

**THE NIGERIAN COUNCIL OF REGISTERED INSURANCE BROKERS
RULES, BYE-LAWS, CODE OF GOVERNANCE, ETHICS AND
CONDUCT, 2019**

THE NIGERIAN COUNCIL OF REGISTERED INSURANCE BROKERS RULES 2019

The Nigerian Council of Registered Insurance Brokers, in exercise of the powers conferred on it under its enabling Act, with the **ratification** of the General Meeting of the members, hereby makes the following Rules:

Citation, Commencement and Application

1. (1) These Rules may be cited as the Nigerian Council of Registered Insurance Brokers Rules and shall become effective on, 2019.

Interpretation

2. (1) In these Rules, unless the context otherwise requires:

“Act” means The Nigerian Council of Registered Insurance Brokers Act No. 21 of 2003.

“the appropriate form” means an application form issued by the Council for the type of application in question and a requirement that an application shall be made on the appropriate form implies that the Council is entitled to require the completion of the form.

“Council” means The Nigerian Council of Registered Insurance Brokers established under the Act.

“Enrolled” means enrolled in the List established under section 7 of the Act.

“Executive Secretary” means the Executive Secretary of the Council;

“Fees” include subscription, levies and other financial contributions imposed on members of the Council.

“Governing Board” means the Board of the Council established under section 3 of the Act.

“Insurance Broker” means a registered insurance broker or enrolled body corporate and includes a reinsurance broker.

“List” means the List of bodies corporate including partnerships carrying on business as insurance brokers.

“Member of the Council” means an Insurance Broker registered or enrolled by the Council.

“Register” means the Register of Insurance Brokers and “registered” or “registration” shall be construed accordingly.

“masculine gender” includes feminine gender.

“The Tribunal” means the Disciplinary Committee set up by the Council in pursuance of section 17 of the Act.

“Case” means any disciplinary case or other cases to which these Rules apply.

“Disciplinary case” means a disciplinary case within the meaning of section 16 of the Act which has been referred to the Disciplinary Committee pursuant to section 17 of the Act.

“The complainant” means a person or body by whom a complaint has been made to the Council in a case to which these Rules apply: a complainant shall not be deemed to appear in any proceedings if he takes part therein only as a witness.

“Conviction” means a conviction within the meaning of section 18 of the Act.

“Governing Board” means the Board established under section 3 of the Act.

“Inquiry” means the proceedings at which the Committee considers and determines any case.

“The Legal Assessor” means an Assessor appointed by the Council for the purposes of Section 23 of the Act.

“Members of the Council” means individual insurance brokers and/or bodies corporate registered or enrolled by the Council.

“The Panel” means the Investigation Panel set up by the Council under section 16 of the Act.

“Party to the inquiry” means the complainant (if any), the solicitor and any person on whom a notice of enquiry has been served in accordance with these Rules.

“The respondent” means any person or body corporate whose name has been entered in the Register or List under the provisions of the Act and in respect of whom a case to which these Rules apply has been referred to the Committee for inquiry.

“Secretariat” means the Head Office of the Council or any other branch office of the Council:

“Committee Secretary” means the officer assigned or nominated by the Council to act as Secretary to the Disciplinary Tribunal for the purposes of **the** Rules and includes a Solicitor or Counsel instructed by the Committee Secretary to act on his behalf.

“Disciplinary Committee” means the Disciplinary Tribunal of the Council and shall exercise powers as such.

“bankruptcy” means a state or status subject to an order of the court that a person or entity cannot repay debt to creditors.

- (2) The Interpretation Act shall apply for the interpretation of these Rules as it applies for the interpretation of an Act of the National Assembly.

PART 1

THE REGISTRATION AND ENROLMENT OF MEMBERS RULES

Establishment and Maintenance of Register

- 3 (1) No one shall be registered as a member of the Council except with the approval of the Governing Board. Every applicant for registration shall satisfy the Board of having fulfilled all the conditions specified by the Act with such applicant producing evidence of his qualifications specified below and of his fitness to be so admitted as the Board may, from time to time, deem necessary.
- (2) The Board may, in its discretion, by a resolution of two-thirds of its members present and voting at a meeting, refuse to admit any person whom it shall consider not to be a fit and proper person to be admitted as a member of the Council.
- (3) **A person shall be eligible to be registered as an individual member of the Council in the category of:**
- a. Student member,**
 - b. Ordinary Member,**
 - c. Associate or**
 - d. Fellow**
- and such persons in category (c) & (d) above shall be eligible to use the appellation “Registered Insurance Broker” as the case may be.**

Registration as Student Member

- (4) **A person shall be registered as a Student Member of the Council if:**
- a. he has been educated up to school certificate level or its equivalent with at least five credit; and**
 - b. has registered for the examination of the Council.**
- (5) **After satisfying the conditions in 4(a) and 4(b), and subject to the recommendation of the appropriate Committee for the review of application for membership, the Governing Board in its discretion shall register the applicant as a student member of the Council.**

Registration as Ordinary Member

- (6) A person shall be eligible to be registered as an Ordinary Member of the Council if:
- a. he has been educated up to school certificate level or its equivalent with at least five credit and he is working in a registered insurance broking company. or
 - b. he is a head of any department or a staff in the Technical or Marketing Departments of a registered insurance broking body corporate.
Provided that all Heads of Departments and all Technical and Marketing Staff in a registered insurance broking company shall be registered with the Council as ordinary members.
- (7) After satisfying the conditions in 6(a) or 6(b) above, and subject to the recommendation of the appropriate Committee for the review of application for membership, the Governing Board in its discretion shall register the applicant as an Ordinary member of Council.

Registration as Associate Member

- (8) A person shall be eligible to be registered as an Associate member of the Council if he possesses the following qualifications:
- a. AIIN, ACII or other Associateship Diploma in Insurance recognized by the Chartered Insurance Institute of Nigeria and the Council and shall **have at least 5 years' experience in the Insurance industry, 2 of which must be in a registered broking company, Or**
 - b. **ACII/AIIN/FCII/FIIN with a minimum of 5-years insurance experience at senior management level, had successfully completed a two-weeks intensive training organized by the Council or 6-months internship experience at an insurance broking company at a senior management level based on the Board's approved internship policy and if found successful shall attend the pre-induction course of the Council, or**
 - c. A certificate issued by the Council after passing an examination for Insurance Brokers prescribed by the Council, or
 - d. **certificate of the Chartered Insurance Institute of Nigeria as an Insurance Broker and is a Chief Executive of an Insurance Broking company registered under the Insurance Decree, 1997 and held such a position before coming into force of the Act.**
 - e. In addition, such a prospective member in category (a – d) above shall satisfy the Council that he is of good character.
- (9) **After satisfying the conditions in 8 above, subject to the recommendation of the appropriate Committee for the review of application for membership, the Governing Board in its discretion shall award the Council's Associate**

membership to the applicant, who **shall** be entitled to use the initials “ACIB” (Associate, Council of Registered Insurance Brokers) after his name.

Registration as Fellow Member

- (10) A person shall be eligible to be registered as a “Fellow” of the Council and **shall** be **entitled** to use the initial “FCIB” (Fellow, Council of Registered Insurance Brokers) after his name if he possesses the following qualifications:
- a. **FCII/FIIN and ACIB with a minimum of 5 years insurance broking experience at senior management level in a registered insurance broking company, or**
 - b. ACII/AIIN and ACIB with a minimum of 10 years insurance broking experience 5 of which must be at the **senior** management position in a registered insurance broking **company**. or
 - c. **ACIB with a minimum of 15 years broking experience, 10 of which must be as a CEO of an insurance broking company.**
 - d. **An applicant in a - c above shall** also fulfill the following requirements in order to be eligible for registration as a Fellow of the Council:
 - i. The Applicant **shall** be fit and proper and of proven integrity and professional conduct;
 - ii. The Applicant **shall** provide evidence of active participation in the Council activities;
 - iii. **The Applicant shall provide evidence of active participation in the Area Committee activities through certification by the Area Committee Chairman;**
 - iv. The Applicant **shall** be nominated by at least two Fellows of the Council.
 - v. The Applicant **shall** submit a 3000 to 3,500 words dissertation on an insurance broking related topic, **or**
 - vi. **The applicant must submit not less than 3000 to 3500 words report on a major project led by the applicant or the applicant was a leading member.**
- (11) **There shall be the Board of Fellows** made up of distinguished nine fellows of the Council to be **nominated** by the Management Committee and ratified by the Governing Board.

- (12) The Chairman and the Vice Chairman of the Board of Fellows shall be Past Presidents of the Council. **The Chairman and Vice Chairman of the Board of Fellows shall serve for a term of one year and be eligible for re-appointment for not more than one other term of one year**
Provided that a retired Chairman or Vice Chairman of the Board of Fellows may be re-appointed as Chairman or Vice Chairman after a cooling off period of three years.
- (13) The Board of Fellows duties include:
- a. **To Conduct the screening of all applicants eligible to be awarded Fellowship of the Council based on the requirement stipulated in paragraph 12 (i-vi) above;**
 - b. **To Adopt the use of applicable best practices in the screening and admission of applicants to be awarded fellowship;**
 - c. **To submit the report of the screening exercise to the Management Committee detailing the decision of the Board confirming the validity or rejection of the applicants for approval and ratification by the Governing Board as may be directed by the Management Committee;**
 - d. Carrying out other duties as may be prescribed to it by the Governing Board from time to time.

Registration as a Chief Executive Officer of an Insurance Broking Body Corporate

- (14) **A person shall be eligible to be registered as a Chief Executive Officer of a Registered Insurance Body Corporate of the Council if:**
- a. **he is already registered as an Associate and Fellow member of the Council under paragraph 3(8) or paragraph 3(10) of this Rules above or qualified to be so registered as an Associate of the Council under paragraph 3(8) above.**
 - b. **In addition, such a prospect Chief Executive Officer shall satisfy the Council that:**
 - i. **he has at least 5 years' post professional qualification experience in the Insurance industry and at least 2 years' experience in an Insurance Broking Company at a management position, and**
 - ii. **he possesses equity interest of not less than 25% shareholding in the registered insurance broking company.**
Provided that where registered member(s) of the Council (Associate or Fellow) is a director(s) or Shareholder(s) in the company possesses shareholding in the company of not less than 70%, it shall suffice if such Applicant Chief Executive Officer possesses an equity interest of not less than 5% in the company, or

- iii. **he has at least 5 years' post professional qualification experience in the Insurance industry at a senior management position and possesses equity interest of not less than 25% shareholding in the registered insurance broking company,
Provided that where registered member(s) of the Council (Associate or Fellow) is a director(s) or Shareholder(s) in the company possesses substantial shareholding of not less than 70% in the company, it shall suffice if such Applicant Chief Executive Officer possesses minimal equity of not less than 5% in the company; and**
- iv. **he has successfully completed at least 6-months senior management experience in an insurance broking company, had successfully completed a two-weeks intensive training organized by the Council and if found successful shall attend the pre-induction course of the Council.**
- v. **Provided that where the substantial shareholder of not less than 70% shareholding is an insurance broking company that is regulated by a body recognized by the Council, the Applicant Chief Executive Officer shall possess not less than 5% shareholding.**

- (15) **After satisfying the conditions in (14) above and the applicant has been interviewed by the appropriate Committee, the Governing Board in its discretion shall register the Applicant as the Chief Executive Officer of the registered insurance broking company.**

Where is he not already an Associate, the Governing Board shall award the Council's Associate membership to the applicant, who shall be entitled to use the initials "ACIB" (Associate, Council of Registered Insurance Brokers) after his name.

- 4. (1) **In relation to the registration of an insurance broker, the particulars to be entered in the Register shall be his surname, forenames, approved or recognized qualifications, date of birth, the address at which he ordinarily resides as well as the name and address of his past and present employers.**
- (2) **Members shall inform the Secretariat immediately of any change of name, address, place of business or employment.**
- (3) **Registered Body Corporate shall inform the Secretariat immediately of any change of name, address, registered place of business and employees.**

Establishment and Maintenance of List

5. (1) A body corporate shall be eligible to be admitted as a member and enrolled in the List of the Council if it satisfies the Council that:
- (a) At least one of its, Partners or Directors is a Registered Insurance Broker; and
 - (b) It is a limited liability company or partnership incorporated under the Companies and Allied Matters Act.
 - (c) has a working capital of not less than N5 million, made up of verifiable movable and immovable assets and cash in proportion as the Council may decide;
 - (d) Maintains a Professional Indemnity Cover of not less than N10 million or 50 per cent of its annual brokerage income for the preceding year whichever is greater.
 - (e) **At least one or an aggregate of Director(s) or shareholder(s) is/are registered as Associate(s) or Fellow(s) of the Council has equity interest of not less than 25% shareholding in the company subject to the exceptions in paragraph 3 (10) above;**
 - (f) Has and keeps clients' accounts at banks for monies received by it for or on behalf of persons with whom it does business:
 - (g) does not hold directly or indirectly financial interest in excess of 10 percent in any Reinsurance Company or in a Loss Adjusting Company in Nigeria; and
 - (h) such other provisions contained in Section 15 (1)-(4) of the Act.
- (2) A body corporate enrolled in the List shall be eligible to use the descriptive title "Incorporated Insurance Broker"
- (3) No body corporate shall be enrolled in the List except with the approval of the Board. The Board, in its discretion, may not approve the enrolment of a body corporate, **which has a record of unethical conduct and has been found liable by any Disciplinary Organ of the insurance industry or a Court of competent jurisdiction.**
6. In relation to the enrolment of a body corporate carrying on business as an insurance broker, the particulars to be entered in the List shall be its name, the names of its Directors or Partners, the address of its principal place of business and any business names under which it carries on business as a broker.

Application for Registration

7. (1) Any application for registration as an Insurance Broker shall be accompanied by a registration fee as the Council may determine from time to time by a resolution passed at a general meeting of the members.

- (2) The Executive Secretary may require any person applying for registration to supply evidence sufficient to show that the requirements for registration are satisfied.
- (3) Every application shall be made on the appropriate form available from the Executive Secretary upon request.
- (4) The Executive Secretary shall not enter in the Register the name of the Insurance Broker until the fee referred to in paragraph (1) of this rule has been paid.

Application for Enrolment

8. (1) Any application by a body Corporate for enrolment in the List shall be accompanied by an enrolment fee as the Council may determine from time to time by a resolution passed at a general meeting of the members.
- (2) The Executive Secretary may require any body corporate applying for enrolment to supply evidence of its suitability to be enrolled.
- (3) Every application shall be made upon the appropriate form available from the Executive Secretary upon request
- (4) The Executive Secretary shall not enter in the List the name of a body Corporate until the fee referred to in paragraph (1) of this rule has been paid.

Retention of Name in the Register or List

9. (1) Subject to Rule 7 (1) hereof any person registered as an insurance broker shall pay on 1st January in each year a fee (“the registration retention fee”) as shall be determined from time to time by a resolution passed at a general meeting of members in respect of the ensuing calendar year.
- (2) If the payment is not made before the expiry of sixty days from 1st January the Executive Secretary shall send a further notice by recorded delivery to the person at the registered address warning him that failure to pay the fee within a further period of 30 days shall occasion his suspension from all rights and privileges of membership of the Council.
- (3) If a member fails to pay his registration retention fee and levies by the end of the financial year to which the dues relate, the name of the member shall be erased from the Register.
- (4) The name of a person erased from the Register under this rule may, if the Governing Board approves, only be restored to the Register upon receipt of an application made upon the appropriate form available from the Executive Secretary on request accompanied by payment of all outstanding dues and additional fee of N50,000.00 or such sum as may be prescribed by the Board from time to time.

