

CONSTITUTION OF THE ASSOCIATION OF MEDICAL INSURERS AND INTERMEDIARIES

1. NAME

The name of the Association is the Association of Medical Insurers and Intermediaries (“the Association”)

2. OBJECTS AND POWERS

2.1 The Association is established:

- To promote and maintain high standards of professional and ethical conduct.
- To promote and support the regulatory standards required by the industry regulator.
- To promote public and market awareness of the role of specialist Independent Health & Wellbeing Insurance intermediaries.
- To develop relationships with Health & Wellbeing insurers and related industry bodies.
- To support as and when appropriate (in the view of the executive committee) any member in legitimate dispute or grievance with Health & Wellbeing insurance companies or product providers.
- To set, promote and maintain entry qualifications and monitor approved Standards for the specialist Health & Wellbeing Insurance Intermediary.
- To act as a market voice for the specialist Independent Health & Wellbeing Insurance Intermediary

2.2 In furtherance of such objects but not otherwise, the Association may:

2.2.1 Employ and pay any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;

2.2.2 Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof for the benefit of the Association membership, the Health & Wellbeing Insurance Industry and the public;

2.2.3 Arrange, provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;

2.2.4 Collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas;

2.2.5 Raise funds and invite and receive contributions from any person, company or organisation whatsoever by way of subscriptions or otherwise;

2.2.6 Carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Association or is ancillary or incidental to the carrying out of the objects;

2.2.7 Cause to be written and printed or otherwise produced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio, visual or both) as shall further the said object;

2.2.8 Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings or erections necessary for the work of the Association;

2.2.9 Make regulations for any property which may be so acquired;

2.2.10 Subject to such consents as may be required by law, sell, lease or otherwise dispose of all or any of the property or assets of the Association.

2.2.11 Accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit;

2.2.12 Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary;

2.2.13 Invest the money of the Association not immediately required for the said object in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;

2.2.14 Do all such other lawful things as are necessary for the attainment of such objects;

2.2.15 Establish where necessary local branches (whether autonomous or not);

3. MEMBERSHIP

3.1 Full membership of the Association shall be open to:

3.1.1 Insurance intermediaries who specialise in the sale of Health & Wellbeing insurances 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 from time to time by the FCA or any other industry regulator as may supersede it.

3.1.2 Insurance intermediaries who as individuals or firms or companies, are directly or indirectly authorised by the industry regulator.

3.1.3 Insurance intermediaries directly or indirectly who should hold a minimum of six agencies with Health & Wellbeing Insurers.

3.1.4 Insurance intermediaries who have a minimum of two years' independent Health & Wellbeing insurance experience or have qualified by way of examination recognised by the Committee.

3.1.5 National, international, local, voluntary or other non-profit-distributing organisations, whether corporate or unincorporated which are interested in furthering such work and have paid their annual subscription.

3.2 Associate membership of the Association shall be open to individuals or organisations working in the Health & Wellbeing insurance industry but not otherwise qualified under clause 3.1 and who have paid the appropriate annual subscription as laid down from time to time by the Committee.

3.2.1 Associate members shall not be entitled to vote.

3.3 Corporate membership of the Association shall be open to corporate bodies operating in the Health & Wellbeing insurance industry and who have paid the appropriate annual subscription as laid down from time to time by the Committee.

3.4 Each member organisation which is a Full Member shall appoint one individual person to represent it and vote on its behalf at general meetings of the Association. In the event of such individual person resigning or otherwise leaving an organisation he or she shall immediately cease to be a representative of such organisation. Each member organisation may appoint:

3.4.1 A deputy to replace its appointed representative if the appointed representative is unable to attend any particular meeting of the Association; and

3.4.2 Observers (who shall not be entitled to vote) to attend any such meetings.

3.5 Honorary members may be appointed at the discretion of the Committee. Honorary members shall be considered in all respects to be full members and entitled to vote and shall serve until the conclusion of the next Annual General Meeting.

3.6 The Committee shall have the right:

3.6.1 To approve or reject applications for new membership or for renewal of membership as they shall in their absolute discretion decide and shall not be obliged to give reasons for such approval or rejection; and

3.6.2 For good and sufficient reason, including but not limited to failure to adhere to the Association Code of Ethics and Conduct, to terminate the membership of any individual or organisational member. The individual concerned or the individual representative of such organisational member (as the case may be) shall have the right to be heard in person before the decision is made by the Committee or by a panel convened for the purpose by the Chairman and consisting of the Chairman and not less than two other members of the Committee, provided that the Committee or the panel convened by the Chairman shall have the power in appropriate cases to suspend the membership of the individual or organisational

member pending such hearing in person. The conduct of such a hearing shall be at the discretion of the Chairman and the decision of such hearing shall be final and binding.

3.6.3 In the event that membership fees remain unpaid more than three months after the date the initial invoice was issued, the membership of the individual or organisational member concerned will lapse.

3.6.4 If a member in any of the categories of membership defined in clauses 3.1, 3.2 or 3.3 shall be adjudicated bankrupt, or being a company, shall be wound up, placed in administration or enter into voluntary or compulsory liquidation, the membership of that person or company shall terminate with immediate effect.

4. HONORARY OFFICERS

4.1 At the Annual General Meeting mentioned below the Association shall elect a chair, vice chair, treasurer, general secretary.

4.2 The chair and the honorary officers of the Association shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election each year save in respect of the chair and vice chair who shall be elected for an initial period of two years and then yearly thereafter.

