amp; Training Committee,</li> </ul> </li> </ul> <p>provided that the Nominations Committee detailed in 14 (i) above have deemed the nomination to be appropriate to hold office until the next Annual General Meeting or until their respective successors shall have been appointed.</p>	<p>SUBSTITUTE Council for board</p> <p>RE-LETTER for ease of reference.</p> <p>INSERT new proposed Board composition &amp; Roles.</p>

			<p>(e) The following shall be ex officio members of the Board, and therefore not required to be Fellows or Associates:</p> <ul style="list-style-type: none"> <li>a. Executive Director,</li> <li>b. Independent Members</li> </ul>	
	<p><b>Vacancies in Office Holders</b></p> <p>15. If any vacancy occurs in the office of President, Deputy President, Honorary Treasurer, Honorary Secretary or Chairman of the Examinations Committee Council the Nominations Committee may propose a successor to Council who may appoint a successor to hold office for the remainder of the term of office of their predecessor and they may appoint a temporary substitute under the Bye-Law, pending the appointment by them of a successor.</p>		<p><b>Vacancies in Office Holders</b></p> <p>16. If any vacancy occurs in the office of President, Deputy President, Executive Director, or Designated Group Representatives, the Nominations Committee may propose a successor to the Board who may appoint a successor to hold office for the remainder of the term of office of their predecessor, and they may appoint a temporary substitute under the Bye-Law, pending the appointment by them of a successor.</p>	
	<p><b>Temporary Substitutes</b></p> <p>16. Council may from time to time by resolution appoint one of their number as a temporary substitute for the President, Deputy President, Honorary Treasurer, Honorary Secretary, Chairman of the Examinations Committee and any person so appointed shall for all the purposes of these Bye-Laws be deemed during the term of his appointment to be such officer.</p>		<p><b>Temporary Substitutes</b></p> <p>17. The Board may from time to time by resolution appoint one of their number as a temporary substitute for the President, Deputy President, Executive Director, Designated Group Representatives and any person so appointed shall for all the purposes of these Bye-Laws be deemed during the term of his appointment to be such officer.</p>	SUBSTITUTE Council with Board
	<p><b>Reciprocal Professional Representation</b></p> <p>17. Council may from time to time appoint as a member of Council on a reciprocal basis an approved representative of another professional body with whom the Institute has or is developing areas of mutual interest and benefit. Such person shall attend Council meetings by invitation only and not have any voting rights on matters of Council.</p>		<p><b>Reciprocal Professional Representation</b></p> <p>18. The Board may from time to time appoint as a member of the Board on a reciprocal basis an approved representative of another professional body with whom the Institute has or is developing areas of mutual interest and benefit. Such person shall attend Board meetings by invitation only and not have any voting rights on matters of the Board.</p>	SUBSTITUTE Council for Board.
	<p><b>Eligibility</b></p> <p>18. (a) The only members eligible for election or appointment to Council or any office of the Institute, and the only persons entitled to vote at any General or Extraordinary Meeting or in any election or ballot, shall be Fellows and Associates, and therefore wherever the context so requires in the Charter and these Bye-Laws all references to member (or voting member) shall be construed accordingly.</p> <p>(b) No person other than a member of Council retiring at the Annual General Meeting shall, unless recommended by Council,</p>		<p><b>Eligibility</b></p> <p>19.</p> <p>(a) Except for ex officio roles, the only members eligible for election or appointment to the Board or any office of the Institute, shall be Fellows and Associates, and therefore wherever the context so requires in the Charter and these Bye-Laws all references to member (or voting member) shall be construed accordingly.</p>	<p>SUBSTITUTE Council with Board.</p> <p>RE-LETTER for ease of reference.</p>

	be eligible for election to Council, unless, within the prescribed time before the day appointed for the Annual General Meeting, their nomination shall have been given to the Honorary Secretary either in writing or by electronic communication by at least two members duly qualified to vote, accompanied by the written consent of the person so nominated to be elected.		<p>(b) No person other than a member of the Board retiring at the Annual General Meeting shall, unless recommended by the Board, be eligible for election to The Board, unless, within the prescribed time before the day appointed for the Annual General Meeting, their nomination shall have been given to the Honorary Secretary either in writing or by electronic communication by at least two members duly qualified to vote, accompanied by the written consent of the person so nominated to be elected.</p> <p>(c) The persons entitled to vote at any General or Extraordinary Meeting or in any election or ballot shall include any Institute member.</p>	