- (5) The Executive Secretary shall not restore to the Register the name of an insurance broker until the fees specified or referred to in paragraph (4) of this rule have been paid.
10. (1) An enrolled body corporate shall pay on 1st January in each year a fee as shall be determined from time to time by a resolution passed at a general meeting of members in respect of the retention of its name on the List for the ensuing calendar year.
- (2) Where an enrolment retention fee is not received on or before the 30th day of January of the year to which it relates the Executive Secretary shall send to the body corporate at the registered address a Notice requiring payment of the said fee to be made within 30 days. If payment is not made before the expiry of that period the Executive Secretary shall send a further notice by recorded delivery to the body Corporate that failure to pay the fee within a further period of 30 days shall occasion the suspension of the body corporate from the membership of the Council and if the fee is not paid after such further notice, the body corporate shall stand suspended from all rights and privileges of membership of the Council.
- (3) If a body corporate fails to pay its enrolment retention fee and levies by the end of the financial year to which the dues relate the name of such body corporate shall be erased from the List.
- (4) The name of a body corporate erased from the List under this rule may, if approved by Governing Board be restored to the List upon receipt of an application made upon the appropriate form available from the Executive Secretary on request accompanied by the outstanding dues and an additional fee of N100,000.00 or such sum as may be prescribed by the board from time to time.
- (5) The Executive Secretary shall not restore to the List the name of a body corporate until the fees specified or referred to in paragraph (4) of this rule have been paid.
11. (1) The Executive Secretary shall be entitled at any time to require a registered insurance broker or an enrolled body corporate to supply such information as may be required by the Executive Secretary with a view to ensuring that the particulars entered in the Register or List in respect of that registered insurance broker or enrolled body corporate are correct.
- (2) In requiring the supply of information under paragraph (1) of this rule the Executive Secretary may require such information to be supplied within such period not being less than 14 days, as he may specify. If information required by the Executive Secretary has not been supplied to his satisfaction the Executive Secretary shall send a Notice by recorded delivery to the registered

insurance broker or enrolled body corporate, as the case may be at the registered address warning that failure to supply such information within a further period of 14 days **shall** occasion the erasure of the registered insurance broker or the enrolled body corporate from the register at the expiry of such period; and if the information is not supplied after such further Notice, the Executive Secretary shall erase from the Register or List the name of the registered insurance broker or enrolled body corporate upon the approval of the Governing Board.

List the name of the registered insurance broker or enrolled body corporate

12. Where a registered insurance broker or enrolled body corporate is subject to disciplinary proceedings under the Act, the Executive Secretary shall not erase from the Register or List the name of that insurance broker or body corporate for failure to pay or for failure to supply the information required under the rules 9(3) 10 (3) or 11(2) above until he is satisfied that such disciplinary proceedings have been finally discharged.

Alteration or Removal of Entries in The Register or List

13. When the Executive Secretary receives information that an entry in the Register or List has become incorrect or application is made by or on behalf of a registered insurance broker or enrolled body corporate for an entry in the Register or List to be altered, he shall make the required correction or alteration.
14. The Executive Secretary may remove from the Register or the List particulars of any person who has died, and of any body corporate which has entered into liquidation (whether voluntarily or compulsorily) or has been struck off the register of companies by the Corporate Affairs Commission.

Election of Honorary Fellows and Associates

15. The Council may from time to time award persons who have rendered exceptional services and contribution to the insurance broking profession honorary Fellowship and Associateship **of the Council** and such awardees **shall** be entitled to use the initials “FCIB” and “ACIB”, as the case may be, **after** their names.

Membership Certificate and Logo of the Council

16. Every person and body corporate upon admission to membership of the Council shall be presented with a certificate and logo as the case may be to that effect under the seal of the Council in relation to his /its class of membership.
17. **The membership certificate issued by the Council shall be valid for a period of January to December of the year it was issued, and renewable annually upon the payment of the annual membership retention fee and fulfilment of other membership retention requirements as may be prescribed by the Council from time to time.**

PART 2
DISCIPLINARY ORGANS (CONSTITUTION AND PROCEDURE) RULES

Investigation Panel

18. (1) The Investigation Panel shall consist of:
- (a) a Chairman to be appointed by the Governing Board; and
 - (b) not more than eight other members also to be appointed by the Governing Board.
 - (c) if the case requires technical expertise, an expert shall be appointed to serve in the **Panel** for the during of investigation of such case.
- (2) The Chairman of the Panel shall be appointed from amongst the members of the Governing Board.
- (3) **The Chairman and members of the Investigation Panel shall serve for a term of three years and be eligible for re-appointment for not more than one other term of three years.**
- (4) The quorum at meetings of the Investigation Panel shall be three at least two of whom shall be members of the Council.
- (5) The Council shall appoint an officer of the Secretariat to serve as Secretary of the Panel and such an officer shall report directly to the Chairman of the Panel.
- (6) A member of the Panel may at any time by notice addressed to the Executive Secretary resign his office.
- (7) The appointment of any member of the Panel may be revoked at any time by a resolution of the Governing Board by a majority of not less than two-third of the members present at such meeting.
- (8) A person who is a member of the Panel by virtue of his being a member of the Council shall cease to be a member of the Panel if he ceases to be a member of the Council. **The Board upon the recommendation of the Management Committee shall appoint another member to fill the vacancy and such**

member so appointed shall hold office for the unexpired term of his predecessor.

Disciplinary Tribunal

19. (1) The Disciplinary Committee shall comprise of not more than eleven members as follows.
- (a) Chairman to be appointed from amongst the members of the Governing Board:
 - (b) Five members of the Governing Board
 - (c) **Five** other members of the Council and
 - (d) **A Legal Assessor who shall not be a member of the Tribunal, shall attend all meetings of the Disciplinary Committee but with no voting right.**
- (2) The Chairman and the members referred to in paragraph (1) (b) and (c) of this rule shall be appointed by the Governing Board.
- (3) A member of the Committee other than the Legal Assessor shall serve for a term of three years and may have his appointment renewed for not more than one other term of three years.
Provided that the term of members of the Tribunal do not run concurrently and shall not expire concurrently but according to the date of appointment to the Tribunal. In the event that the term of service of all the members expires at the same time, the Management Committee shall have the power to extend the term of service of not more than one-half of the members for another one year and not more.
- (4) **The Council shall assign an officer of the Council to serve as Secretary of the Disciplinary Tribunal who shall be a legal practitioner and such officer in the performance of his duties shall not be subject to the control of the Committee or the Executive Secretary.**
- (5) The positions of Secretary to the Investigation Panel and Disciplinary Tribunal shall not be held by the same person.
- (6) The quorum at meetings of the Disciplinary **Tribunal** shall be five at least three of whom shall be members of the Governing Board.
- (7) Subject to any **provision** contained in these rules any member of the committee shall automatically cease to be a member thereof if:
- (a) He resigns his office by notice in writing addressed to the Executive Secretary.

- (b) He becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) **he becomes by reasons of mental disorder incapable of discharging his duty as a Committee member; or**
 - (d) **He has been convicted of a criminal offence under the laws of the Federal Republic of Nigeria or any of its constituent States. or**
 - (e) **if at the time of his appointment under paragraph (1) of this rule he was a member of the Governing Board and such member ceases to be a member of the Governing Board thereof, or**
 - (f) **He ceases to be a member of the Council.**
- (8) An individual who has acted in relation to any disciplinary case as a member of the Investigation Panel shall not act in relation to that case as a member of the **Disciplinary Tribunal**.
- (9) If any member of the Committee is or becomes directly or indirectly interested in any contract **or any other matter amounting to conflict of interest**, with or directly or indirectly connected with any registered insurance broker or enrolled body corporate who or which is the subject of a case, the member shall be disqualified from acting in relation to that case as a member of the **Disciplinary Tribunal**.
- (10) The Tribunal shall meet as often as may be **deemed** necessary for the expeditious dispatch of its business.
- (11) The Tribunal shall meet at the **Secretariat** of the Council unless the Chairman of the Committee directs that a meeting shall be held elsewhere, on the ground that this would be for the convenience of the members of the Committee or of the parties and witnesses, in a case to be heard at the meeting, or would be desirable in the special circumstances of any such case.
- (12) Before the date fixed for any meeting of the Tribunal, the Secretary of the Committee shall inform every member of the Committee of the date, time and the place of the meeting and shall send to every such member a programme of business for that meeting which shall include particulars of every case to be considered at that meeting.

Procedure of the Disciplinary Tribunal

20. (1) The Secretary to the Disciplinary Committee shall as soon as a disciplinary case' has, been referred to the Committee, serve upon the respondent a notice of an inquiry stating the substance of the allegation or complaint (set out as a charge or charges) and specifying the facts relied on in relation to each allegation or complaint and the provision of the section of the Act which the committee considers relevant: and stating also the day, time and place at which the **Tribunal**

shall hold an inquiry into these matters, and enclosing a copy of these Rules and quoting relevant section(s) of the Act.

- (2) If there is a complainant, the Secretary shall send him a copy of the notice of inquiry and copy of these rules.
- (3) **Where it appears to the Tribunal (either after or without an attempt at personal service) that for any reason personal service cannot be conveniently effected, the Tribunal may order that service be effected either:-**
 - (a) **by delivery of the document to some adult resident at the usual or last known place of abode or business of the person to be served; or**
 - (b) **by delivery thereof to some person being an agent of the person to be served, or to some other person, on its being proved that there is reasonable probability that the document would in the ordinary course, through that agent or other person, come to the knowledge of the person to be served.**
 - (c) **by any means of substituted service as may seem just in the circumstances including service by electronic mails.**
- (4) **Where partners are sued in the name of their firm, notice of inquiry and other document or processes shall be served either upon anyone or more of the partners, or at the principal place of the business of the partnership upon any person having at the time of the service the control or management of the partnership business there; and such service shall be deemed good service upon the firm.**
- (5) **When the complaint is against a registered body corporate, the notice of inquiry, and other documents or processes may be served, giving the same to any director, secretary, or other principal officer, or by leaving it at the registered office of the body corporate or company.**
- (6) The Committee shall not hold an inquiry unless a notice of inquiry has been served upon the respondent in accordance with the foregoing provisions of this rule.
- (7) The Chairman, of his own motion or upon the application of any party thereto, may postpone the hearing of an inquiry or may refer a disciplinary case to the Investigation Panel for further investigation.
21. Upon application by any party to the inquiry, the Committee Secretary shall send to that party a copy of any statutory declaration, complete answer, admission, explanation or other similar document received by the Council from any party to the inquiry.

22. (1) The charge or charges shall be read in the presence of the respondent, and of the complainant if one appears provided that, if the respondent does not appear at the inquiry, but the Committee nevertheless, decides that the inquiry shall proceed the charge or charges shall be read in his absence.
- (2) As soon as the charge or charges have been read the respondent may, if he so desires, object to the charge or charges or to any part thereof. In point of law, and any other party may reply to any such objection; and if any such objections is upheld no further proceedings shall be taken on a charge or on a part of a charge to which the objection relates.
23. (1) If the respondent has appeared at the inquiry, the Chairman shall ask of all or any of the facts alleged in the charge or charges are admitted.
- (2) The complainant or, if no complainant appears, the Committee Secretary shall then open the case and may call witnesses and adduce evidence of any facts not admitted by the respondent and of any matter connected with the facts alleged which may be relevant. The respondent may cross-examine any such witness and the witness may thereafter be re-examined.
- (3) The respondent may then submit that the evidence adduced by the complainant or the Committee Secretary does not establish the charge alleged or does not justify the erasure of his name from the Register or List. The Committee shall consider and determine any such submission, and the Chairman shall thereupon announce their determination.
- (4) **If no such submission is made, or if any such submission is not upheld, the respondent may then call witnesses and adduce evidence: such witnesses may be cross-examined and re-examined, and the respondent may address the Committee either before being examined and re-examined, and the respondent may address the Committee either before or after such evidence but no more than once, save with the leave of the Committee. The complainant or, if no complainant appears, the Committee Secretary may address the Committee on any point (of law) raised by the respondent.**
- (5) Where the respondent adduces evidence the complainant or, if no complainant appears, the Committee Secretary may address the Committee thereon and may call witnesses and adduce evidence in rebuttal and such witnesses may be cross-examined and re-examined. The respondent shall have the right to address the Committee upon such address or evidence in rebuttal.
- (6) The Committee shall then deliberate, and decide in relation to each charge which remains outstanding whether the facts alleged in such charge have been proven and in relation to any facts found by the Committee to have been proved whether

they are such as to substantiate such charge, and the Chairman shall announce the Committee's findings;

Provided that if the Committee find that any charge under section 18 of the Act is not proved a finding to that effect shall be recorded and in cases where it is alleged that the respondent is guilty of unprofessional conduct, its finding shall specifically record that the respondent is not guilty of such conduct in respect of other matters to which the allegation relates and in cases where it is alleged that the respondent was liable to have his or its name erased from the Register or List under section 18(2) of the Act its findings shall specifically record that the respondent is not guilty of the matters alleged. A copy of any finding so recorded shall be sent, in the manner provided for the service of notices under rule 5, to the respondent and such other persons, being persons likely to be affected by the finding as the Chairman may direct.

24. (1) where the **Tribunal** finds that a charge is proved, the Chairman shall invite the complainant or, if no complainant appears, the Committee Secretary to adduce evidence of the circumstances leading up to the facts found proved and as to the character and antecedents of the respondent.
- (2) The respondent may then address the **Tribunal** in mitigation and adduce any relevant evidence.
- (3) The **Tribunal** shall then deliberate and decide whether they can properly reach a decision forthwith not to erase the name of the respondent from the Register or List.
- (4) If the **Tribunal** decides the question under the last foregoing paragraph in the negative they shall then decide whether to postpone judgment or forthwith to direct the Executive Secretary to erase the name of the respondent from the Register or List.
- (5) If the **Tribunal** decides under the last foregoing paragraph to postpone judgment, they shall specify either a period for which judgment is postponed, or a further meeting of the Committee at which they will further consider the judgment.
- (6) **Where the Committee decides that the fact proven by the Complainant or the Committee Secretary is not sufficient enough to occasion the erasure of the name of the respondent from the List or Register, the Committee may make one or more of these decisions:**
 - (a) **Warning letter to the respondent to refrain from such action;**
 - (b) **Payment of penalty, the sum of which may be decided by the Committee.**
 - (c) **Suspension for the period to be decided by the Committee**
- (7) Any decision of the Committee under this rule shall be announced by the Chairman in such terms as the Committee may approve and a copy of the decision shall be sent, in

the manner provided for the service of notices under **Rule 20(3)** thereof, to the respondent and such other persons, likely to be affected by the finding as the Chairman may direct.

Removal of Name of Body Corporate from the List under Section 18 (4) of the Act.