4.3 The Association may appoint one or more qualified auditors and may determine their remuneration (if any).

5. THE COMMITTEE

5.1 Subject as mentioned below the policy and general management of the affairs of the Association shall be directed by Committee which shall hold not less than three meetings a year and which may be virtual or in person.

5.2 When complete meetings shall consist of not less than four members.

5.3 The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with clause 5.6.

5.4 Election to the Committee of full members and corporate members shall be for three years but shall be eligible for re-election for a new term thereafter.

5.5 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 with the exception of anyone operating under clause 2.2.1.

5.6 Nominations for members of the Committee must be made by full members of the Association in writing and must be in the hands of the secretary at least 21 days before the Annual General Meeting. Should nominations exceed vacancies, elections shall be by ballot.

5.6.1 The total members of the Committee including honorary officers, members or co-opted members, but excluding the Chair, Treasurer and General Secretary shall not exceed eleven. The Corporate members of the Committee including honorary officers or members shall not exceed 50%.

5.7 In addition to the members being so elected and to those serving by virtue of clause 5.8 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.

5.7.1 The Corporate Member representative on the Committee may be asked by the other members of the Committee to leave the meeting if the Corporate Member in question, or any other Corporate Member, is the subject of discussion and it is felt that the presence of the Corporate Member could impact on the openness of the discussion.

5.8 Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that meeting.

5.9 The proceedings of the Committee shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of any member.

5.10. 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.

5.10.1 The Committee shall from time to time fix membership fees, which shall be communicated to members giving at least 30 days notice of any change.

5.11 The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committee shall be reported back to the Committee as soon as possible.

5.12 At any meeting of the Committee motions or other matters for decision shall be decided and voted upon. In the event that the votes are equal then the chair shall have a casting or second vote in order to determine the motion or matter.

6. DETERMINATION OF MEMBERSHIP OF THE COMMITTEE

A member of the Committee shall cease to hold office if he or she:

6.1 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

6.2 Resigns his or her office by notice in writing; or

6.3 Is absent from three consecutive meetings of the Committee and/or for good and sufficient reason three quarters of the other members of the Committee pass the resolution that such committee member shall be removed from office.

7. MEETINGS OF THE ASSOCIATION

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.

7.2 The chairman of the Committee may at any time at his discretion, and the secretary shall within twenty-one days of receiving a written request so to do signed by not less than ten full members whether individual or representative giving reasons for the request, call a special meeting of the Association.

8. RULES OF PROCEDURE AT ALL MEETINGS

8.1 Quorum

The quorum at a meeting of the Association shall be one fifth of the total actual membership of the Association for the time being and the quorum of the committee or of any committee appointed under clause 5.11 shall be 4 members of the Committee or committee (as the case may be) or such other number as the Association may in general meeting from time to time determine.

8.2 Voting

Save as otherwise provided, all questions arising at any meeting shall be decided by simple majority of those present and entitled to vote. 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 12. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of any equality of votes the chair of the meeting shall have a second or casting vote.

8.3 Minutes

Minute books shall be kept by the Committee and all other committees, and the appropriate secretary shall enter in the minute book an account of all proceedings and resolutions.

8.4 Standing orders and rules

The Committee shall have power to adopt and issue standing orders and/or rules for the Association. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Association in general meeting and shall not be inconsistent with the provisions of this constitution.

9. PAYMENTS

All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose provided that nothing herein contained shall prevent:

9.1 The repayment to members of the Committee or of any committee appointed under clause 5.11 hereof of reasonable out-of-pocket expenses;

9.2 The Committee being entitled to effect policies of insurance or indemnity and paying any premiums thereon to cover the liability of the Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association; provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Committee (or any of them) knew to be a breach of trust, or breach of duty, or which was committed by the Committee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

10. FINANCE

10.1 A Financial Statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid;

10.2 The Association will maintain an account with a Clearing bank as the Committee shall from time to time decide.

10.3 Irrespective of the amount the Association will require a minimum of two signatories to authorise payments from either the Chair, vice Chair, General Secretary or Treasurer, whether by cheque or electronic payment.

11. ALTERATION TO THE CONSTITUTION

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.

12. DISSOLUTION

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all the members of the Association who have the power to vote of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a two thirds majority of those present and voting in such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any asset remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other association having objects similar to the objects of the Association as the Committee may determine.

13. NOTICES

Any notice may be served by the secretary on any member either personally or on its appointed representative as the case may be or by sending it through the post in a pre-paid letter addressed to such member at his, her or its, last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

14 MEMBERSHIP OBLIGATIONS

14.1 Members agree to:

14.1.1 Comply with all legal and regulatory requirements including, but not restricted to, those of the Prudential Regulatory Authority, Financial Conduct Authority and Information Commissioners Office.

14.1.2 Observe high standards of integrity and fair dealing and act with due skill, care and diligence in the course of their professional activities.

14.1.3 Conduct themselves and their business activities in a manner which maintains the good name and reputation of the Association.

14.1.4 Continue their personal development and the personal development of their staff if applicable, and to maintain the examination qualifications recognized by the Executive Committee,

14.1.5 Members must at all times adhere to the amii Members Code of Ethics and Conduct.

14.1.6 Members must notify the General Secretary in writing in the event they have Agency Terms of Business withdrawn or suspended by any Insurer within 28 days of the withdrawal or suspension.

Approved by amii members 11/5/22