	<p>Nominations</p> <p>19. Nominations for election to Council, and for the appointment of a President, Deputy President, Honorary Treasurer, Honorary Secretary and Chairman of the Examinations Committee shall be made either in writing or by electronic communication to the Secretariat not less than six weeks before the date fixed for the holding of the Annual General Meeting. Should the number of vacancies exceed the number of candidates nominated the remaining vacancies shall subject to the provisions of these Bye-Laws be filled by Council.</p>		<p><b>Nominations</b></p> <p>20. Nominations for election to the Board and for the appointment of:</p> <p>(a) a President,  (b) Deputy President,  (c) Designated Group Representatives, and/or  (d) Independent Members,</p> <p>shall be made either in writing or by electronic communication to the Institute's Executive not less than thirty (30) days before the date fixed for the holding of the Annual General Meeting. Should the number of vacancies exceed the number of candidates nominated the remaining vacancies shall subject to the provisions of these Bye-Laws be filled by The Board.</p>	<p>SUBSTITUTE Council with Board.</p> <p>INSERT List for nominations</p> <p>RE-LETTER for ease of reference.</p>
	<p>Meetings of Designated Group Members</p> <p>20. Designated Groups Representatives shall convene meetings of members at such times and places as they shall from time to time determine, for the purpose of discussing any business concerning their respective Designated Groups.</p>		<p><b>Meetings of Designated Group Members</b></p> <p>21. Designated Groups Representatives shall convene meetings of members at such times and places as the Institute Executive shall from time to time determine, for the purpose of discussing any business concerning their respective Designated Groups.</p>	
	<p>Election of Designated Group Representatives</p> <p>22. Election of Designated Group Representatives shall be by ballot conducted in the manner prescribed by Bye-Law 54 of these Bye-Laws. Only Fellows and Associates in the Designated Group concerned shall be entitled to vote. Such Designated Group Representatives shall retire at the Annual General Meeting after two years of office, shall retire at the Annual General Meeting</p>		<p><b>Election of Designated Group Representatives</b></p> <p>23. Election of Designated Group Representatives shall be by ballot conducted in the manner prescribed by Bye-Law 54 of these Bye-Laws. All Institute members in the Designated Group shall be entitled to vote. Such Designated Group Representatives shall retire at the Annual General Meeting after two years of office, shall retire at the Annual General Meeting</p>	<p>SUBSTITUTE 'Fellows and Associates' with 'all members'</p>



	after two years of office, shall retain office until their successor is appointed but they shall be eligible for re-election.		after two years of office, shall retain office until their successor is appointed but they shall be eligible for re-election.	
	<p>Independent Members</p> <p>23. Election of the Independent Members of Council shall be by vote of voting members conducted in the manner prescribed in Bye-Law 54 of these Bye-Laws. They shall be eligible for re-election and shall retain office until their successor is elected. Removal of Members of Council</p> <p>24. The Institute in General Meeting may remove any member of Council before the expiration of their period of office, and may by resolution appoint another member in their stead; but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed.</p>		<p><b>Independent Members</b></p> <p>24. Election of the Independent Members of the Board shall be by vote of voting members conducted in the manner prescribed in Bye-Law 54 of these Bye-Laws. They shall be eligible for re-election and shall retain office until their successor is elected.</p> <p><b>Removal of Board Members</b></p> <p>25. The Institute in General Meeting may remove any member of the Board before the expiration of their period of office, and may by resolution appoint another member in their stead; but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed.</p>	SUBSTITUTE Council with Board.
	<p>Meetings of Council</p> <p>25. Council may meet for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum, which shall not be less than three, necessary for the transaction of business. Except as is herein otherwise provided, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.</p>		<p><b>Board Meetings</b></p> <p>26. The Board may meet for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum, which shall not be less than three, necessary for the transaction of business. Except as is herein otherwise provided, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.</p>	SUBSTITUTE Council with Board. Chairman with Chair
	<p>26. On the request of the President or the Deputy President or of at least any three members of Council, the Honorary Secretary shall, at any time, summon a meeting of Council by at least seven days' notice served upon all members of Council. Communication of notices of such meetings shall be electronically to the preferred mailing address as last provided to the Secretariat of the Institute.</p>		<p>27. On the request of the President or the Deputy President or of at least any three Board members, the Executive Director shall, at any time, summon a Board meeting by at least seven (7) days' notice served upon all Board members. The communication of notices of such meetings shall be sent electronically to the preferred mailing address as last provided to the Secretariat of the Institute.</p>	SUBSTITUTE Council with Board.