25. (1) **the foregoing Rules apply** to proceedings brought for the purpose of removing the name of a body corporate from the List, under section 18(4) of the Act.
- (2) Where-
- (i) The name of a director or a partner of an enrolled body corporate is erased from the Register under section 18 of the Act, or
 - (ii) a director or partner of an enrolled body corporate is convicted of an offence under the Act or
 - (iii) The name of a registered insurance broker employed by an enrolled body corporate is erased from the register (unless the Committee have stated that they are satisfied that the act or omission constituting the ground on which it was erased was not instigated or connived at by a director or partner of the body corporate or if the act or omission was a continuing act or omission that a director or partner of the body had not nor was reasonably required to have had knowledge of the continuance thereof) and the period within which proceedings might be brought by way of appeal under section 21 of the Act has expired, or any such appeal has been dismissed, withdrawn or stuck out, the provisions of **Rule 26** shall apply.
26. (1) The Committee Secretary shall send to the respondent body corporate and to the complainant (if any) a notice of inquiry in accordance with **Rule 21**, the charges and facts to be specified bringing the circumstances falling under **Rule 25** which are relevant to the case.
- (2) A copy of the notice shall be sent to every director or partner or registered insurance broker employed by the respondent who is named therein. The Chairman may direct that a copy of the notices shall also be sent to any other person or body.
- (3) Any other person or body may with the leave of the Chairman or of the Committee appear at the inquiry as an additional respondent.
- (4) Any erasure from the register shall be proved by a **letter** to that effect signed by the Executive Secretary.
- (5) Subject to the provisions of this rule the provisions of Parts II (except as regards reference to the Investigation Panel) and III of these Rules shall apply to any proceedings to which this Rule applies.

Cases under Section 20 of the Act relating to Fraudulent or Incorrect Entries in Register or List.

- 27.
- (1) Where any question whether an entry in the Register or List has been fraudulently or incorrectly made has been referred to the **Tribunal, the Tribunal** Secretary shall send to the respondent (being the person or body corporate in relation to whom the entry was made) a notice of inquiry specifying the nature of the fraud or mistake alleged, stating the day, time and place at which the **Tribunal** will hold an inquiry into the question, inviting his attendance thereat, and containing such further information as the nature of the case may require.
 - (2) Subject to the provisions of this Rule, the provisions of **Rule 21 -24** of these Rules (except as regards reference to the Investigation Panel) shall apply to any proceedings to which this Rule applies.
 - (3) Where the question is whether the entry in the Register or List has been fraudulently made, a copy of the notice shall be sent to any person who is alleged to have been a party to the fraud and to any other person (if any) as the Chairman may direct. Any such person may with the leave of the Chairman or of the Committee appear at the inquiry as an individual party thereto.
 - (4) The inquiry shall proceed as though the question were a charge contained in a notice of inquiry in a disciplinary case and the provisions of Rule 8 shall accordingly apply thereto so far as may be.
 - (5) If the **Tribunal** determine that the entry has been proved to their satisfaction to have been fraudulently made, they shall make an order in writing, signed by the Chairman, that the entry having been proved to satisfaction of the Tribunal to have been fraudulently made (as the case may be) shall be erased from the Register or List, and the Chairman shall announce the determination in terms indicating whether in the view of the Tribunal the entry was made fraudulently.
 - (6) **If the Tribunal determine that the entry has been proved to their satisfaction to have been incorrectly made, they shall make an order in writing, signed by the Chairman, that the entry having been proved to satisfaction of the Tribunal to have been incorrectly made shall be erased from the Register or List, and the Chairman shall announce the determination in terms indicating whether in the view of the Tribunal the entry was made incorrectly but not fraudulently.**
 - (7) Where an inquiry relates to two or more entries, the Tribunal may proceed under the foregoing provisions of this Rule to consider the allegations in respect of those entries either separately or taken together, as the Tribunal may think fit; and **where an inquiry relates to an entry specifying two or more particulars, the Tribunal may proceed thereunder in respect of one of the entries and specify each of those particulars as if it were a separate entry.**

Restoration of Names after Erasure

28. Where an application is made-
- (a) in accordance with section 19 of the Act by a person or body corporate whose name has been erased from the Register or List in pursuance of a direction made under section 18 of the Act; or
 - (b) in accordance with section 20 of the Act by a person or body corporate whose name has been erased from the Register or List on the ground of fraud in pursuance of a direction by the Committee under section 20; the following provisions shall have effect-
 - (i) the Committee shall afford the applicant an opportunity of being heard by the Committee **and adducing evidence;**
 - (ii) the Committee may require such evidence as they think necessary concerning the identity or character of the applicant, or his conduct since his name was erased from the Register or List, and for this purpose may receive written or oral evidence;
 - (iii) the application shall otherwise be disposed of as nearly as may be in accordance with the procedure provided by these Rules.
 - (c) **where the Committee is satisfied with the application and evidence adduced by the Applicant whose name was erased shall order that the name of the Applicant be restored in the Register or List of members upon payment and the fulfilment of the condition(s) prescribed by the Tribunal for restoration of the name.**
 - (d) **where the Tribunal is satisfied that a member has fulfilled the terms of penalty or punishment imposed on him, the Tribunal shall order the Executive Secretary to restore the name of such a member in the List or Register of Members.**
 - (e) **However, where the case in question is on fraud and other criminal offences, the person's name shall not be restored at all except where such a person is discharged and acquitted from all charges of fraud and criminal offences by a court of competent jurisdiction.**

Legal Assessor

29. It shall be the duty of the Legal Assessor to be present at all proceedings before the Committee and to advise the Committee on any question of law arising in the proceedings which they may refer to him.
30. It shall be the duty of the Legal Assessor to inform the Committee forthwith of any irregularity in the conduct of proceedings before them which may come to his knowledge and to advise them of his own motion where it appears to him that, but for such advice, there is a possibility of a mistake of law being made.
31. The advice of the Legal Assessor shall be tendered to the Committee in the presence of every party or person representing a party to the proceedings who appears thereat.

Provided that if in the case of any question referred by the Committee to the Legal Assessor while they are deliberating in private, the Committee consider that it would be prejudicial to the discharge of their duties for the advice to be tendered in the presence of the said parties or their representatives, it may personally inform them of the question which has been put to him by the Committee and of his advice thereon, and his advice shall subsequently be put in writing and a copy thereof shall be given to such party or representative.

32. If on any occasion the Committee do not accept the advice of the Legal Assessor, a record shall be made of the question referred to him, of the advice given and of the refusal to accept it (together with the reason for such refusal), and a copy of the record shall be given to every party, or person representing a party, to the proceedings who appears thereat.
33. Copies of written advice, made for the purposes of either of the last two foregoing Rules, shall be available on application to every party, to the proceedings who does not appear thereat.

GENERAL

Hearing and adjournment

34. (1) Subject to the provisions of section 23 (3) of the Act and of any Rules made thereunder, the Tribunal may deliberate in camera (with or without the Legal Assessor) at any time and for any purpose during or after hearing of any proceedings.
- (2) Save as aforesaid all proceedings before the Tribunal shall take place in the presence of all parties thereto who appear therein and shall be held in public except as provided by the next following paragraph of this Rule.
- (3) Where in the interest of justice it appears to the Tribunal that the public should be excluded from any proceedings or part thereof, the Tribunal may direct that the public shall be so excluded; but a direction under this paragraph shall not apply to the announcement in pursuance of any of these Rules of a determination of the Tribunal.
- (4) The Tribunal may adjourn their proceedings from time to time as they think fit.

Evidence

35. (1) Where a respondent or an applicant under the rule 13 has supplied to the Tribunal or to the Executive Secretary on their behalf the name of any person to whom reference may be made confidentially as to his character or conduct, the Tribunal may consider any information received from such person in consequence of such reference without disclosing the same to the respondent or applicant.

- (2) The Tribunal may receive oral, documentary or other evidence of any fact, which appears to them relevant to the inquiry into the case before them.

Provided that, where a fact which it is sought to prove, or the form in which any evidence is tendered, is such that it would not be admissible in criminal proceedings in a court of law, the Tribunal shall not receive evidence of the fact or in the form, unless after consultation with the Legal Assessor they are satisfied that it is desirable in the interests of justice to receive it having regard to the difficulty and expense of obtaining evidence which would be so admissible.

- (3) The Committee may cause any person to be called as a witness in any proceedings before them whether or not the parties consent thereto. Questions may be put to any witness by the Committee through the Chairman or by the Legal Assessor with the leave of the Chairman.

Voting

36. (1) Any question put to the vote shall be put in the form of a motion by the Chairman. The Chairman shall call upon members present to vote for or against the motion by show of hand and shall declare that the motion appears to him to have been carried or not carried as the case may be.
- (2) Where the result so declared is challenged by any member, the Chairman shall call upon the Committee Secretary to read the roll, and as his name is read every member present including the Chairman (who shall be called last) shall say "For" or "Against" according to whether his vote is given for or against the motion. The Chairman shall thereupon declare the number of members who have voted for the motion and the number who have voted against the motion, and whether the motion has been carried or not carried.
- (3) Where on any question the votes are equal, the question shall be deemed to have been resolved in favour of the respondent or of the **applicant** under rule 13, as the case may be.
- (4) **The legal Assessor shall have no voting right on questions put to votes during proceedings.**

Procedure where there is more than one Respondent

37. Nothing in this part of these Rules shall prevent one inquiry being held into charges against two or more respondents, and where such an inquiry is held the foregoing Rules shall apply with the necessary adaptations and subject to any directions given by the Committee as to the order in which proceedings shall be taken under any of these Rules by or in relation to the several respondents; so however that any of the rights of a respondent under these Rules shall be exercised separately by each of the respondents who desires to invoke that right.

Supplementary

- 38 (1) Any party being an individual may appear either in person or by counsel or solicitor, or, if the party so elects by any officer or member of any organization of which he is a member, or by any member of his family.
- (2) Any party being a body corporate may appear by their secretary or other officer duly appointed for the purpose or by counsel or solicitor.
39. A Secretary may be appointed by the Committee to take notes of proceedings before them.

PART 3

CODE OF GOVERNANCE, ETHICS AND CONDUCT FOR INSURANCE BROKERS

Duty to comply with this Code of Governance, Ethics and Conduct and all relevant laws and Regulations.

All Registered Insurance Brokers shall:

40. **deal with the Council and other regulators in an open, clear and co-operative manner, ensure that the Council and other Regulators are treated courteously and not in a vexatious or frivolous manner and that all queries are dealt with promptly.**
41. **comply with all relevant laws and regulations by working not only within the law but also within the spirit of the law. Members shall obey all applicable local, state and federal civil and criminal laws and regulations.**
42. **make sure that the registered body corporate is suitably regulated and has effective compliance arrangement.**
43. **act according to the highest ethical standard of the Insurance Broking Profession and Council.**
44. **not engage in acts of criminal offence or professional misconduct.**
45. **comply with the decisions of the Governing Board and General Meeting on issues and shall honor all the obligations contained in any resolutions passed by the Governing Board and General Meeting of members.**

Insurance Brokers Professional Obligation

All Registered Insurance Brokers shall:

- 46. practice their profession with the highest sense of integrity, honesty and truthfulness so as to maintain and broaden public confidence in insurance.**
- 47. be reliable, dependable and respectful and not take advantage of a client, colleague or third party.**
- 48. not bring the insurance industry or Council into disrepute whether through action in the course of work or outside of work.**
- 49. not offer or accept gift, hospitality or service which could, or might appear to imply an improper obligation.**
- 50. not demand or accept any fee, remuneration, bonus or commission or part thereof belonging to another insurance broker or professional in the insurance industry for work or services rendered by that other professional or Insurance Broker.**
- 51. not allow his name or certificate to be used to fulfil the conditions of registration of an insurance company or insurance broking company unless he actually works or has agreed to work for the company.**
- 52. not engage in fraudulent unethical and corrupt practices whether solely or in connivance with others in the course of his professional practice:**
 - (a) Corruption occurs when one individual offers or gives a benefit (i.e. a bribe) to another individual in exchange for an undue favor. The term (undue) in this context refers to a benefit or favor that breaches an individual's contractual, professional or legal obligations. It is also a form of corruption to give in to undue solicitations or threats.**
 - (b) Fraud is when one deliberately deceives people in order to secure unfair or unlawful gain or to avoid fulfilling a legal obligation.**
 - (c) Fraudulent behavior is not committed by accident and usually involves secretive and non-authorized actions.**
- 53. continually improve their professional knowledge and skills as well as promote positive relationships between Insurance Brokers and their stakeholders.**
- 54. adhere to acceptable means of compensation for services rendered.**
- 55. foster cultural diversity and pluralist values and treat all people with dignity and respect.**
- 56. become leaders and role models in the field of Insurance Broking and encourage colleagues to embrace and practice the Code of Governance, Ethics and Conduct.**
- 57. report any breach of this Code to the Council, any breach or infringement of the standards stated in this Code shall subject such Insurance Broker to disciplinary sanction, including erasure of the Insurance Broker's name from the List or Register of Members upon the recommendation of the Disciplinary Tribunal.**

Duty of Decorum

58. Members, in a bid to secure business in competition with their colleagues, **shall** not cede, wholly or in part, their just commission or remuneration, nor provide any additional monetary benefit in cash or in kind.
59. Commissions or remuneration shall not be demanded by or paid to an Insurance Broker in excess of the rate allowed by law.
60. Members shall refrain from unhealthy practices with a view to securing business. They shall carry out their activities according to the principle of fair competition refraining from using comments which may bring a colleague into disrepute.
61. Advertisements made by or on behalf of Insurance Brokers shall not be restricted to the policies of one insurer except where the reasons for such restriction are fully explained in the advertisement, the insurer named therein; and the prior approval of that insurer obtained.
62. In reinsurance broking, an Insurance Broker shall interpret and respect instructions of **Cedants** and Reinsurers with absolute impartiality, knowing that his function is to distribute risk as widely as possible so as to achieve the necessary spread.

Duty to client

63. **Technical Service**
An Insurance Broker shall:
 - (a) ensure, as far as possible, that the policy proposed is suitable to the needs and resources of the clients;
 - (b) give advice only on those insurance matters in which he is knowledgeable and seek or recommend other specialist advice when necessary;
 - (c) make an in-depth analysis of his client's insurance needs and recommend advisable methods of loss prevention, especially when they may give rise to more favourable rating;
 - (d) explain all the essential provisions of the cover afforded by the policy, or policies, which he is recommending, so as to ensure, as far as possible, that the client understands what he is buying;
 - (e) draw attention to any restrictions and exclusions applying to the policy;
 - (f) if necessary, obtain from the insurance company specialist advice in relation to items (c) to (e) above.
 - (g) refrain from offering coverage over and above that which the underwriter normally grants without the underwriter's prior consent; and
 - (h) not impose any charge in addition to the premium required by the insurance company without disclosing the amount and purpose of such charge to the clients.

