

## Proposals to amend the AMII Constitution



Proposed by Larry Bulmer, ADVO Group Limited  
Seconded by Claire Ginnelly, Premier Choice Healthcare Limited

### **Introduction to Proposals from Stuart Scullion, AMII Chairman**

Dear Member,

Your AMII executive committee have been reviewing the AMII Constitution to ensure it continues to reflect the regulatory and operational requirements to run the Association effectively.

AMII Chairman, Stuart Scullion, and the executive committee are committed to ensuring the Association runs in a democratic way with each of the participating members having a single vote in the affairs of the Association. Currently Corporate members do not participate in voting rights. They play an active and positive part in the affairs of the Association, both in terms of their financial support and their participation in the Provider Focus Group which is crucial if we are to be seen to be the voice of the health and wellbeing industry. Your executive committee strongly supports the vote in favour of allowing Corporate Members equal voting rights.

Furthermore we would ask you to similarly support that Corporate Members are also able to serve as honorary officers of the Association.

Honorary officers, including the position of Chairman, are performed free of charge with the support of businesses and employers to enable the individuals to perform their duty. These roles require the attendance at numerous meetings and can be time consuming. In order to ensure the continued development of AMII as the voice of the health and wellbeing industry your committee would ask your support to amend the Constitution to allow flexibility to pay Honorary Officers in the event this is required.

The executive committee has also taken this opportunity to update other clauses in the Constitution to reflect changes to the regulator, banking arrangements and the authority to authorise payments. The executive committee also proposes to amend the Constitution to allow proxy voting on any future amendments to the Constitution to enable the widest participation of the membership in the running of the Association.

If you would like to discuss any of these proposals, which are scheduled to be voted upon at the forthcoming AMII Health & Wellbeing Summit on 23<sup>rd</sup> of November 2016 please contact your AMII Chairman, Stuart Scullion by email at [stuart.scullion@pshp.co.uk](mailto:stuart.scullion@pshp.co.uk) or AMII General Secretary, Michael Payne at [michaelpayne654@btinternet.com](mailto:michaelpayne654@btinternet.com)

Thank you for your support

Best wishes,

A handwritten signature in black ink, appearing to read 'Stuart Scullion', written over a horizontal line.

Stuart

## Proposed amendments:

### Proposal 1 – Corporate Member Voting Rights

1. It is proposed that the constitution of the Association of Medical Insurers and Intermediaries (the “Association”) be altered to allow Corporate Members the same voting rights as Full Members; by:
  - 1.1 the deletion of clause 3.3.1 (‘Corporate members shall not be entitled to vote at general meetings’) in its entirety;

### Proposal 2 – Corporate Members and Honorary Members rights to serve as honorary officers of the Association

2. It is proposed that the constitution of the Association of Medical Insurers and Intermediaries (the “Association”) be altered to allow Corporate Members and Honorary Members the same rights as Full Members to be eligible to serve on the Executive Committee; by:
  - 2.1 amending clause 5.4 by the addition of the words “corporate members and honorary members” after the words ‘only full members’ at the start of the first line;
  - 2.2 amending clause 5.6.1 by the addition of the words “corporate members or honorary members” after the words ‘who shall be full members’;
  - 2.3 the deletion of clause 5.6.2 (‘The Corporate Members may elect one of their members to the Committee to be elected annually at the Annual General Meeting and to serve for a period not exceeding two (2) years. The person so elected shall be entitled to vote at the Committee’) in its entirety;
  - 2.4 renumbering the current clause 5.6.3 to 5.6.2.
  - 2.5 amending clause 7.1 by the addition of the words ‘corporate members and honorary members’ after the words ‘the election of full members’ in the second sentence;
  - 2.6 amending clause 7.1 by the deletion of the words ‘including the approval or election (should the need arise) of a Corporate Member to the Committee’ from the second sentence.

### Proposal 3 – Flexibility for Committee to pay Honorary Officers

3. It is proposed that the constitution of the Association of Medical Insurers and Intermediaries (the “Association”) be altered to allow the Committee the flexibility to pay Honorary Officers, by:
  - 3.1 amending clause 5.9.1 by deleting the words ‘who is co-opted or tasked with a special project’

### Proposal 4 – Allow Proxy Voting for Constitutional Amendments

4. It is proposed that the constitution of the Association of Medical Insurers and Intermediaries (the “Association”) be altered to allow proxy voting for Constitutional amendments, by:
  - 4.1 amending clause 8.2 by deleting the words ‘11 and’ from the phrase ‘Arrangements for proxy voting may from time to time be made by the Committee provided that no such arrangements shall be made with regard to clause 11 and 12’;
  - 4.2 amending clause 11 by deleting the words ‘present and’ from the phrase “...the constitution may be altered by resolution passed by not less than two thirds of the members present and voting at a general meeting”;

## Proposal 5 – Change of industry regulator

5. It is proposed that the constitution of the Association of Medical Insurers and Intermediaries (the “Association”) be altered to recognise the FCA or any future body as the industry regulator, by:
- 5.1 amending clause 3.1.1 by substituting the words ‘FSA’ with the words ‘FCA or any other industry regulator as may supersede it’.