	<p>Chairman</p> <p>27. The President or in his absence the Deputy President shall preside as Chairman at all meetings of Council but if at any meeting the President or Deputy President be not present within five minutes after the time appointed for holding the meeting or be unwilling to preside, the members of Council present shall choose someone of their number to be Chairman of the meeting.</p>		<p><b>Chair</b></p> <p>28. The President or in his absence the Deputy President shall preside as Chair at all Board meetings but if at any meeting the President or Deputy President be not present within five minutes after the time appointed for holding the meeting or be unwilling to preside, the members of The Board present shall choose someone of their number to be Chair of the meeting.</p>	SUBSTITUTE Chairman with Chair

	<p>Council may act by Quorum</p> <p>28. A meeting of Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Charter or these Bye-Laws for the time being vested in Council generally.</p>		<p><b>The Board may act by Quorum</b></p> <p>29. A meeting of The Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Charter or these Bye-Laws for the time being vested in The Board generally.</p>	
	<p>Appointment of Committees</p> <p>29. Council may delegate any of its powers to committees consisting of such member or members of Council as it thinks fit, and any committee so formed shall conform to any regulations imposed on it by Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Bye-Laws for regulating the meeting and proceedings of Council so far as applicable and so far as the same shall not be superseded by any regulations made by Council as aforesaid. The President, Deputy President, Honorary Secretary and Honorary Treasurer shall be ex officio members of all committees.</p>		<p><b>Appointment of Committees</b></p> <p>30. The Board may delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit, and any committee so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Bye-Laws for regulating the meeting and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. The President, Deputy President, and Executive Director shall be ex officio members of all committees.</p>	
	<p>Validity of Council Business</p> <p>30. All acts bona fide done by any meeting of Council or of any committee of Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or election of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or elected and was qualified to be a member of Council.</p>		<p><b>Validity of the Board Business</b></p> <p>31. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or election of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or elected and was qualified to be a member of the Board.</p>	SUBSTITUTE Council with Board
	<p>Minutes</p> <p>31. Council shall cause proper minutes to be made of the proceedings of all meetings of the Institute and of Council and of committees of Council, and of all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.</p>		<p><b>Minutes</b></p> <p>32. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Institute and of the Board and of committees of the Board, and of all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.</p>	SUBSTITUTE Council with Board 'Chairman' with 'Chair'.
	<p>Written Resolutions</p> <p>32. A resolution in writing signed, or by electronic means by all the members for the time being of Council or of any committee of Council shall be as valid and effectual as if it had been passed at a meeting of Council or of such committee duly convened and constituted.</p>		<p><b>Written Resolutions</b></p> <p>33. A resolution in writing signed, or by electronic means by all the members for the time being of The Board or of any committee of the Board shall be as valid and effectual as if it</p>	SUBSTITUTE Council with Board



			had been passed at a meeting of The Board or of such committee duly convened and constituted.	
	Executive Director 33. Council may appoint an Executive Director of the Institute upon such terms and with such duties as it may determine. The Executive Director will be deemed an Honorary Member of the Institute during their term of office with the same standing as an Associate or Fellow but may not use their designatory letters or title unless otherwise entitled by qualification.		<b>Executive Director (by whatever job title described)</b> 34. The Board may appoint an Executive Director of the Institute upon such terms and with such duties as it may determine. The Executive Director will be deemed an Honorary Member of the Institute during their term of office with the same standing as an Associate or Fellow but may not use their designatory letters or title unless otherwise entitled by qualification.	INSERT (by whatever job title described)  SUBSTITUTE Council with Board.
	Management 34. The business of the Institute shall be managed by Council who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute, except such as are required to be exercised in General Meeting and subject nevertheless to the provisions of the Charter and of these Bye-Laws and to such directions as may be given by the Institute in General Meeting. Provided that no direction made in General Meeting shall invalidate any prior act of Council which would have been valid if such direction had not been given.		<b>Management</b> 35. The business of the Institute shall be managed by the Board who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute, except such as are required to be exercised in General Meeting and subject nevertheless to the provisions of the Charter and of these Bye-Laws and to such directions as may be given by the Institute in General Meeting. Provided that no direction made in General Meeting shall invalidate any prior act of The Board which would have been valid if such direction had not been given.	SUBSTITUTE Council with Board
	The Seal 35. The Seal of the Institute shall not be affixed to any instrument except by the authority of a Resolution of Council and in the presence of at least three members of Council (one of whom shall be the President, Deputy President, Honorary Secretary or Executive Director or, in the unavoidable absence of the of the above, such other person as may be designated by Council), and the said members or such other person shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.		<b>The Seal</b> 36. The Seal of the Institute shall not be affixed to any instrument except by the authority of a Resolution of the Board and in the presence of at least three members of The Board (one of whom shall be the President, Deputy President or Executive Director or, in the unavoidable absence of the of the above, such other person as may be designated by The Board), and the said members or such other person shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.	DELETE: Hon. Secretary  SUBSTITUTE Council with Board.