64. When an Insurance Broker establishes a relationship with a client, he shall take appropriate steps to see that the client understands the Insurance Broker's role.
65. Insurance Brokers shall do everything possible to satisfy the insurance requirements of their clients and shall place the interests of those clients before all other considerations such that in the conduct of their business, insurance brokers shall provide advice objectively and independently.
66. Although the choice of insurers can only be a matter of judgment, Insurance Brokers shall use their skill objectively in the best interests of their clients.
67. An Insurance Broker shall inform a client of the names of all insurers with whom a contract of insurance is placed. This information shall be given at the inception of the contract and any changes thereafter shall be advised at the earliest opportunity to the client.
68. Cover Notes and other written evidence of cover issued by a broker should be signed by a senior staff.
69. Insurance Brokers shall not withhold from the client any written evidence or documentation relating to the contract of insurance without adequate and justifiable reason being disclosed in writing and without delay to the client. If any Insurance Broker withhold such documents from a client by way of lien from monies due from that policyholder, he shall provide the reason in the manner required above.
70. Insurance Brokers shall ensure the use of a sufficient number of insurers to satisfy the insurance requirements of their clients.
71. Slips and other placement documents or information presented to insurers should be clear and unambiguous and the Broker's relevant personnel should be competent to answer insurers reasonable question about the risks. An Insurance Broker shall be prompt to convey insurers' requests for further information to his client.

Good Faith

72. **An Insurance** Broker shall treat all information supplied by the client as completely confidential to himself and to his company or companies to which the business is being offered.
73. **An Insurance** Broker may wish to compile statistics or otherwise use information gained from the operation of the accounts of various clients in order to broker a risk for a particular client to insurers. In each case, the broker shall consider what information he may properly use and great care must be taken that a client about whose account information is being used is not adversely affected by it. Although, calling upon his general knowledge and experience of other clients affairs would normally be permissible, the disclosure by an insurance broker of information revealing the identities of clients and

specific details of their **affairs** without their informed consent is not permissible, unless such information is already available to the market generally.

74. **An Insurance** Broker shall not withhold from the policyholder any written evidence or documentation relating to the contract of insurance.
77. Statements made by or on behalf of members when advertising shall not be misleading or extravagant or deceptive.
78. An **Insurance** Broker shall take appropriate steps to maintain the security of confidential documents in his possession.
79. It is the duty of the Broker and his client to disclose all material circumstances within their knowledge and to give a fair presentation of the risk to insurers.
80. **An Insurance** Broker shall explain to a client the duty of utmost good faith and the obligation to disclose all circumstances material to the risk which he wishes to insure and the consequences of any failure to make such disclosure.

Duty to Keep Proper Account

81. An Insurance Broker shall, if authorized to collect monies in accordance with the terms of his appointment:
 - (a) Keep a proper account of all financial transactions with a policyholder, prospective policyholder or client which **involves** the transfer of money held in trust in respect of **insurance transaction;**
 - (b) **Acknowledge receipt of such monies or payment made to him by the client or insurer;**
 - (c) **Shall record** all monies received in connection with an insurance policy and shall distinguish premium from any other payment included in the money;
 - (d) **All premiums or claims or returned premiums for or by insurer shall be paid into the client's account; and**
 - (e) **Notify the insurer in writing and accompanied by the Insurance Broker's Credit Note in conformity with the provisions of the law;**
 - (f) **Remit any such monies so collected in strict conformity with the provision of the law.**
82. Insurance monies handled by an **Insurance** Broker **shall** be separated from the funds belonging to the Insurance Broker. Such monies should be kept in distinct accounts and the operation of these accounts is the responsibility of the Insurance Brokers. **An**

Insurance Broker shall apply due diligence to the collection and payment of all Insurance monies.

83. **An Insurance** Broker shall pay over monies received and due to client promptly **within the stipulated period prescribed by law**. Where a risk is placed with a number of insurers, and claims monies are remitted to the Insurance Broker **at** different times, the Insurance Broker shall consider whether, having regard to the amount received and the time when the balance **shall** be received, and any other relevant factors such as amount owed by the client to the Insurance Broker, he should pass on to the client such proceeds as he had received as soon as possible rather than await the balance and make payment in full, **provided he does not breach any provision of the law regarding length of time within which such monies shall be held by an Insurance Broker**.
84. An Insurance Broker shall, when making payment to an insurance company, specify the name of the policyholder on behalf of whom he is paying as well as the particulars of the insurer's debit note, if any, relevant to the payment.

Duty to Insurer

85. **An Insurance** Broker shall not make inaccurate or unfair statements of any insurer, insurance broker or any other practitioners in the industry or make comparisons with other types of policies unless he clears the different characteristics of each policy.
86. **An Insurance** Broker shall disclose to an Insurer the previous insurer(s), if any of the object proposed for insurance, the claims if any, made on the previous policy(ies) and whether or not any premium is outstanding in favour of the previous insurer.

Appointment of Insurance Brokers midway into existing policies being handled by other members:

87. **An Insurance** Broker's remuneration is already part of the premium paid by the insured client for the policy which is in force.
88. The responsibility for payment of **Insurance** Brokers' commission rests with the insurer.
89. The duty of an **Insurance** Broker to an Underwriter rests on acquisition of business presented in a professional manner either at renewal, or from inception of new business and the appointment of any new broker thereafter in the course of the insurance period shall only be effective from the next anniversary of the insurance policy.
90. Where premium is outstanding and appointment of insurance brokers are being changed, settlement of the outstanding premium takes priority over the new premium and must be remitted to the **owed** Underwriters.
91. The appointment of an **Insurance** Broker is deemed to continue in force from the date the appointment was made, if such insurance broker was the existing insurance broker in the

preceding insurance period and no formal letter of termination has been received by the existing **insurance** broker prior to the renewal of the policy. This, in effect, means that appointment of new **insurance** brokers shall only take effect at the anniversary of insurance policy(ies).

Operation of Consortia of Insurance Brokers

92. To be a consortium member on an insurance policy, the prospective member must meet the following requirements:
 - (a) have a letter of appointment from the client duly signed;
 - (b) the letter of appointment must be duly acknowledged by the appointed member;
 - (c) efficient service to the client should be of paramount importance in the mind of all the consortium members.
93. Regular meetings shall be called or conducted by the consortium leader to carry all members involved on the consortium along on issues affecting the consortium.
94. (1) Initial meeting with minutes of the meeting spelling out the modalities for the operation of members and apportionment of the commission to be earned should be held by all members of the consortium.
(2) The minutes of the meeting held by the consortium members must be properly kept and circulated to members.
95. The consortium leader is required to disburse the commission earned to the consortium members within 30 days **after the receipt** of the commission cheque, where the cheque is issued directly by the client in the name of the consortium leader.
96. **Where the cheque is issued by the client directly to the Underwriters, the lead Insurance Broker shall liaise with the Underwriter to ensure the payment of the Brokers' Commission not later than 30 days after the receipt of cheque from the client.**
97. Acquisition expenses otherwise known as "Public Relations" is **unethical, however, incidental expenses may be permitted based on agreement by the consortium members.**
98. Rate of Administrative Expenses which **shall** not exceed 10% to the consortium leader must be agreed at the inception of the consortium, **while for Reinsurance Brokers consortium leader shall not exceed 20%.**
99. **The commission of Co-Brokers in a consortium shall not be subject to withholding tax by the consortium leader, as the lead Broker was just performing a banking service on behalf of the client or insurer as the case may be.**

Mandatory Continuous Professional Development (MCPD)

- 100. (1) A Registered Insurance Broker who wishes to carry on practice as an Insurance Broker shall participate in and satisfy the requirements of the Mandatory Continuing Professional Development (MCPD) Programme operated by the Council.**
- (2) The activities in which an Insurance Broker is required to participate for the purpose of the MCPD Programme of the Council, shall include-**
- (a) attendance and participation in accredited trainings;**
 - (b) lectures, seminars, workshops and conferences on Insurance approved topics by the Council.**
 - (c) writing on the Insurance and its practice in books or journals and newspapers approved by the Council.**
 - (d) study towards professional qualifications approved by the Council and the Chartered Insurance Institute of Nigeria; and**
 - (e) other approved means of acquiring Insurance Broking professional knowledge and experience.**
- (3) An insurance Broker shall be certified as having satisfied the requirement of the MCPD Programme if, and only if, during the relevant year, he earns the number of credit points of participation in the programmes required by the Council.**
- (4) The number of credit points required for each year shall be as approved by the Governing Board upon the recommendation of the Mandatory Continuous Professional Development Committee.**
- (5) The Council shall establish a Mandatory Continuous Professional Development Committee for the operation of the Programme.**
- (6) The Committee shall make recommendation for regulating the operation of the MCPD Programme and such recommendation may provide for the following matters-**
- (a) the number of credit points of participation required of an Insurance Broker;**
 - (b) the types of activities and studies that are acceptable for earning the credit points;**
 - (c) persons that may be exempted from the requirements of the programme; and**
 - (d) other matters which in its opinion are necessary for the operation of the Programme.**

Advertising and Soliciting

- 101. (1) An Insurance Broker shall not engage or be involved in any advertising or promotion of his business practice of insurance which –**
- (a) is inaccurate or likely to mislead;**
 - (b) is likely to diminish public confidence in Insurance or otherwise bring the Insurance profession into disrepute;**
 - (c) makes comparison with or criticizes other Insurance Brokers or other professions or professionals; or**

- (d) is so frequent or obstructive as to cause annoyance to those to whom it is directed.
- (2) Nothing in this rule shall preclude an Insurance Broker from publishing in a reputable Insurance List or Insurance Directory, a brief biographical or informative data of the company, including all or any of the following matters;
- (a) company name or name of the CEO and his professional association;
 - (b) company registered address, telephone number, telex number, e-mail address, website, etc.
 - (c) the school, colleges or other institutions attended with dates of graduation, degree and other educational or academic qualifications or distinctions of the CEO;
 - (d) date and place of birth and admission to practice Insurance Broking
 - (e) any insurance teaching position;
 - (f) any National Honour; and
 - (g) Membership of the Council.
- (3) No registered Insurance Broker shall use his position or office on the Council to the disadvantage or discredit of another member.

Appropriate use of electronic communication and social networking sites

102. All Registered Insurance Brokers shall:

- (a) exercise good judgment when using electronic mail or posting on all the Council's social medial platform by following the principles of ethical behavior;
- (b) use appropriate language in electronic mail messages, and post on all social media platforms;
- (c) be aware that if an issue addressed in an email or shared/posted on a social media platform becomes the subject of a legal dispute, then those emails or posts would be discoverable: that is, the court and all parties to the dispute would be entitled to see them;
- (d) not send or post messages and/or pictures that are harassing, defamatory, threatening, abusive or obscene;
- (e) Not transmit, promote or display any offensive, defamatory, or harassing material;
- (f) report any situations where a member becomes aware of the inappropriate use of electronic communication and social networking sites of the Council.
- (g) never upload, download or circulate any of the following materials on the Council's social media platforms:
 - i. sexually related or pornographic messages or material;
 - ii. violent or hate-related messages or material;
 - iii. racist, tribalistic, offensive religious or any other offensive messages aimed at a particular group or individual;
 - iv. malicious, libelous or slanderous messages or material;
 - v. Subversive or other messages or materials related to illegal activities.

Basic Principle of Corporate Governance for Registered Insurance Broking Companies

103. All Registered Insurance Broking Companies shall comply with the following principles of Governance:

- (a) all registered Insurance Broking Companies shall be headed by an effective, active and Independent Board of Directors who shall be responsible for providing entrepreneurial and strategic leadership as well as promoting ethical culture and responsible corporate citizenship;**
- (b) the Board of Directors of an Insurance Broking company shall be composed of Chairman of the Board, the Managing Director/Chief Executive Officer, Executive Director(s)(if any) and Non-Executive Director(s)(if any) based on its size and the complexity of its business;**
- (c) the Board of Directors shall exercise oversight and control to ensure that management acts in the best interest of the shareholders and other stakeholders while sustaining the property of the company. The Board of Directors shall be of sufficient size to effectively undertake and fulfil its business of overseeing, monitoring, directing and controlling the company's activities;**
- (d) the positions of the Chairman of the Board and the Managing Director/Chief Executive officer (MD/CEO) of the company shall be separate such that no one person shall occupy the two positions;**
- (e) the Chairman of the Board's primary responsibility is to ensure the effective operation of the Board such that the Board works as a group towards achieving the Company's strategic objectives. He shall also provide guidance to the MD/CEO and be available to him for regular communications;**
- (f) the Chairman of the Board shall be a Non-Executive Director (NED) and shall not be involved in the day-to –day operations of the company, which shall be the primary responsibility of the MD/CEO and the management team;**
- (g) The Chairman's functions should include the following:**
 - i. presiding over meetings of the Board of Directors and general meetings of shareholders;**
 - ii. agreeing on an annual Board plan with the Board;**
 - iii. ensuring that the agenda for Board meetings are set;**
 - iv. ensuring that the Board and its committees are composed of individuals with relevant skills, competencies and desired experience;**
 - v. ensuring that Board meetings are properly conducted;**
 - vi. ensuring that the Board is effective and functions in a cohesive manner;**

- vii. ensuring that induction programmes are conducted for new Directors and a continuing education programme is in place for all Directors;
 - viii. ensuring effective communication and relations with the Company's shareholders and other stakeholders; and
 - ix. taking a lead role in the assessment, improvement and development of the Board.
- (h) the Managing Director/Chief Executive Officer who shall be either an Associate or Fellow of the Council is the head of the management delegated by the Board to run the affairs of the company to achieve its strategic objectives for sustainable corporate performance;
- (i) the MD/CEO shall have a broad understanding of the company's business. He shall demonstrate professional and entrepreneurial skills, credibility and integrity and have the confidence of the Board and Management;
- (j) The MD/CEO shall establish a culture of integrity, conformance and performance, which shall be assimilated by personnel at all levels in the Company;
- (k) The functions and responsibilities of the MD/CEO shall include:
- i. day-to-day management of the Company;
 - ii. proper implementation and achievement of the Company's strategic imperatives to ensure the sustainable development and growth of the Company;
 - iii. ensuring prudent management of the Company's finances and other resources;
 - iv. providing the Board with complete, accurate and timely information and documentation to enable it make sound decisions;
 - v. promoting and protecting the interests of the Company; and
 - vi. being the Company's leading representative in its dealings with its stakeholders and eliciting participation of all directors to facilitate effective direction for the Board.
- (l) The Executive Director (ED) (if one exist), who shall be registered by the Council in the category of not less than Ordinary member supports the Managing Director/Chief Executive Officer in the operations and management of the company. The ED shall have broad understanding of the Company's business in addition to possessing such other qualifications as may be needed for their specific assignment and responsibilities.
- (m) the Non-Executive Directors (NED) which shall include Independent Non-Executive Director (INED) (of one exist) shall be chosen on the basis of their wide experience, knowledge and personal qualities and shall bring these qualities to bear in the company's business;

- (n) the Board of Directors shall meet at least once every quarter in order to effectively perform its oversight functions and monitor management performance. The minutes of meetings of the Board and its Committees as a record of what transpired at those meetings shall be prepared, reviewed and approved by the members of the Board or relevant Board Committees at its next meeting.
- (o) the Board may delegate some of its functions, duties and responsibilities to Committees to ensure more effectiveness and efficiency. The Board should determine the number and composition of its Committees. The desirable Board Committees are:
- i. Nomination and Governance Committee;
 - ii. Remuneration Committee;
 - iii. Audit Committee; and
 - iv. Risk Management Committee.
- The Board may combine any of the responsibilities of the Board Committees stated above, taking into consideration the size, needs and other complexities of the company.
- (p) the Board should encourage the conduct of annual Corporate Governance evaluation, including the extent of the application of the National Code of Corporate Governance and other sectorial code by the company and the summary report of the evaluation should be included in the company's annual report;
- (q) the Board shall ensure that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of its strategic objectives and positive outcomes in the short, medium and long term;
- (r) the Board should encourage the establishment of the following framework which shall define the company's policy, risk appetite and risk limit and identify, assess, monitor and manage key business risk to safeguard shareholders' investment and the company's assets.
- i. Risk management;
 - ii. Internal audit function; and
 - iii. Whistle blowing
- (s) The company shall appoint an external auditor to provide an independent opinion on the true and fair view of the financial statements of the company to give assurance to stakeholders on the reliability of the financial statements.;
- (t) General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the company's business, governance and performance. General Meetings of the company is to be conducted in an open manner allowing for free discussion on all issues on the agenda;

- (u) the Board shall establish policies and practices regarding its social, ethical, safety, working conditions, health and environmental responsibilities as well as policies addressing corruption and money laundering.
- (v) Members should endeavor to comply and make reference with the relevant Code of Corporate Governance for full compliance as the standards and framework provided in the rules is not comprehensive and non-exhaustive.