## Proposal 6 – Change of banking arrangements

6. It is proposed that the constitution of the Association of Medical Insurers and Intermediaries (the “Association”) be altered to reflect current banking arrangements and the processing of payments by all methods, not just cheques, by:

- 6.1 the amendment of clause 10.2 in its entirety with the following new wording:

“10.2 A bank account shall be operated in the name of the Association with NatWest Bank, 9 York Buildings, Cornhill, Bridgwater, Somerset, TA6 3BA, or with such other bank as the Committee shall from time to time decide. All payments must be authorised by either the chair, vice chair, secretary or treasurer, and all payments of a value of or over £2000 must be authorised by two of those signatories’.

**The Executive recommends that Members vote FOR each of these proposals.**

**END OF PROPOSALS**

To assist members with the consideration of these amendments, the relevant current and proposed new wordings are detailed below, where they are not included in full within the proposal:

## Clause 3.1.1

### Current wording:

3.1.1 Insurance intermediaries who specialise in the sale of private medical insurance and who meet the criteria of this clause and who have paid the annual subscription as laid down from time to time by the Committee (as described in clause 5) and who maintain adequate solvency and regulatory financial controls as set out by the **FSA** from time to time

### Proposed new wording

3.1.1 Insurance intermediaries who specialise in the sale of private medical insurance and who meet the criteria of this clause and who have paid the annual subscription as laid down from time to time by the Committee (as described in clause 5) and who maintain adequate solvency and regulatory financial controls as set out by the **FCA or any other industry regulator as may supersede it** from time to time

## Clause 5.4

### Current wording

5.4 Only full members of the Association whether individual or representative shall be eligible to serve as honorary officers or members of the Committee.

### Proposed new wording:

5.4 Only full members, **corporate members and honorary members** of the Association whether individual or representative shall be eligible to serve as honorary officers or members of the Committee.

## Clause 5.6.1

### Current wording

5.6.1 In addition to the members being so elected and to those serving by virtue of clause 5.7 the Committee may co-opt up to two further members who shall be full members of the Association whether individual or representative or a combination of both and who shall serve until the conclusion of the next Annual General Meeting after individual co-option provided that the number of co-opted members shall not exceed one third of the total membership of the Committee.

### Proposed new wording:

5.6.1 In addition to the members being so elected and to those serving by virtue of clause 5.7 the Committee may co-opt up to two further members who shall be full members, **corporate members or honorary members** of the Association whether individual or representative or a combination of both and who shall serve until the conclusion of the next Annual General Meeting after individual co-option provided that the number of co-opted members shall not exceed one third of the total membership of the Committee.

## Clause 5.9.1

### Current wording

5.9.1 The Committee shall appoint and fix the remuneration of staff (not being members of the Committee) and any member of the Committee **who is co-opted or tasked with a special project** as may in its opinion be necessary.

### Proposed new wording:

5.9.1 The Committee shall appoint and fix the remuneration of staff (not being members of the Committee) and any member of the Committee as may in its opinion be necessary.

## **Clause 7.1**

### **Current wording**

7.1 Once a year an Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least twenty-one clear days' notice shall be given in writing by the secretary to each member. At such Annual General Meeting the business shall include the election of honorary officers; the election of full members to serve on the Committee *including the approval or election (should the need arise) of a Corporate Member to the Committee*; the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited or examined accounts; and the transaction of such other matters as may from time to time be necessary.

### **Proposed new wording:**

7.1 Once a year an Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least twenty-one clear days' notice shall be given in writing by the secretary to each member. At such Annual General Meeting the business shall include the election of honorary officers; the election of full members, *corporate members and honorary members* to serve on the Committee; the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited or examined accounts; and the transaction of such other matters as may from time to time be necessary.

## **Clause 10.2**

### **Current wording**

10.2 A bank account shall be operated in the name of the Association with Lloyds TSB Bank plc or 8 Ock Street, Abingdon, Oxfordshire, OX14 5AP. or with such other bank as the Committee shall from time to time decide. All cheques must be signed by either the chair, vice chair, secretary or treasurer and all cheques of a value of or over £2000 must be signed by two of those signatories.

### **Proposed new wording**

10.2 A bank account shall be *operated* in the name of the Association with *NatWest Bank, 9 York Buildings, Cornhill, Bridgwater, Somerset, TA6 3BA.* or with such other bank as the Committee shall from time to time decide. All *payments* must be *authorised* by either the chair, vice chair, secretary or treasurer and all *payments* of a value of or over £2000 must be *authorised* by two of those signatories.

## **Clause 11**

### **Current wording**

11 Subject to the following provisions of this clause the constitution may be altered by resolution passed by not less than two thirds of the members *present and* voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alterations proposed.

### **Proposed new wording**

11 Subject to the following provisions of this clause the constitution may be altered by resolution passed by not less than two thirds of the members voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alterations proposed.

## **Clause 3.3.2 (proposal to remove in its' entirety)**

### **Current wording**

3.3.2 Corporate members shall not be entitled to vote at general meetings.

## **Clause 5.6.2 (proposal to remove in its' entirety)**

### **Current wording**

5.6.2 The corporate members may elect one of their members to the Committee to be elected annually at the Annual General Meeting and to serve for a period not exceeding two (2) years. The person so elected shall be entitled to vote at the Committee.

**Members wishing to obtain a complete copy of the current Constitution of the Association of Medical Insurers and Intermediaries should email the General Secretary:**

**[michaelpayne654@btinternet.com](mailto:michaelpayne654@btinternet.com)**