	Annual Meetings 36. A General Meeting (to be called the Annual General Meeting) shall be held once in every calendar year at such time and place as may be determined by Council and every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. General Meetings other than the Annual General Meetings shall be called Extraordinary Meetings.		<b>Annual Meetings</b> 37. A General Meeting (to be called the Annual General Meeting) shall be held once in every calendar year at such time and place as may be determined by the Board and every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. General Meetings other than the Annual General Meetings shall be called Extraordinary Meetings.	SUBSTITUTE Council with Board

	<p><b>Extraordinary Meetings</b></p> <p>37. Council may call an Extraordinary Meeting whenever it thinks fit and Extraordinary Meetings shall also be convened on the requisition by members of the Institute representing not less than one-tenth of the total voting rights of all the members having a right at the date thereof to vote at General Meetings, provided that such requisitionists shall state the object of the meeting and such requisition shall be signed by the requisitionists and shall be deposited with the Honorary Secretary. If Council fails to call an Extraordinary Meeting within twenty-one days after deposit of the requisition, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene a meeting, provided that such meeting is convened within three months from the expiration of the said twenty-one days. Where a meeting has been convened by the requisitionists themselves any expenses incurred by them shall be reimbursed to them by the Institute.</p>		<p><b>Extraordinary Meetings</b></p> <p>38. The Board may call an Extraordinary Meeting whenever it thinks fit and Extraordinary Meetings shall also be convened on the requisition by members of the Institute representing not less than one-tenth of the total voting rights of all the members having a right at the date thereof to vote at General Meetings, provided that such requisitionists shall state the object of the meeting and such requisition shall be signed by the requisitionists and shall be deposited with the Honorary Secretary. If The Board fails to call an Extraordinary Meeting within twenty-one days after deposit of the requisition, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene a meeting, provided that such meeting is convened within three months from the expiration of the said twenty-one days. Where a meeting has been convened by the requisitionists themselves any expenses incurred by them shall be reimbursed to them by the Institute.</p>	<p>SUBSTITUTE Council for Board</p>
	<p><b>Business</b></p> <p>39. All business at Extraordinary Meetings and at the Annual General Meeting shall be deemed special, except the following business at the Annual General Meeting namely:</p> <p>(a) the consideration of the Income and Expenditure Account and Balance Sheet;</p> <p>(b) the consideration of the reports of Council and of the Auditor or Auditors;</p> <p>(c) the election and appointment of members of Council and of officers in place of those retiring; and</p> <p>(d) the appointment of the Auditor or Auditors.</p>		<p><b>Business</b></p> <p>40. All business at Extraordinary Meetings and at the Annual General Meeting shall be deemed special, except the following business at the Annual General Meeting namely:</p> <ul style="list-style-type: none"> <li>i) the consideration of the Income and Expenditure Account and Balance Sheet;</li> <li>ii) the consideration of the reports of The Board and of the Auditor or Auditors;</li> <li>iii) the election and appointment of members of The Board and of officers in place of those retiring; and</li> <li>iv) the appointment of the Auditor or Auditors.</li> </ul>	<p>SUBSTITUTE Council for Board</p>
	<p><b>Chairman</b></p> <p>43. The President, or in his absence the Deputy President, of the Institute shall take the Chair at every General Meeting, but, if those offices be vacant, or, if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be present but unwilling to take the Chair, the members present and entitled to vote shall choose some member of Council, or if no such Council member be present, or if all the members of Council present decline to take the Chair, some member of the Institute who is entitled to vote, to take the Chair.</p>		<p><b>Chairman</b></p> <p>44. The President, or in his absence the Deputy President, of the Institute shall take the Chair at every General Meeting, but, if those offices be vacant, or, if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be present but unwilling to take the Chair, the members present and entitled to vote shall choose some member of The Board, or if no such the Board member be present, or if all the members of The Board present decline to take the Chair, some member of the Institute who is entitled to vote, to take the Chair.</p>	<p>SUBSTITUTE Council with Board. Chairman with Chair.</p>

	<p><b>Qualification of Members to Vote</b></p> <p>50. No person other than a Fellow or Associate duly admitted or elected and who shall not be in arrears by more than three months in the payment of any subscription or other sum payable by them to the Institute shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at any General or Extraordinary Meeting of the Institute.</p>		<p><b>Qualification of Members to Vote</b></p> <p>51. Any individual member duly admitted or elected and who shall not be in arrears in the payment of any subscription or other sum payable by them to the Institute shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at any General or Extraordinary Meeting of the Institute.</p>	<p>SUBSTITUTE</p> <p>‘Fellow or Associate’ with ‘individual member’</p> <p>DELETE : by more than three months</p>