Breaches of This Code

- 104. A breach of any provision of this Code is a professional misconduct and shall lead to disciplinary action as provided in the Disciplinary Tribunal (Constitution & Procedure) Rules made pursuant to the Act.**

PART 4

RULES FOR THE ELECTION OF GOVERNING BOARD MEMBERS

ELECTION OF PRESIDENT

105. The President shall be elected at the Board meeting preceding the Annual General Meeting and ratified at the Annual General Meeting of members of the Council for a term of one year but may be re-elected for another term of one year.
No person shall serve as President for more than two consecutive terms.
106. Nobody shall be elected President except:
- a. The Applicant is fit and proper;
 - b. The applicant is of proven integrity and professional conduct;
 - c. The Applicant is a Fellow of the Council;
 - d. The Applicant is nominated by at least one Fellow of the Council;
 - e. The Applicant has served on the Governing Board for at least seven years including the year of his/her election to the Board Meeting preceding the Annual General Meeting whereat his election as the President is to be ratified.
 - f. The Applicant has served as the Deputy President of the Council for at least one year;

- g. The Applicant occupies the position of not less than Chief Executive Officer in a Member Company or had occupied the position of not less than Chief Executive Officer in a Member Company, **or has occupied the position of Deputy President for not less than one year.**
107. Where vacancy occurs in the office of the President by reason of death, resignation or incapacitation or otherwise, the Deputy President shall fill the vacancy and he **shall be** entitled to hold office for the remaining term of the predecessor.
108. A President can be removed from office by a special resolution of Governing Board on grounds which include but not limited to:
- a. Conviction for fraud, bribery or any high criminal offence;
 - b. Indictment by the disciplinary tribunal of the Council for professional or gross misconduct;
 - c. Physical and mental incapacity to function in office as the President.

ELECTION OF DEPUTY PRESIDENT

109. The Deputy President shall be elected at the Board Meeting preceding the Annual General Meeting and ratified at the Annual General Meeting of members of the Council for a term of one year but may respectively be re-elected for another term of one year.
110. Nobody shall be elected as Deputy President except:
- a. The Applicant is fit and proper;
 - b. The Applicant is of proven integrity and professional conduct;
 - c. The Applicant is nominated by at least one Fellow of the Council;
 - d. **The Applicant has served on the Governing Board for at least five years**
 - e. **The Applicant has served as the Vice President of the Council for at least one year;**
 - f. The Applicant occupies a position of not less than **Chief Executive Officer** in a Member company or had occupied a position of not less than **Chief Executive Officer** in a Member company.
111. Where vacancy occurs in the office of the Deputy President by reason of death, resignation or incapacitation or otherwise, the Vice President shall fill the vacancy and he shall be entitled to hold office for the remaining term of the predecessor.
112. A Deputy President may be removed from office by a special resolution of Governing Board on grounds which include but not limited to:
- a. Conviction for fraud, bribery or any high criminal offence;
 - b. Indictment by the disciplinary tribunal of the Council for professional/gross misconduct;
 - c. Physical and mental incapacity to function in office as the Deputy President.

ELECTION OF VICE PRESIDENT

113. The Vice President shall be elected at the Board Meeting preceding the Annual General Meeting and ratified at the Annual General Meeting of members of the Council for a term of one year but may respectively be re-elected for another term of one year.
114. Nobody shall be elected as Vice President except:
- a. The Applicant is fit and proper;
 - b. The Applicant is of proven integrity and professional conduct;
 - c. The Applicant is nominated by at least one Fellow of the Council;
 - d. The Applicant is presently a member of the Governing Board at the time of election and had served on the Governing Board for at least five years.
 - d. The Applicant occupies a position of not less than Chief Executive Officer in a Member company.**
Provided that where a Vice President vacates the position of Chief Executive Officer in a member company during his first term, he shall be eligible to re-contest election as vice president for another term of one year.
115. Where vacancy occurs in the office of the Vice President by reason of death, resignation or incapacitation or otherwise, a bye-election shall be conducted not later than two months from, the date of occurrence of the vacancy; and the person elected to fill the vacancy shall be entitled to hold office for the remaining term of the predecessor.
116. A Vice President may be removed from office by a special resolution of Governing Board on grounds which include but not limited to:
- d. Conviction for fraud, bribery or any high criminal offence;
 - e. Indictment by the disciplinary tribunal of the Council for professional/gross misconduct;
 - f. Physical and mental incapacity to function in office as the Deputy President or Vice President.
117. The Deputy and Vice President shall be the Chairman of the Membership & Registration Committee and **the Events Organizing Committee** respectively.
118. Any interested Council member may contest for election as a member of the Governing Board where vacancy exists in the Board and shall hold office for a period of three (3) years but eligible for re-election in like manner.
119. Nobody shall be elected to the Governing Board membership of the Council except:
- a. The Applicant is fit and proper;
 - b. The Applicant is of proven integrity and professional conduct;
 - c. The Applicant is nominated by at least one current member of the Governing Board;
 - d. The Applicant participates in Council activities, including Area and Chapter Committee;
 - e. The Applicant possesses not less than AIIN/ACII professional qualification;
 - f. The Applicant is an Associate or a Fellow of the Council;**

- g. The Applicant occupies an executive position of not less than General Manager in a member company or had occupied an executive position of not less than a General Manager in a member company.

Provided that the Applicant who has left such an executive position shall be either a sitting Governing Board member immediately before such elections or had left the Board for not more than three (three) years before such elections.

- 120. **Where vacancy occurs in the office of the Governing Board Member by reason of death, resignation or incapacitation, election into another office on the Governing Board or otherwise, a bye-election shall be conducted not later than three months from, the date of occurrence of the vacancy: and the person elected to fill the vacancy shall be entitled to hold office for the remaining term of the predecessor. Provided that where the vacancy so created is for a period of 6 months or less to the end of the term, then, the vacancy shall remain and shall be filled at the time of the general elections.**

- 121. An elected member of the Board may be removed from office by a special resolution of the Governing Board on grounds which include but not limited to:
 - a. Conviction for fraud, bribery or any high criminal offence;
 - b. Indictment by the disciplinary tribunal of the Council for professional or gross misconduct;
 - c. Physical and mental incapacity to function in office as a member of the Governing Board.

Election Screening Committee

- 122. There shall be established the Election Screening Committee made up of seven Council members to be appointed by the Management Committee and ratified by the Governing Board.
 - a. The Chairman of the Committee shall be a Past President of the Council,
 - b. Members of the Screening Committee shall not contest an election into any office of the Governing Board in the year he serves as a member of the Screening Committee.
 - c. **The Committee's duties include to:**
 - i. **Arrange and conduct the screening of all applicants eligible to be voted for in an Election;**
 - ii. **Process and verify all nomination forms with other necessary documents submitted by the Applicants;**
 - iii. **Submit the report of the screening exercise to Management Committee detailing the decision of the Committee, confirming the eligibility or disqualification of the Applicants for approval and ratification by the Governing Board;**
 - iv. **Receive petitions and objections in respect of the screening exercise from Applicants not later than 7 days after the publication of the results and uphold or overrule any claim or make any recommendation(s) as the Committee deems fit, subject to the ratification of the Governing Board;**

- v. Carry out other duties as may be prescribed to it by the Governing Board from time to time.
- d. Nobody shall be eligible to be voted for in an election either by the Board or Council unless he has been screened and certified by the Screening Committee.
- e. **Malicious petitions/objections against successfully screened applicant(s) for elective positions shall not be tolerated by the Election Screening Committee. Such malicious petitioner shall be referred to the Investigation Panel as well as the Disciplinary Tribunal for reprimand which shall include suspension from contesting for election for a term of years to be determined by the Tribunal.**

Appointment of Honorary Treasurer and Honorary Auditor

- 123. The Honorary Treasurer and the Honorary Auditor shall be appointed from amongst the elected members of the Governing Board by the Management Committee and ratified by the Governing Board for a term of one year and may be eligible for re-appointment for another year.
- 124. **No elected member of the Governing Board shall be appointed as Honorary Treasurer or Honorary Auditor except he must have served on the Governing Board for at least two (2) years. The computation of the two years shall include any year of co-option into the Governing Board.**
- 125. Nobody shall serve as the Treasurer or Auditor for more than two consecutive terms of one year each.

CO-OPTION INTO GOVERNING BOARD

- 126. No one shall be co-opted as a member of the Governing Board except upon the recommendation of the Management Committee and the approval of the Governing Board.
- 127. Nobody shall be co-opted into the Governing Board of the Council except:
 - a. **He** is fit and proper;
 - b. **He** is of proven integrity and professional conduct;
 - c. **he is an Associate or a Fellow of the Council;**
 - d. **He** participates in Council activities, including Area Committee;
 - e. **He** possesses not less than AIIN/ACII professional qualification;
 - f. **He** occupies an executive position of not less than General Manager in a member company.

ELECTION OF AREA COMMITTEE CHAIRMEN

128. Area Committee Vice Chairmen **shall not** attend Governing Board meetings in the **absence or on behalf of the Area Committee Chairmen.**
129. Each Area Committee or Chapter of the Council shall conduct elections **annually and every such election shall be under the supervision of the President or Deputy President or Vice President and the Executive Secretary or their nominees.**
130. No elected member of the Area Committee shall serve in the same office for more than two terms of one year each.
131. Nobody shall be elected as the Chairman of the Area Committee of the Council except:
 - a. The Applicant is fit and proper;
 - b. The Applicant is proven integrity and professional conduct;
 - c. The Applicant participates in Council activities, including Area and Chapter Committee;
 - d. The Applicant possesses not less than AIIN/ACII professional qualification.
 - e. **The Applicant is registered as at least an ordinary member of the Council.**

ELECTORAL COMMITTEE

132. There shall be established the Electoral Committee made up of the Executive Secretary and the Past Presidents.
 - a. The duties of the Electoral Committee include:
 - i. to oversee the general conduct of elections into the Governing Board of the Council;
 - ii. to compile the list of voters;
 - iii. to organize the elections of the President, Deputy President, Vice President, and membership of the Governing Board;
 - iv. to announce the results of elections for the Council's ratification at the General Meeting.
 - b. All elections shall be conducted by secret ballot or other acceptable methods in consonance with best practices.
 - c. Each listed member of the Council is entitled to only one vote per election.

ELECTION ETHICS

133. Subtle campaign by members prior to the Election Day is not prohibited from successfully screened candidates;
 - a. No form of election campaign is allowed at the venue of the election;
 - b. Members shall not deploy unethical campaign tactics for election into the Governing board;
 - c. No member shall gang up against others to form alliances to discredit other contestants;
 - d. Defamatory text messages and e-mails against other contestants are prohibited.

Grievances in the conduct of election or any candidates in the election shall be addressed via petition to the Election Petition Committee only not later than 7 days after the election.

ELECTION PETITION COMMITTEE

134. There shall be established the Election Petition Committee made up of the five distinguished members of the Council and the Executive Secretary.
- a. The Chairman of the Committee shall be a Past President of the Council;
 - b. The duties of the Election Petition Committee include:
 - i. to receive complaints and allegations of unethical behaviors of candidates;
 - ii. to carry out preliminary investigation of complaints, allegations, **and grievances on the misconduct of election or any candidate** so received;
 - iii. to preside over the petition and make recommendation on the matter accordingly.
 - c. **Petitions on election malpractices and misconduct shall be submitted to the Election Petition Committee not later than seven days after the conduct of the election;**
 - d. **The Committee shall conclude all proceedings in respect of any petition received on election malpractices and misconduct and decide same within twenty-one days after of the receipt of such petitions, complaint, etc.**
 - e. **The decision of the Committee on any petition upon the ratification of the Governing Board is final.**

SANCTIONS

135. Unethical election tactics shall attract severe sanctions which would include:
- a. Nullification of votes;
 - b. Suspension from future elections for a specific period to be determined by the Election Petition Committee and ratified by the Governing Board;
 - c. On declaration of results, candidates found liable shall have their votes nullified and a bye-election shall be conducted to fill the position.

NON-RATIFICATION BY THE COUNCIL

136. Where the Council at the General Meeting fails to ratify the election of any elected member to the Governing Board;
- a. the Electoral Committee on the recommendation of the Governing Board shall organize and conduct a bye-election not later than 2 months after the non-ratification.
 - b. A General Meeting of the Council shall be summoned for the ratification of the newly elected members.

PART 5
BYE-LAWS FOR AREA COMMITTEES OF THE NIGERIAN COUNCIL
OF REGISTERED INSURANCE BROKERS

ARTICLE 1 NAME AND OBJECTIVES

1.0 OBJECTIVES

The purpose of this Bye-laws shall be to promote the desired service, leadership, and to develop Area Committees' participation in the affairs of the Council. To guide the affairs of the Area Committees in consonance with the rules and regulations of the Council **as**

approved by the Governing Board through the Management Committee for the realization of the following:

- 1.1 To provide a forum for Registered Insurance Brokers to converge and articulate their views which are aimed at improving Insurance Broking penetration and practice in their Area Committees.**
- 1.2 To encourage a high quality of professional practice, standards and ethics as prescribed by the Council.**
- 1.3 To disseminate knowledge through training and information amongst its members as approved from time to time by the Management Committee in writing on case by case basis.**
- 1.4 To do other related activities that is beneficial to the Area Committee as approved by the Governing Board through the Management Committee.**

ARTICLE II GOVERNING BOARD

- 2.1 The control of the Area Committees shall be vested in the Council through its Governing Board.**
- 2.2 The Governing Board shall advise the Area Committees regarding its policies and procedures.**
- 2.3 The Governing Board may suspend or dissolve any Area Committee whose function may not be considered necessary to carry out the objectives of the Council.**
- 2.4 The Governing Board may consolidate the functions of any one or more Area Committees to better accomplish its objectives.**

ARTICLE III ESTABLISHMENT OF AREA COMMITTEES

- 3.1 An Area Committee shall have a minimum of 10 (ten) Registered Corporate Brokers for its Establishment.**
- 3.2 All established Area Committees shall conform to the Bye-laws on Area Committee as approved by the Governing Board from time to time.**

ARTICLE 4 MEMBERSHIP

- 4.1 The membership of an Area Committee shall consist of Registered Insurance Brokers as represented by their staff who are registered as not less than ordinary /student member of the Council.**

- 4.2 All applications for membership of an Area Committee shall be made on a written form provided by the Secretary of an Area Committee.
- 4.3 Membership of an Area Committee shall be compulsory to all Registered Brokers and payment of Membership subscription shall be a condition precedent for the issuance of annual Membership Certificate by **the Council**.

