

FOIL

Forum of Insurance Lawyers

CONSTITUTION

As amended at the AGM
November 19th 2008

Re-Amended: for consideration at the AGM
November 25th 2010



CONSTITUTION OF THE FORUM OF INSURANCE LAWYERS

1. Association Name. The name of the Association is the Forum of Insurance Lawyers (also known as "FOIL") ("the Association").
2. Address. The address of the Association shall be at the office of the Secretariat as notified to the members from time to time.
3. Objectives. The objectives for which the Association is established are as follows:
 - 3.1 To provide a Forum for the exchange of information between lawyers acting predominantly or exclusively for insurance clients (except legal expenses insurers) either practising within firms of solicitors or as in-house lawyers for such insurers or for self insurers.
 - 3.2 To promote and foster a full exchange of such information and knowledge by networking including information relating to use and application of technology.
 - 3.3 To monitor and advance law reform in matters of interest to liability insurers.
 - 3.4 To disseminate information to such lawyers to provide wider expertise and knowledge in such matters.
 - 3.5 To develop expertise by education.
 - 3.6 To forge links with lawyers in other jurisdictions who have similar practices.
 - 3.7 To liaise with insurers.
 - 3.8 To liaise with the Solicitors Regulation Authority, the Law Society, the Bar Standards Board, the Bar Council, the legislature and any other relevant body in the exchange and promotion of expertise and efficiency in the field of insurance law.
 - 3.9 To promote the interests of insurers and insurance lawyers by lobbying, dissemination of information, research and publishing especially where such matters are matters of public policy and public interest.
 - 3.10 FOIL shall be non-profit making. Any surplus income generated by activities of the organisation shall not be redistributed to the



membership. Any such income shall be used for the continuance and improvement of the organisation and to the fulfilment of its objectives.

4. Powers:

In promoting the Objectives the Association shall be allowed to exercise the following powers as the Committee deems appropriate from time to time and at its sole discretion:

- 4.1 To promote or carry out research.
- 4.2 To publish, disseminate and distribute information.
- 4.3 To co-operate with other bodies.
- 4.4 To administer or set up other similar sub-committees or special committees consisting of members of the Committee or of other members of the Association.
- 4.5 To raise funds.
- 4.6 To borrow money and give security for loans.
- 4.7 To acquire or hire property of any kind.
- 4.9 To deposit or invest funds in any manner.
- 4.10 To insure the Association's property and to take out other insurance policies.
- 4.11 To insure members of the Committee against personal liability incurred in respect of any act or omission that is or is alleged to be a breach of trust or breach of duty (unless the Committee member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty).
- 4.12 To employ paid or unpaid agents, staff or advisers and subsequently to terminate any such Contract of Service or Contract for Services.
- 4.13 To enter into contracts to provide services to or on behalf of other bodies.
- 4.14 To do anything else within the law that promotes or helps to promote the Objectives of the Association.
- 4.15 To grant Honorary Membership to any individual interested in furthering the aims of the Association.



4.16 To pass on, for financial reward or otherwise, the name and business address of all members in the form of a "membership list" to third parties.

5. Membership:

5.1 Membership shall be open to legal practitioners who practise in the field of insurance law within the various jurisdictions of the United Kingdom save for those that practise exclusively or predominantly for or on behalf of legal expenses insurers.

5.2 There shall be five categories of membership namely:

- Individual Membership;
- Corporate Membership;
- In-House Corporate Membership;
- Associate Membership; and
- Honorary Membership.

5.2 All new applicants for membership shall be proposed and seconded by two existing members at least one of whom must be from a different firm or organisation to that of the applicant.

5.3 Individual Members must sign a declaration in the following format:

"I declare that my individual professional practice comprises predominantly or exclusively of instructions to defend actions for or on behalf of insurance companies and self insurers (excluding legal expenses insurers). If this ceases to be the case, I will inform the Committee immediately in writing. I confirm that any information received by me through membership of the forum will not be disclosed to any individual who does not act exclusively or predominantly for insurance companies and self insurers (excluding legal expenses insurers) and/or insurance clients of the same."

5.4. If an applicant for Individual Membership who has been proposed and seconded in accordance with Clause 5.2 is for any reason unable to sign the declaration set out in Clause 5.3, he or she may apply to the Committee for an exemption giving reasons why they cannot sign the declaration.

5.5 The Committee in its absolute discretion shall be able to refuse any application for Individual Membership when in all the circumstances it is of the opinion that it would be more appropriate and in the best interests of the Association for the application to be for Corporate or In-House Corporate Membership rather than Individual Membership.