	<p><b>Voting: Election of Designated Group Representatives and Independent Members</b></p> <p>54. Voting papers shall be in the form from time to time prescribed by Council and shall include all nominations for Designated Group Representatives and Independent Members made in compliance with these Bye-Laws and shall be served on the voting members by the Honorary Secretary in the manner prescribed by Bye-Laws 61 and 62 of these Bye-Laws for service of notices. The voting returns shall be examined by two independent scrutineers at any time after 10 a.m. on the day preceding the Annual General Meeting, and the result of the scrutiny shall be reported to the said Meeting by the Hon Secretary. No voting paper shall be accepted by the scrutineers after 10 a.m. on the day preceding the Annual General Meeting when the poll shall be declared closed. If the occurrence of a tie renders it necessary to decide between two candidates, then in the case of Independent Members the election shall be determined by a show of hands at the Annual General Meeting. In the case of Designated Group Representatives, the election shall be determined by a further vote of the Designated Group.</p>		<p><b>Voting: Election of Designated Group Representatives and Independent Members</b></p> <p>55. Voting papers shall be in the form from time to time prescribed by the Board and shall include all nominations for Designated Group Representatives and Independent Members made in compliance with these Bye-Laws and shall be served on the voting members by the Executive Director in the manner prescribed by Bye-Laws 61 and 62 of these Bye-Laws for service of notices. The voting returns shall be examined by two independent scrutineers at any time after 10 a.m. on the day preceding the Annual General Meeting, and the result of the scrutiny shall be reported to the said Meeting by the Executive Director. No voting paper shall be accepted by the scrutineers after 10 a.m. on the day preceding the Annual General Meeting when the poll shall be declared closed. If the occurrence of a tie renders it necessary to decide between two candidates, then in the case of Independent Members the election shall be determined by a show of hands at the Annual General Meeting. In the case of Designated Group Representatives, the election shall be determined by a further vote of the Designated Group.</p>	<p>SUBSTITUTE</p> <p>Honorary Secretary with Executive Director</p> <p>INSERT</p> <p>Director</p>
	<p><b>Books</b></p> <p>55. Council shall cause books of account to be kept with respect to:</p> <p>(a) the assets and liabilities of the Institute; and</p> <p>(b) the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place; and</p> <p>(c) all sales and purchases of goods by the Institute, so far as is necessary, to give a true and fair view of the state of the Institute's affairs and to explain its transactions.</p>		<p><b>Books</b></p> <p>56. The Board shall cause books of account to be kept with respect to:</p> <p>i) the assets and liabilities of the Institute; and</p> <p>ii) the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place; and</p> <p>iii) all sales and purchases of goods by the Institute, so far as is necessary, to give a true and fair view of the state of the Institute's affairs and to explain its transactions.</p>	<p>SUBSTITUTE</p> <p>Council with Board</p>

	<p>Custody</p> <p>56. The books of account shall be kept at the offices of the Institute or at such other place or places as Council shall think fit, and shall always be open to the inspection of the members of Council.</p>		<p><b>Custody</b></p> <p>57. The books of account shall be kept at the offices of the Institute or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.</p>	<p>SUBSTITUTE</p> <p>Council with Board</p>
	<p>Annual Account</p> <p>58. Once at least in every year Council shall present to the Institute at the Annual General Meeting an Income and Expenditure Account for the period since the last preceding Account together with a Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by a report of Council and a report of the Auditor(s) and copies of such Account, Balance Sheet and reports shall not less than twenty-one days before the meeting be made available to members by such means as are currently accepted, such as posting on an electronic members site or similar. The Auditors' report shall be available at the Annual General Meeting.</p>		<p><b>Annual Account</b></p> <p>59. Once at least in every year the Board shall present to the Institute at the Annual General Meeting an Income and Expenditure Account for the period since the last preceding Account together with a Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by a report of the Board and a report of the Auditor(s) and copies of such Account, Balance Sheet and reports shall not less than twenty-one days before the meeting be made available to members by such means as are currently accepted, such as posting on an electronic members site or similar. The Auditors' report shall be available at the Annual General Meeting.</p>	<p>SUBSTITUTE</p> <p>Council with Board</p>