CORPORATE MEMBERS

- 4.4 Members shall be Registered Insurance Brokers, who are in good standing with the Council.

STUDENT MEMBERS

- 4.5 Student Members are students who express interest in Insurance Broking and shall be entitled to attend meetings and activities of the Area Committees after due admission as student Members of the Council.

ARTICLE 5 DUES

- 5.1 All members of the Area Committee shall pay an annual subscription/Fee as approved from time to time by the Governing Board.
- 5.2 **All Members shall pay the annual Area Committee annual subscription/ fee due in all the Area Committees where their Head office and Branches are located.**
- 5.3 **No Area Committee shall increase or decrease the annual subscription/fee payable by members of the Area Committee without approval from the Governing Board.**
- 5.4 **No Area Committee shall embark on any capital project or expenditure without the express approval of the Governing Board before the commencement of such project/expenditure.**

ARTICLE 6 AREA COMMITTEE EXECUTIVE

- 6.1 The Executive Officers of an Area Committee, their duties, and the method of their election shall be as determined and approved by the Governing Board and as prescribed in the Area Committees' Bye-Laws.
- 6.2 New Executive Officers of the Area Committee shall be sworn in by the President of the Council or any other person so delegated by him.

AREA EXECUTIVE COMMITTEE

- 6.3 The **Area** Executive Committee shall consist of the following Officers; the **Area** Chairman, **Area** Vice Chairman, **Area** Secretary, **Area** Assistant Secretary, **Area** Publicity Secretary, **Area** Financial Secretary, **Area** Treasurer, Auditor and immediate Past **three Area Chairmen** as ex-Officio members.

FUNCTIONS OF THE AREAVEXECUTIVE COMMITTEE

- 6.4 **The Area Executive Committee shall exercise supervisory powers over the affairs of the Area Committee, make recommendations to the Governing Board through the Management Committee, and perform such duties and responsibilities as may be approved by the Governing Board through the Management Committee, which include to:**
- 6.4.1 **exercise leadership, and control of the Area Committee's activities so as to enable the Area Committee achieve the Council's objectives in the jurisdiction;**
 - 6.4.2 **ensure that all Registered Insurance Brokers in the Area Committee operate within the confines of the relevant laws and in the best interest of the Council at all times;**
 - 6.4.3 **ensure that the Area Committee's activities are centered majorly on insurance penetration and the advantages inherent in the use of Insurance Brokers for insurance transactions;**
 - 6.4.4 **ensure that the Area Committee is accountable to the Council through the Management Committee and Secretariat, as well as engage relevant stakeholders of insurance in the area for the continuous penetration of insurance;**
 - 6.4.5 **ensure the coordination and promotion of the activities of the Area Chapters in their Area Committee;**
 - 6.4.6 **act as whistleblowers on professional misconduct by any member and also report unregistered Insurance Brokers in their area for necessary disciplinary action by the Council, and**
 - 6.4.7 **any other duties, functions or responsibilities as may be recommended by the Governing Board through the management Committee from time to time.**
- 6.5 All actions and recommendations of the **Area** Executive Committee shall be subject to the law, Rules and Regulations of the Council.
- 6.6 The Executive Committee upon the resumption of office after election shall furnish the Governing Board at the meeting succeeding the election with his detailed thrust of office for the implementation of the above responsibilities and duties.

ARTICLE 7 ELIGIBILITY FOR ELECTION AS AREA EXECUTIVE COMMITTEE MEMBER

- 7.1 **A member of an Area Committee shall be eligible to contest for any position on the Executive Committee, other than the positions of the Chairman and Vice Chairman, if he satisfies the following:**
- a. **the Applicant is fit and proper;**
 - b. **the Applicant is of proven integrity and professional conduct;**
 - c. **the Applicant is registered with the Council in the category of not less than Student/Ordinary member;**

- d. the Applicant is registered with the Area Committee and the company he works with is registered with the Council;
- e. the Applicant is an active member of the Area Committee; and
- f. the Applicant is in good financial standing with both the Area Committee and the Council and the company he works with is in good financial standing with the Council.

7.2 Nobody shall be elected as the Chairman or Vice Chairman of an Area Committee of the Council except:

- a. the Applicant is fit and proper;
- b. the Applicant is of proven integrity and professional conduct;
- c. the Applicant is registered with the Council in the category of not less than Student/Ordinary member;
- d. the Applicant participates in Council activities, including Area and Chapter Committee;
- e. the Applicant possesses not less than AIIN/ACII professional qualification;
- f. the Applicant is registered with the Area Committee and the company he works with is registered with the Council;
- g. the Applicant is in good financial standing with both the Area Committee and the Council and the company he works with is in good financial standing with the Council.

ARTICLE 8 QUORUM OF EXECUTIVE COMMITTEE MEETINGS

8.1 Quorum shall be five (5) Members of the Executive Committee which shall include the Chairman or his Vice and Secretary or his Assistant.

ARTICLE 9 ELECTIONS

9.1 Elections of members into the Executive Committee shall be held every one (1) year.

9.2 All registered members who are in good standing and have paid their subscription up to date shall have one vote each at every Area Committee election.

9.3 **Elections into all the offices of the Area Executive Committee shall be conducted at a General Meeting of members of the Area Committee.**

9.4 There shall be a three (3) member Electoral Committee appointed by a simple majority of members, other than student members, present at a General Meeting.

9.5 The Electoral Committee shall be responsible for the conduct of elections and announcement of the result.

9.6 Elections in the Area Committee shall be conducted annually under the supervision of the President or Deputy President or Vice President and the Executive Secretary or their nominees.

- 9.7 **Failure of any retiring Executive Committee member of an Area Committee to vacate office upon the expiration of his terms of office is a professional misconduct and such member shall be referred to the Disciplinary Tribunal for appropriate Disciplinary Action, which may include suspension of membership.**

ARTICLE 10 TERMS OF OFFICE

- 10.1 Officers of the Executive Committee shall be elected for a term of (one) 1 year at the first instance and may be eligible for re-election for another term of one year.
No member shall serve in an office on the Executive Committee for more than two consecutive terms of one year each.

ARTICLE 11 DUTIES OF THE MEMBERS OF THE AREA EXECUTIVE COMMITTEE

11.1 DUTIES OF THE AREA COMMITTEE CHAIRMAN

- a. **The Chairman shall be the head of the Area Committee and shall preside at all meetings of the Area Committee.**
- b. **He shall serve as a member of the Governing Board.**
- c. **He shall provide leadership to the Area Committee and ensure that the Area Committee functions properly by ensuring the implementation of the objectives of the Council for the benefit and protection of the interest of members.**
- d. **He shall ensure the Area Committee is effectively managed through the implementation of policies and procedures approved by the Governing Board through the Management Committee for the Area Committee.**
- e. **He shall represent the Area Committee at the Council events, and other engagements within the jurisdiction of the Area Committee.**
- f. **He shall Co-ordinate the implementation of the decisions of the Council in the Area Committee.**
- g. **He shall present an annual report of the Council's activities and programme at the Area Committee's Annual General Meeting.**
- h. **He shall present the Area Committee's Accounts to the Council Secretariat and the Governing Board annually before the Area Committee's Annual General Meeting.**
- i. **He shall perform all duties as directed by the Council's President and Executive Secretary as well as perform other necessary duties as may be prescribed by the Governing Board.**
- j. **He shall ensure that the activities of the Area Committee do not conflict with the Council and the Insurance Industry objectives, aims and activities**

11.2 DUTIES OF THE AREA COMMITTEE VICE CHAIRMAN

- a. The Vice Chairman shall preside over meetings and act in the absence of the Chairman except attendance of Governing Board meetings.
- b. He shall assist the Chairman and other Executive Committee members in carrying out their duties.
- c. He shall effectively contribute to the operations of the Area Committee. He must understand the policies of the Area Committee and the Council.
- d. He shall generally offer support to the Chairman.

11.3 DUTIES OF THE AREA COMMITTEE SECRETARY

- a. The Area Secretary shall be responsible for all official correspondence of the Area Committee to its members.
- b. The Area Secretary in consultation with the Chairman shall convene meetings of the Area Committee.
- c. He shall disseminate relevant information about the insurance industry and the Council to its members as directed by the Governing Board and the Executive Secretary.
- d. He shall keep records and documents of the Area Committee.
- e. He shall record minutes of the meetings of the Area Committee.
- f. He shall be responsible for the safe custody of the properties of the Area Committee.
- g. He shall perform any other duties as directed by the Chairman from time to time.

11.4 DUTIES OF THE AREA COMMITTEE ASSISTANT SECRETARY

- a. He shall assist the Secretary in all his duties and deputizes for him in his absence.
- b. He shall perform any other duties as directed by the Chairman from time to time.

11.5 DUTIES OF THE PUBLICITY SECRETARY

- a. He shall present and implement the Board's approved public relations plan that will better market and promote insurance in the Area Committee.
- b. He shall act as a liaison officer for the media at all Area Committee events and functions.
- c. He shall submit the programme of events and all the programmes relating to media, publicity and sponsorship of their events and programmes to the Management Committee through the Area Committee chairman for approval before implementation.

11.6 DUTIES OF THE AREA COMMITTEE FINANCIAL SECRETARY

- a. He shall ensure the issuance of demand notes for the annual subscription and monitor compliance of member's payment of annual subscription.
- b. He shall monitor and ensure that the financial transactions of the Area Committee are kept up to date.

- c. He shall ensure that all monies, dues, donations, etc. paid to the Area Committee are deposited in the designated Area Committee bank accounts not later than for sixty hours of the receipt of the fund.
- d. He shall render a monthly report of receipt of funds to the Area Executive Committee and prepare the management account for approval of the Executive Committee before the account is audited by the external auditor before the Annual General Meeting.

11.7 DUTIES OF THE AREA COMMITTEE TREASURER

- a. The Treasurer shall be responsible for the recording, disbursement of all monies and maintains accurate financial record.
- b. He shall also prepare a budget for the year and shall submit a financial report to the Area Executive Committee for adoption at Annual General Meeting.
- c. He shall on demand, produce the accounting books of the Area Committee for inspection by the duly appointed auditors of the Area Committee and/or the Council.
- d. He shall present the Area Committee account to the Chairman for presentation to the Council Secretariat annually through the Council's Internal Auditor for presentation before the Audit Committee before the Area Committee's Annual General Meeting.

11.8 DUTIES OF THE AREA COMMITTEE AUDITOR

- a. The Auditor shall annually prepare an audit report of the financial statements of the Area Committee.
- b. He shall audit and reconcile the income and expense statement of accounts of the Area Committee.

11.9 DUTIES OF THE EX-OFFICIO MEMBERS

- a. The immediate three past Chairmen shall be the only ex-officio members of the Area Executive Committee.
- b. They shall offer support and advice to the Area Executive Committee.

ARTICLE 12 FILLING OF VACANCIES ON THE EXECUTIVE COMMITTEE

- 12.1 Where vacancy occurs in the office of the Chairman by reason of death, resignation or incapacitation or otherwise, the Vice Chairman shall fill the vacancy and he shall be entitled to hold office for the remaining term of the predecessor and a bye-election shall be conducted to fill the vacant position of the Vice Chairman.
- 12.2 Where vacancy occurs in the office of the Vice Chairman and other positions on the Executive Committee, other than the Chairman, by reason of death, resignation or incapacitation or otherwise, a bye-election shall be conducted not later than two months from, the date of occurrence of the vacancy under the supervision of the

Council Secretariat and the person elected to fill the vacancy shall be entitled to hold office for the remaining term of the predecessor.

ARTICLE 13 REMOVAL FROM OFFICE

- 13.1 Any member of the **Area Executive Committee** of an Area Committee may be removed from office by a special resolution of Area Committee General Meeting and/ or Governing Board on grounds which include but not limited to:
- a. Conviction for fraud, bribery or any high criminal offence:
 - b. Indictment by the disciplinary tribunal of the Council for professional/gross misconduct, **insubordination against the Council's constituted authority or non-compliance with the provisions of the Council's laws, Rules and Bye-Laws:**
 - c. Physical and mental incapacity to function in office as a member of the Executive Committee.

ARTICLE 14 HAND-OVER REPORT

- 14.1 **At the last Governing Board meeting preceding the expiration of the tenure of Area Committee Chairman, such Area Committee Chairman shall present his tenure reports and financial statements to the Governing Board. Copies of such report and financial statements shall be sent to the Secretariat not later than one month before the said Governing Board meeting.**
- 14.2 The Chairman shall also not later than **fourteen days** after the expiration of his tenure of office deliver a copy of his tenure report and all other relevant documents of the Area Committee to his successor.

ARTICLE 15 RELATIONSHIP WITH THE COUNCIL SECRETARIAT

- 15.1 **All plans, schedules and activities of the Area Committee shall be communicated to the Secretariat for the Governing Board's approval in writing before execution and implementation.**
- 15.2 **All Annual General Meetings of the Area Committees shall be advised to the Council Secretariat which shall make arrangement with the Area Committee to supervise the proceedings.**
- 15.3 **The Area Committee shall furnish the Council Secretariat with the list of all their members on annual basis and as may be requested for from time to time.**
- 15.4 **all minutes and proceedings of meetings of the Area Committee, especially the Annual General Meetings shall be communicated to the Secretariat for the Governing Board's approval in writing.**

ARTICLE 16

MANAGEMENT OF AREA COMMITTEE FINANCES

The Area Committee Executive Committee shall observe the following to ensure transparency, integrity and accountability in the management of the Area Committee finance:

- 16.1 The Area Committee shall approve the appointment of its bankers, while the Area Committee Chairman, Secretary, Financial Secretary and Treasurer shall be signatories to the bank account with the Chairman as the “A” signatory while the Secretary, Financial Secretary and Treasurer will sign in B category.
- 16.2 Investment and/or placement of Area Committee fund shall be done with the express approval of the Secretariat, which shall also determine the discretionary spending of the funds. This spending limit shall be advised to the Secretariat.
- 16.3 There shall be a yearly audit of the Area Committee account by the Council’s internal auditors and the representative of the Council’s Secretariat.
- 16.4 Copies of the Annual Audit Reports of the Area Committees shall be sent to the Council’s Secretariat for record and/or reference purpose.
- 16.5 All collections for and on behalf of the Council’s Secretariat shall be remitted not later than 15 days after the collection and shall be duly receipted.
- 16.6 All collections as Area Committee membership dues, levies, charges, course fee and any other monies collected shall be duly receipted.
- 16.7 Area Committee funds shall not be used as loan and/or advances to members or to service personal expenditure requirements of any of the signatories and/or Executive Committee members except where such a person is a full time salaried staff of the Area Committee Secretariat.
- 16.8 All official documents shall be kept in the permanent files of the Area Committee.