5.6 A firm, in-house legal team or other like body may apply as a single entity for Corporate or In-House Corporate Membership. Corporate or



In-House Corporate Membership is open to firms, in-house legal teams or other like bodies including 2 or more individuals who meet the criteria set out in Clause 5.1 and who are prepared to pay a corporate subscription fee and join under a single Corporate Membership.

- 5.7 A Corporate or In-House Corporate Membership application shall be accompanied by a declaration signed by a senior partner of the firm's insurance practice area or litigation practice area or head of the in-house legal team ("Corporate Lead Member") and shall be in the following terms –

I verify that the individuals named on the attached list are lawyers who work for my firm/organisation whose individual practice areas comprise predominantly or exclusively of business conducted for and on behalf of insurance companies and self insurers (excluding legal expense insurers).

- 5.8 Each individual named on a Corporate or In-House Corporate Member's List (herein after called a "List Member") shall be a member of the Association for the year in which the Corporate or In-House Corporate Membership applies and for so long as their name appears on the said List. The Association and /or relevant Corporate Lead Member shall each have the right at their sole discretion to remove any individual from the current Corporate or In-House Corporate Member's List at any time.

- 5.9 It will be the responsibility of the Corporate Lead Member to keep its Corporate or In-House Corporate Member's List updated and provide the same to the Secretary upon 7 days' notice.

- 5.10 At the discretion of the Committee the following will be eligible for Associate Membership:-

- (a) Legal practitioners from jurisdictions outside the United Kingdom.
- (b) Other persons who adhere to the objectives of the Association.

- 5.11. All applications (for Individual, Corporate, In-House Corporate or Associate Membership) must be vetted by the Committee and the Committee shall have the absolute right to refuse membership to applicants who, in the opinion of the Committee, do not comply with the membership criteria or do not espouse the tenets of the Association. The majority decision of the Committee shall be final.

- 5.12 Any member having paid all money due from him to the Association may resign his membership on giving one month's notice in writing to the Secretary of his intention so to do.

- 6 Voting Rights:



- 6.1 Each Individual Member and each List Member shall be entitled to one vote.
- 6.2 Any attempt to exercise undue influence on members to vote in a particular way other than through normal accepted methods of canvassing shall render all the votes of List Members on a Corporate or In-House Corporate Member's List null and void and the Committee may take action against any member whose it deems to have acted improperly.
- 6.3 Honorary and Associate Members will have no voting rights.
- 6.4 Any Individual, Associate, or List Member of a Corporate or In-House Corporate Member who is more than three months in arrears in payment of their Subscription shall not be entitled to vote on any matter.
- 7 Subscriptions:
 - 7.1 Subscriptions for Individual and Associate Membership shall be fixed from time to time by the Association at the Annual General Meeting.
 - 7.2 Subscriptions for Corporate and In-House Corporate Membership shall be fixed from time to time by the Association at the Annual General Meeting.
 - 7.3 All Subscriptions shall become due and payable upon submission of an invoice to the member.
 - 7.4 Subscriptions shall be payable in advance for the period of 1 calendar year ("the Subscription Year"). The Committee in its absolute discretion may agree to a pro rata payment for a period less than 1 calendar year.
8. Expulsion of Members:
 - 8.1 Membership may be terminated by the Committee if in the Committee's view:
 - (a) the Individual, Associate, Corporate or In-House Corporate Member behaves contrary to the interests of the Association and/or acts contrary to its Objectives. The member shall have a right of appeal to the next Annual General Meeting within 28 days of notification of expulsion, providing 28 clear days' prior notice is given of the member's appeal;
 - (b) any Individual, Associate, Corporate or In-House Corporate Member is found guilty of dishonourable, improper or unprofessional conduct by his professional body resulting in suspension or disqualification from the right to practice.