	<p>Receipts</p> <p>59. The Treasurer shall keep, or cause to be kept, a proper account of the receipts and expenditure of the Institute, and of the matters in respect of which such receipt and expenditure take place, and of the property, assets and liabilities of the Institute, in books to be provided for the purpose and shall produce the account books, properly posted up, when required by Council.</p>		<p><b>Receipts</b></p> <p>60. The Executive Director shall keep, or cause to be kept, a proper account of the receipts and expenditure of the Institute, and of the matters in respect of which such receipt and expenditure take place, and of the property, assets and liabilities of the Institute, in books to be provided for the purpose and shall produce the account books, properly posted up, when required by the Board.</p>	<p>INSERT</p> <p>Director</p>
	<p>Auditors</p> <p>61. Auditors shall be appointed at each Annual General Meeting to hold office from the conclusion of that, until the next Annual General Meeting.</p>		<p><b>Auditors</b></p> <p>62. Auditors shall be appointed at each Annual General Meeting to hold office from the conclusion of that, until the next Annual General Meeting and in accordance with the Auditor rotation policy.</p>	
	<p>Notices</p> <p>Communication</p> <p>62. A notice may be served by the Institute upon any member, either personally or by any acceptable method as deemed appropriate by Council.</p>		<p><b>Notices</b></p> <p>63. A notice may be served by the Institute upon any member, either personally or by any acceptable method as deemed appropriate by The Board.</p>	<p>SIBSTITUTE</p> <p>Council with Board</p>
	<p>Expenses</p> <p>64. The members of Council, the Auditor or Auditors, Honorary Treasurer, Honorary Secretary and other officers and the Executive Director shall be indemnified by the Institute from all</p>		<p><b>Expenses</b></p> <p>65. The members of the Board, the Auditor or Auditors, and the Executive Director shall be indemnified by the Institute from all</p>	<p>SUSTITUTE</p> <p>Council with Board</p>

	losses and reasonable expenses incurred by them in or about the discharge of their respective duties.		losses and reasonable expenses incurred by them in or about the discharge of their respective duties.	
	<p>Limited Liability</p> <p>65. Neither the Executive Director nor any officers or members of Council shall be liable for the acts or defaults of any other officer or member of Council, or member or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Institute, or to any other person arising out of the acts or proceedings of the Institute.</p>		<p><b>Limited Liability</b></p> <p>66. Neither the Executive Director nor any officers or members of the Board shall be liable for the acts or defaults of any other officer or member of the Board, or member or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Institute, or to any other person arising out of the acts or proceedings of the Institute.</p>	SUBSTITUTE Council with Board
	<p>Subscriptions</p> <p>66. Council shall for the purpose of meeting the financial commitments, or expected commitments, of the Institute and with the approval of the members entitled to vote at each Annual General Meeting fix the amount of any appropriate fees and subscriptions to take effect from 1st January of the year next following.</p>		<p><b>Subscriptions</b></p> <p>67. The Board shall for the purpose of meeting the financial commitments, or expected commitments, of the Institute and with the approval of the members entitled to vote at each Annual General Meeting fix the amount of any appropriate fees and subscriptions to take effect from 1st January of the year next following.</p>	SUBSTITUTE Council with Board
	<p>Property of the Institute</p> <p>67. Council may invest or apply all money and other property liable to be invested on behalf of the Institute without being responsible for any loss occasioned thereby, to the intent that Council shall have the same full unrestricted power of investing and varying investments in all respects as if it were the absolute owner beneficially entitled. Council shall, if it considers it appropriate to do so in respect of any exercise of its powers in accordance with this Bye-Law, seek appropriate professional advice in respect of any investment or proposed investment. The remuneration of any such adviser shall be fixed by Council.</p>		<p><b>Property of the Institute</b></p> <p>68. The Board may invest or apply all money and other property liable to be invested on behalf of the Institute without being responsible for any loss occasioned thereby, to the intent that The Board shall have the same full unrestricted power of investing and varying investments in all respects as if it were the absolute owner beneficially entitled. The Board shall, if it considers it appropriate to do so in respect of any exercise of its powers in accordance with this Bye-Law, seek appropriate professional advice in respect of any investment or proposed investment.</p>	SUBSTITUTE Council with Board