ARTICLE 17

MEETINGS

- 17.1 There shall be:
 - (a) Monthly Meetings
 - (b) Annual General Meetings
 - (c) Special General Meetings
- 17.2 Each Area Committee shall have regular monthly meetings on days designated by the Executive Committee and in accordance with this bye-laws and the Council’s Rules.

- 17.3 The Area Committee Chairman and other designated officers may call for a Special General Meeting provided it is approved by the Executive Committee at a meeting properly constituted and with the required quorum.
- 17.4 A Special General Meeting of the Area Committee may be convened by the Executive Committee at any time if not less than 10 members of the Area Committee requested for it by notice to the **Executive** Secretary of the Council. **The Executive Secretary may authorize the Chairman** of the Area Committee to convene the Special General Meeting.
- 17.5 The quorum of any meeting of the Area Committee is 10 members and that of any Special General Meeting of the Area Committee is 15 members.

ARTICLE 18 COMMITTEES OF THE AREA COMMITTEE

- 18.1 In order for the Area Committee to carry out its functions and activities effectively and to involve many more members in the grassroots planning and implementation of the activities and programmes, it is essential to have Committees with very clear terms of reference subject to the approval of the Council's Secretariat.**

ARTICLE 19 AMENDMENT OF THE AREA COMMITTEE BYE-LAWS

- 19.1 This Bye-Laws may be altered, amended and changed by two-third (2/3) majority vote of members of the Governing Board of the Council **present at such meeting** upon the recommendation of the Legal Committee of the Council **to the Management Committee.**
- 19.2 **Any proposed alteration, amendment or change of this Bye-Laws shall be submitted in writing to the Governing Board through the Executive Secretary of the Council before the Governing Board meeting.**
- 19.3 **The Executive Secretary shall circulate the received proposed alteration, amendment or change of this Bye-Laws to the Governing Board members for consideration and review before the meeting whereat it would be passed or otherwise.**

PART 6

CODE OF GOVERNANCE, ETHICS AND CONDUCT FOR GOVERNING BOARD, COMMITTEES AND EMPLOYEES

Preamble

This Code of Governance and Conduct has been agreed to by all Governing Board members of the Nigerian Council of Registered Insurance Brokers (Council). The Code sets out key principles that govern the conduct of Governing Board and Committee members, both individually and collectively.

This Code also made provisions for Governance and Conduct policy for the Employees of the Council in a separate section.

In developing the Code, the unique nature of the Council's Governing Board and Committees are recognized, which embraces the disciplines and accountabilities expected of a corporate mandate of publicly elected Board members. The principles in the Code endeavour to address potential differences in attitudes and behaviours of Board and Committee members.

The Board is ultimately accountable for the successful performance of the Council, and the actions of members, both public and private, should support the decisions and activities of the Council. Some sections of the Code are to and may be further supported in time by the Council's policies.

1. Scope and Application of the Code of Conduct

- (1) This Code of Governance and Conduct for members of the Governing Board and Committees of the Council applies to all Governing Board and Committee members of the Council and they are all expected to abide by and to respect the provisions of this code.**
- (2) All members must be aware of the content of this Code and copies of the Code must be made available to each and every member of the Council.**

2. Purpose

- (1) The purpose of this code is to establish a disciplined and purposeful environment dedicated to the improvement and maintenance of a qualified governance structure at the Council.**
- (2) The Code sets out the minimum standard of conduct and behavior required and expected from members of the Council's governing Board and Committees in the performance of their duties and obligations to the Council.**
- (3) In the light of 2(2) above, the Council must develop internal measures to deal with minor disciplinary matters.**

3. Code of Conduct and Governance for Governing Board and Committee Members

- (1) Fiduciary Responsibility:**

Each Board and Committee member has the duty to ensure that the Nigerian Council of Registered Insurance Brokers is properly governed.

To meet this obligation, members of the Governing Board and Committees shall:

- a. Comply with the Nigerian Council of Registered Insurance Brokers Act as well as the Rules and Regulations made thereto;**
- b. Accept that the legal authority of the Council is derived from the NCRIB Act which determines the degree of discretionary powers provided for the Board to exercise its governance authority.**
- c. Act with fidelity, honesty and integrity and should not become involved in any action that may bring the Council and the Governing Board into disrepute;**
- d. Acknowledge that the duties assigned to them are of a fiduciary (trust) nature and as such should be discharged with utmost good faith in the best interest of the Council at all times;**
- e. Act in good faith and lay aside all private and personal interests in their collective decision-making;**
- f. Act rationally and not arbitrarily and capriciously, steer clear of conduct that raises a reasonable suspicion of bias, remain uninfluenced by ulterior motives or hidden agenda and combat all forms of unfair discrimination and intolerance by ensuring that all members receive value for being members of the Council.**
- g. Exercise reasonable care, diligence and skill at all times in carrying out their duties.**
- h. Have no legal authority to act individually, except when the Council has given him/her delegated authority, in writing to do so;**
- i. Have duty to act fairly and without prejudice in all instances and to treat others with the necessary respect.**
- j. Encourage open and transparent governance;**
- k. Be mindful of his or her responsibility to always serve the Council's best interest when discharging his or her duties.**
- l. Consider carefully, how the Board and Committees' decisions may impact on or contribute to the greater good of the insurance industry;**
- m. Shall not be engaged in actions that will bring the Board into disrepute or cause loss of confidence in the activities and decisions of the Board.**
- n. Accept the responsibility to contribute to the development and maintenance of the character and image of the Council.**
- o. Not unfairly discriminate on the basis of race, language, gender, religion, medical condition, cultural background, marital status and/or political affiliation.**
- p. Not harass or intimidate other members, employees, or members of the public.**

(2) Commitment:

In accepting the positions to serve on the Governing Board or Committee of the Council, members have made commitment to undertake the work of the Board or Committee, and

- a. Acknowledge to commit a significant amount of voluntary time and energy required to carry out the responsibilities of being a member of the Board or Committee;**
- b. Involve himself or herself actively in the work of the Council by regularly attending all meetings and accept his or her responsibilities at such meetings; but exceptional in cases where he or she cannot attend the meeting, notice of absence should be sent;**
- c. Take advantage of any opportunity available to Board and Committee members for individual and collective training and development at personal cost.**

(3) Accountability:

Members of the Governing Board shall be accountable to the General Meeting through the President. While Committees shall be accountable to the Governing Board through the Management Committee. Ad-Hoc Committees set up by the Board may with specific direction under special circumstances accountable to the Governing Board.

(4) Financial Management:

A member of the Governing Board or Committee shall:

- i. Pursue the development of sound governance and financial practices, which ensure that every money spent produces maximum benefits and insists that all the Council's transactions are performed within ethical, financial and legal framework;**
- ii. Not derive personal gain and profit as a member of the Governing Board or Committee or while controlling and overseeing the finances, property, building, grounds and other movable and immovable assets of the Council.**
- iii. Ensure impeccable honesty in dealing with documentation and records pertaining to the financial matters of the Council;**
- iv. Do everything in their power to ensure that the financial and other resources of the Council are utilized responsibly and accountably;**
- v. Make efforts to generate levies, sponsorships and donations or voluntary contributions in aid of the Council from individuals, government and/or public and private sector for the continued implementation of the objectives of the Council.**
- vi. Ensure that all the financial dealings are conducted honestly and in terms with the applicable policies and rules.**

- vii. **Ensure that all dealings with financial institutions and other creditors are conducted in a proper manner and in terms with relevant policies and practices.**
- viii. **Ensure that no member of the Governing Board or Committee or immediate relatives of the Governing Board or Committee or any company in which the Governing Board or Committee member is a director, official, partner or trustee have any interests in financial matters related to the Council.**
- ix. **Take effective and appropriate steps to prevent or recover irregular, fruitless and wasteful expenditure, losses resulting from criminal or irregular conduct, and any expenditure in breach of such Council policy.**

(5) Confidentiality:

A member of the Governing Board or Committee shall:

- a. **Observe confidentiality at all times.**
- b. **Not make any statements to the media, or provide the media with information relating to the Council, the Governing Board, any member of the Council or any employee of the Council unless it is done in terms with the approved policy or rules of the Council.**
- c. **Not disseminate false information or make unsubstantiated allegations about the Governing Board or any member of the Council or any employee of the Council.**
- d. **Treat all information he obtains in his capacity as a Governing Board or Committee member as confidential, unless the law or the Council policy prescribes otherwise.**
- e. **Not disseminate any information that the Governing Board, Committee or Council regards as confidential.**
- f. **In the execution of their duties , have access to private and confidential information about the Council, members and staff which information shall at all times be treated as confidential both during and after the expiration of the term of office.**
- g. **Use confidential information for the purpose for which it was disclosed only and shall respect the privacy and maintain the confidentiality of any such information.**
- h. **Not divulge any such information, except in so far as is deemed necessary to enable them perform their duties as required by law or Council policy.**
- i. **Exercise the greatest circumspection and wisdom if approached individually outside the Council with any potentially contentious issue affecting the Council, Board or any member and shall not respond as an individual Council member but shall encourage the issue to be brought to the attention of the Governing Board.**

- j. Not use his membership of the Governing Board or Committee or confidential information obtained as a member for personal gain or improperly obtained benefit from the Council or another source.**

(6) Conflict of Interest :

A member of the Governing Board or Committee:

- a. Who may have any vested interest, directly or indirectly, personal or financial, in a matter or transaction in connection with the Council's objectives or business shall declare such interest to the Governing Board or Committee and it shall be recorded in the minutes of such meeting.**
- b. Who has declared a vested interest in a matter or transaction shall withdraw from the Governing Board meeting, or Committee meeting where the matter or transaction is under discussion and/or a decision regarding it is to be taken. He shall not take part in any deliberation or decision of the Board or Committee relating to the transaction or matter.**
- c. Shall not solicit, request or accept a reward or gift in returns for favours in any particular manner on any matter or transaction before the Governing Board or Committee of the Council.**
- d. When dealing with conflict of interest, a Governing Board and Committee members shall be open and transparent, he shall not use his official position as a Governing Board or Committee member for personal gains, or solicit or accept gifts, rewards or benefits that might be perceived as inducement and which could compromise the Board or Committee's integrity.**
- e. Who intentionally fails to disclose an interest in a transaction or matter would be in breach of the Governing Board and Committee member's duties under this Code and such member who fails to declare a vested interest shall be a ground for removal from office as a Governing Board or Committee member.**
- f. A "Transaction or Matter" in relation to the Council means:**
 - i. The exercise or performance of a function, duty or power of the Council; or**
 - ii. An arrangement, agreement or contract to which the Council is a party; or**
 - iii. A proposal that the Council enter into an arrangement, agreement or contract.**
- g. "Interested in a transaction or Matter" is defined as arising, if the Board or Committee member:**
 - i. is a party to or will derive a financial benefit from the transaction;**
 - ii. has a financial interest in another party to the transaction; or**

- iii. is a director, member, official, partner, or trustee of another party to, or person who will or may derive financial benefit from the transaction; or
 - iv. is a parent, child, or spouse or partner of another party to, or person who will or may derive a financial benefit from the transaction; or
 - v. Is otherwise directly or indirectly (financial or non-financial) interested in the transaction.
- h. Collective Responsibility for Managing Conflicts of Interest:**
- i. The Governing Board or Committee is responsible for ensuring that any conflict which arises is managed appropriately to adequately avoid or mitigate the effects of conflict of interest.
 - ii. There shall be genuine consideration of the conflict of interest declared and its impacts so that appropriate action can be taken.
 - iii. Members shall not hesitate to question in detail other members about their conflict of interest. Members shall raise issue of conflicts of interest during meetings where they feel another member's proper participation could be compromised by their conflicts.
 - iv. A conflict of interest remains a conflict of interest even if disclosed and could still be impermissible if it amounts to procedural unfairness and impropriety.
 - v. The governing Board and Committee where appropriate shall exclude member's involvement with a transaction or matter or to cancel a procurement or other process where that is necessary to ensure a fair and proper process for the Council.

(7) Communication:

All communication channels include through the internet and social media platforms shall comply with the provisions of this section. A member of the Council's Governing Board or Committee:

- a. Shall Encourage and respect open expression of views at meetings and accept collective responsibility for all decisions taken by the Governing Board or Committee.
- b. May clearly express his individual views at Board or Committee meetings and endeavor to achieve a particular decision and course of action. He shall accept that once the Board has formally reached a decision, this decision becomes the policy of the Board or where a Committee reaches a decision, it becomes the recommendation of the Committee for the approval/ratification or otherwise of the Board.

- c. Shall not undermine the decisions of the Governing Board, in public or private, outside the Governing Board meeting or engage in any action or public debate that might frustrate its implementation.
- d. Shall not individually attempt to re-open previous decisions of the Governing Board at subsequent meetings of the Board or Committees, unless the majority of members agree to re-open the debate.
- e. Shall respond to criticism or complaint about the Council, members or governing Board by following the complaints procedure established by the Council's enabling law. (The NCRIB Act).
- f. Shall speak or act on behalf of the Governing Board or the Council only when specifically authorized to do so.
- g. All statements on behalf of the Governing Board and or relating to the Governing Board, Council or Government policy shall be made by the President of the Council/ Chairman, Governing Board or the Executive Secretary.
- h. The Council's President, or the Executive Secretary (or other senior staff under his delegation) shall speak on the Council's operational matter.
- i. A Governing Board or Committee member may be asked his opinion on issues and when talking to the media or their entities or persons shall:
 - i. Make clearly the capacity in which he is speaking;
 - ii. Make it clear that he is expressing his own personal views and not speaking for the Governing Board, the Council or any of its Committees;
 - iii. Not make any promise in relation to funding or service provisions;
 - iv. Not criticize any objective or service provided by the Council until such time it has been formally raised with the Governing Board;
 - v. Be aware of the Board's governance role and that the management is solely responsible for policy implementation and operational issues;
 - vi. Let the Council's President and the Executive Secretary know in advance whenever possible, that he had been contacted by and intend to speak with the media or other entities on matters pertaining to the Council.

(8) Clarity of Roles:

- a. The Governing Board shall be charged with the administration and general management of the Council and shall delegate to the Executive Secretary the responsibility of implementing the decisions of the Board and the day to day management of the Council.
- b. The Executive Secretary shall provide the governing Board with relevant and appropriate information and with free and frank advice to assist it in reaching high quality decisions on strategy, policy and other governance matters.

- c. All Governing Board and Committee members shall recognize that, for the purpose of accountability, clarity between the roles of governance and management is essential. No member of the Governing Board or Committee shall become involved in the management activities of the Council and are prohibited from direct interference in matters involving individual staff members other than the Executive Secretary and members of the Committee responsible for Council's HR matters.
- d. No member shall make commitments for work or expenditure for the Council that have not been previously approved by the Governing Board, nor create any obligation or liability for the Council beyond authorized delegations.
- e. The composition of the Governing Board is as prescribed in the NCRIB Act.