- 8.2 The Association reserves the right to remove any List Member from the Corporate or In-House Corporate Member's List if that List Member is found guilty of dishonourable, improper or unprofessional conduct by his professional body resulting in suspension or disqualification from the right to practice.
- 8.3 If a Corporate or In-House Corporate Member ceases to practice for whatever reason, the Committee shall have the right to terminate the membership of that Corporate or In-House Corporate Member. The Committee shall have absolute discretion as to whether or how to permit List Members of the former Corporate or In-House Corporate Member to continue membership of the Association for the remainder of that former Corporate or In-House Corporate Member's Subscription Year.
9. Forfeiture of Membership:
- 9.1 If the Individual, Associate, Corporate or In-House Corporate Member's Subscription is outstanding for more than three months from the date of invoice, they shall cease to be a member and may reapply for membership only on being proposed and seconded by existing members and only if all the arrears are paid. It shall then be in the Committee's discretion to accept or deny the application.
10. Meetings:
- 10.1 The Association shall in each year hold a general meeting called its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall whenever possible be held each year at such time and at such place as the Committee shall appoint.
- 10.2 At the Annual General Meeting the report of the Committee and the accounts for the previous year shall be considered, the Officers and any other elected members of the Committee for the following year shall be appointed to office and such other business shall be transacted as has been notified. Consider, upon conclusion of the formal business any other relevant business at the President's discretion. Such matters raised, if not resolved, and if thought necessary, will be considered by the full Committee, at one of its regular meetings. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
11. Convening an Extraordinary General Meeting:



- 11.1 The Committee may, whenever it thinks fit, upon a requisition made in writing by any 10 or more Individual Members or List Members drawn from more than one Corporate or In-House Corporate Member or by members representing not less than one tenth of the total voting rights of all members at the date of the requisition, whichever shall be the greater, convene an Extraordinary General Meeting.
- 11.2 Any such requisition shall express the object of the meeting proposed to be called and shall be left at the office of the Association addressed to the Secretary.
- 11.3 On receipt of such requisition the Committee shall proceed to convene an Extraordinary General Meeting, such meeting to take place within 56 days thereafter. If the Committee does not proceed to convene the meeting within 21 days from the date of requisition, the requisitioners or any 10 members may themselves convene such meeting.
12. Notice of Meetings:
 - 12.1 At least 56 clear days notice of every Annual General Meeting and 28 clear days notice of any other General Meeting shall be given. The notice shall specify the place and the day and the hour of meeting and the general nature of the business to be transacted shall be sent to each member. Resolutions for submission to a General Meeting shall be made and seconded by members and shall be submitted to the Secretary, at least 28 days before the date of the General Meeting.
13. Minutes. A copy of the proceedings of all General Meetings shall be sent to each member.
14. Quorum. At every General Meeting 20 members shall form a quorum. Each Individual Member and each List Member shall have one vote. All questions shall be decided by a majority of the members present and voting, and the President, in case of equality, shall have a second or casting vote.
15. The Committee and its Officers:-
 - 15.1 The Management of the Association shall be entrusted to the Committee who may regulate its own proceedings, fix the quorum necessary for the transaction of business at its meetings, delegate any of its power to the Executive, sub-committees or special committees consisting of members of the Committee or of other members of the Association, make alter and revoke bye-laws, make alter and revoke regulations and generally exercise all such power of the Association as are not by these articles required to be exercised by the Association in General Meeting. No regulation made by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made. The Committee



shall make a report to every Annual General Meeting. The Committee shall at no time act contrary to this constitution.

15.2 The Committee shall meet no less than 4 times per year.

15.3 Officers

15.3.1 The Officers of the Association shall be a President, a Vice President, a Treasurer, a Secretary and two Lobby Officers ("the Officers") who shall be elected and appointed by the Association at the Annual General Meeting. No more than two persons from any one firm shall hold any of the aforementioned positions.

15.3.2 The Officers of the Association shall hold office until the end of the next General Meeting following their appointment and shall be eligible for re-election.

15.3.3 The Officers of the Association shall together comprise the Executive.

15.4 The immediate Past President shall also have the right to attend Committee meetings for the year following their Presidency.

15.5 The Committee shall comprise of the Officers (as defined in Clause 15.3.1) and up to 12 Regional Members (the "Regional Representatives) representing such designated geographical regions, as the Committee may determine from time to time.

15.6 In addition the Committee may from time to time as it shall see fit co-opt not more than two other members to serve on the Committee (Co-opted members).

15.7 All members of the Committee including the Co-opted members shall have a vote at Committee meetings.

15.8 Co-opted members shall hold office from the date they are co-opted until the Annual General Meeting after their appointment and may be co-opted again.

15.9 The Committee may appoint sub-committees to deal with any matter and may co-opt any member to serve on any such sub-committee.

15.10 Procedure for Elections:

15.10.1 Nominations for posts subject to election to be received in writing by the Secretary at least 90 clear days before the date fixed for the relevant Annual General Meeting.



1510.2 The Secretary at least 76 clear days prior to the date of the relevant Annual General Meeting to despatch ballot papers to all voting members.