	<p>The Media</p> <p>68. No member shall co-operate in any press or media project or activity, including in any radio or television programme, about the affairs of the Institute whether by way of advice on the script or otherwise unless the approval of Council has previously been obtained. No statement shall be issued to the Media for publication or otherwise by any member with reference to anything in connection with the Institute as emanating from the Institute, unless the written authority of the President, Deputy President or Executive Director has previously been obtained.</p>		<p><b>The Media</b></p> <p>69. No member shall co-operate in any press or media project or activity, including in any radio, television, programme social media or other on-line medium, about the affairs of the Institute whether by way of advice on the script or otherwise unless the approval of the Board has previously been obtained. No statement shall be issued to the Media for publication or otherwise by any member with reference to anything in connection with the Institute as emanating from the Institute, unless the written authority of the President, Deputy President or Executive Director has previously been obtained.</p>	<p>INSERT</p> <p>, Social media or other on-line medium</p>

CONFIDENTIAL

## Appx. 9: Schedule Of Amendments (The Code Of Professional Conduct)

Pg No	Professional Conduct – Original document	Pg No	Professional Conduct – Revised document	Change/Purpose
	<p>Central to the role of the Chartered Institute of Loss Adjusters (“CILA” or “the Institute”) is providing guidance on the standards of professionalism expected of members. These are set out in this Guide to Professional Conduct (“the Guide”) which is subsidiary to the Institute’s Royal Charter (“Charter”) and Bye-Laws.</p> <p>A principal objective of the Charter is to maintain high standards of professional practice. Under Article 2(m) of the Charter, the Institute is required to ensure that members’ conduct is compliant with the Guide (appropriate disciplinary measures to which members may be subject for breach of the Guide are set out in the Charter.)</p> <p>This Guide uses the term “member” to include all classes of CILA membership (as detailed under Article 5 of the Charter), “member’s firm” to mean the firm employing a member, and “client” to mean the party that pays a professional fee in respect of the member’s professional activity.</p>		<p>All members of the Chartered Institute of Loss Adjusting (CILA) are expected to behave according to the CILA Code of Professional Conduct.</p> <p>Central to the role of the Chartered Institute of Loss Adjusting (“CILA” or “the Institute”) is providing and enforcing standards of professionalism expected of members. These are set out in this Code of Professional Conduct (“the Code”), which is subsidiary to the Institute’s Royal Charter (“Charter”) and Bye-Laws.</p> <p>A principal objective of the Charter is to maintain high standards of professional practice. Under Article 2(m) of the Charter, the Institute is required to ensure that members’ conduct is compliant with the Code (appropriate disciplinary measures to which members may be subject for breach of the Code are set out in the Charter.)</p> <p>This Code uses the following terms:</p> <ul style="list-style-type: none"> <li>(a) “member” to include all classes of CILA membership (as detailed under Article 5 of the Charter),</li> <li>(b) “member’s practice, division or company” to mean the member’s employer, and</li> <li>(c) “client” to mean the party that pays a professional fee in respect of the member’s (or “member’s practice, division or company”) professional activity.</li> </ul>	<p>RE-LETTER for ease of reference.</p> <p>INSERT reference to ‘practice, division or company’ to reflect Corporate Membership.</p> <p>SUBSTITUTE reference to Code rather than Guide.</p> <p>SUBSTITUTE reference to Chartered Institute of Loss Adjusting rather than ‘Loss Adjusters’.</p>
	<p>Conflicts of interest are not resolved by use of an information barrier (sometimes termed a “firewall”). An information barrier is properly used to prevent the disclosure of confidential information. (For further details, see section 4). Members must never have a financial interest in the outcome of a claim that they are handling e.g. shareholding or other ownership or beneficial rights in a client, their customer or other material party to a claim. Members and members’ firms must be transparent with their clients, the client’s customers and other material parties to a claim regarding any perceived or improper advantage that they receive which arises from a claim, and seek their informed consent to keep such a benefit. For example, members and members’ firms must declare any benefit received from the</p>		<p>Conflicts of interest are not resolved by use of an information barrier (sometimes termed a “firewall”). An information barrier is properly used to prevent the disclosure of confidential information. Members must never have a financial interest in the outcome of a claim that they are handling e.g. shareholding or other ownership or beneficial rights in a client, their customer or other material party to a claim. Members and members’ practice, division or company must be transparent with their clients, the client’s customers and other material parties to a claim regarding any perceived or improper advantage that they receive which arises from a claim, and seek their informed consent to keep such a benefit. For example, members and members’ practice, division or company must declare any</p>	



	introduction of a supplier, contractor or service provider on a claim.		benefit received from the introduction of a supplier, contractor or service provider on a claim.	