15.10.3 The original ballot paper duly completed shall be returned to the Secretary so as to be received no later than 63 clear days before the date of the relevant Annual General Meeting and any ballot paper received after that time shall be invalid.

15.10.4 The election for each post shall be decided by a simple majority of votes cast.

15.10.5 Each voting member shall have one vote for each Officer position and one vote for their appropriate regional member.

15.10.6 Any elected member of the Committee who shall have attended fewer than half of the meetings between two consecutive Annual General Meetings shall, if his term of service has not expired, retire on the day of the second of such meetings and shall be ineligible for re-election for the next year.

15.11 In the event of a casual vacancy occurring in any of the offices between one Annual General Meeting and another, the Committee may appoint a member to fill the vacancy until the next Annual General Meeting at which that post would normally fall for re-election. In determining whether a member appointed under this clause of this article to fill a vacancy among the elected members of the Committee is ineligible for re-election regard shall be had as to the proportion of his attendance to the number of meetings held after his appointment.

15.12 No person shall be eligible for more than one post on the Committee.

15.13 There shall be no more than two persons elected to the Committee from any one Corporate Member.

16. Duties of Committee Members:

16.1 Officers

16.1.1 The President. The President shall preside at all General and Committee meetings. The President shall have a casting vote in the event of a tie at any such meetings.

16.1.2 The Vice President. The Vice President shall preside at all General and Committee meetings in the absence of the President and shall have all the powers of the President at such meetings.



- 16.1.3 The Secretary. The Secretary shall be responsible for the administration of the Association in relation to General Meetings and at and in between meetings of the Committee.
- 16.1.4 The Treasurer. The Treasurer shall be responsible for the financial affairs of the Association. The Treasurer shall prepare a budget for the Committee and shall present the accounts at the Annual General Meeting.
- 16.1.5 The Lobby Officers. The Lobby Officers shall be responsible for all matters of lobbying, marketing, publicity, liaison with outside bodies. They shall also be responsible for the co-ordination, dissemination and collection of information from any such special interest groups that the Committee may convene.
- 16.2 Regional Representatives. There shall be not less than six but not more than 12 Committee Members representing such designated geographical as the Committee may determine from time to time. Such Regional Representatives to act as regional liaison officers.
17. Law Society Council Representative:
- 17.1 As from 2001 the rules of the Law Society of England and Wales ("the Law Society") have provided that a member of the Association may be elected to a Non-Constituency Council Seat on the Council of the Law Society. Any member of the Association so elected shall be referred to in this Constitution as "the Law Society Council Representative".
- 17.2 The Law Society Council Representative shall be an ex officio member of the Committee and shall be required to:
- 17.2.1 represent the views of the Association on the Law Society Council;
- 17.2.2 report the deliberations and decisions of the Law Society Council to the President;
- 17.2.3 attend Committee meetings at least quarterly;
- 17.2.4 attend Committee meetings when specifically requested to do so by the President;
- 17.2.5 have all correspondence/memoranda/reports/submissions to the Law Society Council approved by the Committee;
- 17.2.6 be an Individual or List Member of the Association.
- 17.3 Should the Law Society Council Representative fail without reasonable cause to comply with any of the requirements of Clause 17.2, the Law



Society Council Representative shall be expelled from the Association in accordance with Clause 8 above.

18. Control of Funds:

18.1 The Association's finances shall be controlled and accounted for by the Treasurer under the overall direction of the Committee. Monies withdrawn, or transferred between the Association's bank accounts, shall be authorised by two signatories nominated by the Committee. A financial statement shall be made available to the Committee at each monthly meeting.

18.2 The Association's finances shall be subject to an annual audit by an elected auditor or independent examiner, who must not be a Committee member, at the end of the financial year on 31 December. The Treasurer shall present audited accounts for acceptance at the AGM.

19. Winding up/dissolution:

19.1 The Association may be dissolved by a resolution passed by no less than three-quarters of members present, at either an AGM or EGM called for that purpose, and for which twenty eight days prior notice has been given in writing. Such a meeting, after the satisfaction of all debts and liabilities, shall not dispose of any surplus assets or property belonging to the Association by payment to, or distribution amongst its members, but shall determine that they be transferred to some other association, voluntary organisation or charity having similar Objectives as those above.

20. The Constitution

The Constitution may be amended only with the approval of an AGM or EGM. Notice of a proposed amendment shall be submitted to the Secretary in writing not less than twenty eight days prior to the appropriate AGM or EGM.

CONSTITUTION OF THE FORUM OF INSURANCE LAWYERS