	<p><b>Confidentiality</b> Members acquire and hold confidential information, including information subject to data protection and other laws, and ensure that such information is not deliberately or accidentally disclosed to unauthorised third parties. Confidential information cannot be used by members for personal advantage; the information must be used solely for the benefit of the parties in respect of whom it was obtained.</p> <p>The duty to preserve confidentiality continues indefinitely and so is not dependant on the continuance of the relationship during which the information was received, even after the termination of the client's retainer. Members or member's firm may only act against a former client or for a party opposed to a former client if they are able to do so without disclosing confidential information obtained from the former client.</p> <p>Where members believe that they are under a legal duty to disclose confidential information they must verify that duty by seeking independent appropriate advice. Members may also wish to consult with others with demonstrable subject matter expertise within their firm.</p>		<p><b>Confidentiality</b> Members acquire and hold confidential information, including information subject to data protection and other laws, and ensure that such information is not deliberately or accidentally disclosed to unauthorised third parties. Confidential information cannot be used by members for personal advantage; the information must be used solely for the benefit of the parties in respect of whom it was obtained.</p> <p>The duty to preserve confidentiality continues indefinitely and so is not dependant on the continuance of the relationship during which the information was received, even after the termination of the client's retainer. Members or member's firm may only act against a former client or for a party opposed to a former client if they are able to do so without disclosing confidential information obtained from the former client.</p> <p>Where members believe that they are under a legal duty to disclose confidential information they must verify that duty by seeking independent appropriate advice. Members may also wish to consult with others with demonstrable subject matter expertise within their practice, division or company.</p>	
	<p><b>Complaints – Member Responsibilities</b> A member must report any reasonably held belief that another member has potentially or actually breached the Guide. The Institute's complaints handling procedure is available on the CILA website.</p> <p>The Institute may request from any member or member's firm such reasonable information, explanation, documents and records as are required to enable it to investigate a complaint. Once a member is aware that they are the subject of a complaint to the CILA they must promptly inform their firm and consent to the provision of reasonably requested data / documentation.</p> <p>Members must cooperate with the Institute and its appointed representatives in their investigation of a complaint. This includes but is not limited to acting in a transparent and collaborative manner.</p>		<p><b>Complaints – Member Responsibilities.</b> A member must report any reasonably held belief that another member has potentially or actually breached the Code. The Institute's complaints handling procedure is available on the CILA website.</p> <p>The Institute may request from any member or member's firm such reasonable information, explanation, documents and records as are required to enable it to investigate a complaint. Once a member is aware that they are the subject of a complaint to the CILA they must promptly inform their firm and consent to the provision of reasonably requested data / documentation.</p> <p>Members must cooperate with the Institute and its appointed representatives in their investigation of a complaint. This includes but is not limited to acting in a transparent and collaborative manner.</p>	<p>SUBSTITUTE</p> <p>Guide with Code</p>



	The Institute will approach any investigation and its conclusions with objectivity and fairness and will share its conclusions with its member in the first instance. The Institute will also communicate the outcome to the complainant as appropriate		The Institute will approach any investigation and its conclusions with objectivity and fairness and will share its conclusions with its member in the first instance. The Institute will also communicate the outcome to the complainant as appropriate.	
	<p>The Institute</p> <p>Members should seek to support and promote the Institute and its objectives and ensure that their behaviour does not reflect unfavourably on the Institute.</p> <p>Members or members' firms may not use or display the Institute's crest or logo without the written permission of the Institute. The holding of any office with the Institute may not be used to promote member or member's firm. Permission may be removed by letter or other electronic means by the Institute at any time.</p>		<p><b>The Institute</b></p> <p>Members should seek to support and promote the Institute and its objectives and ensure that their behaviour does not reflect unfavourably on the Institute.</p> <p>Members or members' practice, division or company may not use or display the Institute's crest or logo without the written permission of the Institute. The holding of any office with the Institute may not be used to promote member or member's firm. Permission may be removed by letter or other electronic means by the Institute at any time.</p> <p>Members may not make any statement, comment or in any way appear to represent the Institute to any party without the prior written agreement of the Institute in every instance.</p>	