(9) Employment Relationship and Contact with Individual Staff Members:

The Governing Board employs the Executive Secretary who is responsible for the management of all other staff of the Council. The Governing Board and Committee members:

- a. Shall be supportive of employees of the Council and shall not inappropriately criticize employees in public. Concerns relating to staff shall be raised with the Executive Secretary.
- b. Shall exercise good judgment and courtesy in respecting the protocol of communicating with the President and or Executive secretary, (as appropriate) in raising matters with the Executive Secretary and/or the management staff.
- c. Shall not attempt to unduly influence any employee of the Council, to present issues in a particular way that might affect the outcome of a decision to be made by the Governing Board.
- d. Shall exercise care in communicating privately with employees of the Council and shall refer any staff with complaint or concerns back to the Executive Secretary.
- e. In some circumstances, it will be quite appropriate for members to communicate directly with individual staff to further their knowledge and understanding of Council's issues relevant to their governance role. Such communication shall be carried out in an open and considerate manner. Request to individual staff shall be governed by the following:
 - i. In the first instance, such approaches shall be made "through the management line" either through or with the knowledge of the Executive Secretary and subsequently through the appropriate management level (top down);
 - ii. E-mails (or written requests) and subsequent communication should be copied to the Executive Secretary;
 - iii. Consideration should be given to staff pressure and workloads and request should not impose unreasonable burden on staff;

- iv. Any concern about responsiveness to Board or Committee members request should be taken up directly with the Executive Secretary.

(10) Payment of salary and allowance:

Governing Board or Committee member:

- a. Shall not be offered, paid, or receive salary or wages from the Council in any form whatsoever;
- b. Governing Board members may be paid Board sitting allowance of a token amount approved by the Governing Board. The fee agreed on by the Governing Board shall only be changed by two-third majority of members present and voting at the meeting.
- c. Shall be paid traveling allowance for local air travel to the venue where the meeting is to hold based on the schedule of allowance approved by the Governing Board.
- d. Shall be paid local accommodation allowance where the business of the Board or Committee could not be concluded on the same day. The rate of payment shall be based on the schedule of allowance approved by the Governing Board.
- e. Shall not be sponsored on any international or foreign trip except the President on the following terms:
 - i. The President shall not attend more than 2 international trips in a year and such trip must have direct impact on his office as the President of the Council.
 - ii. The President shall be entitled to such allowance in the schedule of allowance for foreign trips as approved by the Governing Board subject to retirement.
- f. All allowances and fees payable under this section shall only be reviewed by the Governing board by a two-third majority of member's votes present and voting at a meeting and the notice of such review shall be sent to members not later than 30 days before such meeting.

(11) Behavior at Governing Board and Committee meetings:

In order to make meetings productive and efficient as possible, members undertake to observe the following protocols:

- a. Members shall behave in a polite and respectable manner with colleagues and the management.
- b. Issues shall be raised in an objective manner. No personal reference or innuendo shall be made to any person associated with the matter being raised.
- c. Members shall not interrupt each other or talk while another member is speaking. Side discussion should be discouraged.

- d. **Members shall only make a point if it has not already been raised and is relevant to the topic.**
 - e. **Members shall endeavor to achieve closure on one point before another point is raised.**
 - f. **The President, Members and the Executive Secretary shall endeavor to clarify questions, issues, requests before taking actions or responding.**
 - g. **When there are concerns about matters that may be based on rumor, or that are controversial, sensitive or political in nature, members shall check with the President or Executive Secretary for understanding and clarification.**
 - h. **The President may terminate discussions if information is not available to pursue the discussion.**
 - i. **Members shall act consistently with what is agreed, demonstrating collective responsibility.**
 - j. **All members shall assist the President to comply with the procedures agreed to by the Board and also assist the President to challenge any departure from agreed values and standards.**
 - k. **All Committee reports shall be presented to the Governing Board, while specific recommendations shall be presented to the Governing Board through the Management Committee for approval or otherwise.**
- (12) Behavior during Elections: Governing Board and Committee members shall abide by the provisions of the Rules for Elections of Governing Board Members on conduct during election periods.**
- (13) Inappropriate Conduct:**
- a. **Each member of the Governing Board or Committee has a responsibility to maintain an environment where conflict and differences can be addressed in a manner characterized by respect and civility.**
 - b. **No member of the Board or Committee shall accept, condone or ignore inappropriate conduct by any member.**
- (14) Breach of the Code (inappropriate or unacceptable behavior/ misconduct):**
- a. **Conduct and/or behavior by a member, who, when acting and fulfilling the duties of the Governing Board or Committee, violates this Code or goes beyond the accepted standard of behavior described in this Code shall constitute a breach of this Code and may lead to disciplinary action against such a member.**
 - b. **Governing Board or Committee member shall be guilty of misconduct if he:**
 - i. **Contravenes any stipulation or obligation of the Code of conduct; and**
 - ii. **Contravenes any common or statutory law that has direct bearing on his membership of the Governing Board or Committee of the Council**

or that in any way disadvantages the Council or Governing board or bring the Council or Governing Board to disrepute.

- c. The matter shall be referred to the Investigation Panel by the Governing Board to investigate the allegation and present its report within a stipulated period.
- d. If, following investigation by the Investigation Panel, it is deemed that this Code of Conduct has been breached by a member of the Governing Board or Committee and the matter cannot be resolved in a constructive way, then the matter shall be referred to the Disciplinary Tribunal Governing Board may consider the suspension or, in some circumstances, removal of such member from the Governing Board or Committee.

(15) Breaches of Criminal Nature:

- a. The Council, the Investigation Panel, the Disciplinary Tribunal and/or Governing Board may request the law enforcement agency to investigate and if necessary, prosecute any alleged criminal offences committed by a Governing Board or Committee member that is directly related to the performance of his duties to the Council.
- b. The handing over of a matter or case to the law enforcement agency does not exonerate the Council and or Governing Board from also instituting disciplinary measures in terms of its Act and Rules against such Governing Board or Committee member, especially in serious cases where suspension and/or termination of membership will be recommended or is required.

(16) Financial Mismanagement:

All complaints regarding maladministration or mismanagement of financial matter is a breach of this code and shall be reported to the President and/ or the Executive Secretary.

- a. Any Governing Board or Committee member being alleged of maladministration or financial mismanagement shall withdraw from the Governing Board meeting, or Committee meeting where the matter or transaction is under discussion and/or a decision regarding it is to be taken. He shall not take part in any deliberation or decision of the Board or Committee relating to the transaction or matter.

(17) Procedure in an event of alleged Breach of the Code or Misconduct:

The following procedure shall be followed in the event of alleged misconduct or breach of this Code:

- a. All complaints about the breach of the Code or the conduct of a member of the Governing Board or Committee shall be directed to the President and Executive Secretary of the Council.
- b. Complaint about the conduct of the President shall be directed at the Executive Secretary who shall review it and where he is of the opinion that the President needs to respond to the complaint, shall present the complaint to the President. The Executive Secretary shall upon the receipt of the response of the President,

present the complaint and the President's response to the Governing Board at its next meeting.

- c. The President and Executive Secretary, as the case may be shall on receipt of any written allegation of misconduct or breach of this code, examine the information presented to him and determine whether or not the allegations are of serious nature.
- d. The President, Deputy and Vice Presidents and Executive Secretary may choose to only reprimand the member if the complaint filed against him is of less serious nature.
- e. The allegations are of serious nature, when it is financially related or criminal in nature. It shall be referred to the full Investigation Panel of the Council. The President shall authorize the Executive Secretary to call an emergency Investigation Panel meeting to investigate the matter and make recommendations to the Disciplinary Tribunal if need be.
- f. The Disciplinary Tribunal upon hearing the matter and believe that a case of misconduct or breach of this Code has been established against the alleged member, may decide that the alleged member be suspended from the Governing Board or Committee, be removed from the Governing Board or Committee and/or his name be erased from the register of members or other order it may deem fit.
- g. The procedure of the Disciplinary Tribunal as provided in the Disciplinary Tribunal (Constitutions and Procedure) Rules shall apply to proceedings under this code.

4. EMPLOYEE CODE OF GOVERNANCE AND CONDUCT

This part of the Code of Governance and Conduct applies to all employees of the Council. The object of this part of the Code is to provide a framework of principles for conducting business in the Council and in dealing with members, customers, colleagues, suppliers, creditors and other stakeholders The code places an obligation on all employees to take responsibility for their own conduct and work with colleagues cooperatively to establish consultative and collaborative workplace where people are happy and proud to work.

- (1) **Responsibilities: Employees of the Council shall;**
 - (a) promote the interests of the Council;
 - (b) respect their co-workers, members of the Council, customers, suppliers and other service providers;
 - (c) comply with laws regarding equal opportunity;
 - (d) perform their duties with skill, honesty, care and diligence, using authority in a fair and equitable manner;
 - (e) abide by policies and procedures, instructions and lawful directions that relate to their employment and duties;
 - (f) comply with the spirit as well as the letters of the codes of conduct applying to the professions of individual Employees; and
 - (g) act within the laws of the countries in which they operate.

- (2) **Conflicts of Interest:** is any situation in which an individual is in a position to exploit a professional or official capacity in some ways, for their personal or corporate benefit.
- In order to prevent situations where an employee's conduct is induced or appears to be induced by conflicts of interest or potential conflict of interest and to determine whether an interest of an employee indeed fits this category, a full disclosure of interest is mandatory.
- (a) Employees of the Council shall avoid any personal, financial or other interest which may be in conflict with their duties and responsibilities to the Council.
 - (b) Any interest which may constitute a conflict of interest must be promptly disclosed to an appropriate line manager.
 - (c) Accepting any external appointment, such as a board appointment, working for another organization, or conducting a business that detracts from an Employee's ability to fulfil their specified role for the Council is not permitted without the permission of the Council.
 - (d) Acceptance of gifts of whatever nature, monetary or otherwise from members, customers, suppliers and other service providers by staff is discouraged. Where for any reason such is given, it shall be in conformity with the gift policy of the Council issued from time to time by the Governing Board.
- (3) **Diligence:** Employees of the Council shall always act in good faith. They are required to carry out their duties in a diligent, efficient and conscientious manner. In this regard, employees shall:
- (a) Maintain and develop an in-depth knowledge and understanding of their area of expertise and/or the professional field within which they are active.
 - (b) Be present at work as required and only be absent from the workplace with proper authorization.
 - (c) Carry out official decisions and policies faithfully and impartially using the information available to them.
 - (d) Endeavour to attain the highest possible standard of performance, and comply with all lawful and reasonable instructions.
 - (e) If an employee is a member of a professional body, he or she shall adhere to the professional code of such professional body.
- (4) **Equity and Respectful Treatment:** the Council shall endeavor to actively foster impartiality and create an environment where people are treated with respect, where individual rights are respected, where efforts are encouraged and achievements are recognized. In this regard the employee shall:
- (a) Be responsive, courteous and prompt when dealing with members, customers and others.
 - (b) Make fair decisions when dealing with subordinates.
 - (c) Respect and value diverse views and opinions.

- (d) **Not unfairly discriminate on the basis of race, ethnicity, language, gender, religion, medical condition, cultural background, marital status and/or political affiliation.**
 - (e) **Not harass or intimidate other employees, members of the Council or public.**
- (5) **Directorship/Board Membership: the Council allows her employees to serve on the Boards and Councils of other organizations. An employee shall obtain approval from the Executive Secretary to serve as a Director or Board Member. The council is entitled to, in his discretion decline such request in appropriate circumstances.**
- (6) **Use of Council's Resources**
Employees shall use the Council resources with the required care. Unless express permission has been granted in writing by the line manager, Council's resources shall not be used for private purposes, except such items/resources which have been pre-assigned to be used for private and official purposes ab-nitio
- (7) **Council's Assets**
 - (a) **Employees are responsible for assets placed under their control. These assets should be treated with appropriate care and secured against theft and misuse. Any loss or damage to these assets must be reported immediately to the Head of Administration Department.**
 - (b) **Employees shall use the Council's assets for the purpose for which the particular items are normally intended and in accordance with the direction for use pertaining to the items.**
 - (c) **Employees shall not remove the Council's assets from the Secretariat or any branch office except where this is necessary for the employees to do so, for Council's purposes and the necessary permission has been granted.**
- (8) **Council's funds**
 - (a) **Where an employee controls Council funds, he must display the same care and prudence in dealing with these funds as is demanded from a reasonable and competent manager.**
 - (b) **Employees shall not spend Council's funds without authorization.**
 - (c) **Where an employee spends or authorizes that money should be spent on behalf of the Council, he shall ensure that the Council receives value for the money spent and shall also appropriately account for the money spent.**
- (9) **Skill and Time of Employees**
 - (a) **Employees are required to make reasonable use of the available training and development opportunities available at the Council to continuously enhance their skills. Line Managers should ensure that employees are given the time and opportunity to enhance their skill levels.**
 - (b) **Employees shall utilize their work time effectively and ensure that it is spent on productive, work-related activities.**
- (10) **Gift and Benefits**

Employees of the Council are discouraged to receive gifts but may be allowed provided that these gifts are not given with the purpose of improperly influencing the employee and in conformity with the gift policy of the Council issued from time to time by the Governing Board. If there is the slightest possibility that a gift is given as a quid pro quo to induce preferential treatment, it shall be declined.

- (11) **Integrity: Fraud, Theft and Corruption** the Council shall maintain a policy of zero tolerance for fraud of any kind, particularly bribery, theft, fraud, corruption and influence peddling.
- (a) Any act by an employee of the Council that involves theft, fraud, embezzlement or misappropriation of any property or funds (whether owned by Council or someone else) is prohibited.
 - (b) The Council shall not tolerate any form of corruption or influence peddling, defined as follows:
 - i. Promising or granting a payment or benefit of any kind to member of the Council, private individual or company, either directly or indirectly (through a third party or intermediary), in return for Performing, failing to perform, facilitating, delaying or expediting an action related to official or professional duties, or
 - ii. Using undue influence to obtain a favorable decision or benefit of any kind from Public authority, members of the Council, private individual or company. Soliciting, accepting or receiving a payment or undue advantage of any kind in return for performing, failing to perform, facilitating, delaying or expediting an action related to official or professional duties.
 - (c) Acts of corruption and influence peddling shall render the employee liable to harsh disciplinary action by the Council as provided in the Staff handbook, as well as civil and criminal action, in accordance with applicable laws and regulations.
- (12) **Appropriate use of electronic communication and social networking sites** Employees of the Council shall :
- (h) Exercise good judgment when using electronic mail, following the principles of ethical behavior ,
 - (i) Use appropriate language in electronic mail messages,
 - (j) Be aware that if an issue addressed in an email becomes the subject of a legal dispute, then those emails would be discoverable: that is, the court and all parties to the dispute would be entitled to see them,
 - (k) Not send messages that are harassing, defamatory, threatening, abusive or obscene,
 - (l) transmit, store, promote or display of offensive, defamatory, or harassing material,
 - (m) Report any situations where an employee becomes aware of the inappropriate use of electronic communication and social networking sites of the Council,
 - (n) Never use the Council's networks to view, upload, download or circulate any of the following materials:
 - vi. sexually related or pornographic messages or material

- vii. violent or hate-related messages or material
- viii. racist or other offensive messages aimed at a particular group or individual
- ix. malicious, libelous or slanderous messages or material
- x. Subversive or other messages or material related to illegal activities.

(13) Use of Official Confidential and Personal Information:

- (a) All Employees of the Council who have access to information owned by the Council are expected to know and understand the relevant access and privacy requirement, and are expected to take measures to enforce the confidentiality and security of information throughout the Council.
- (b) All employees shall take care to maintain the integrity, confidentiality and privacy of all Council documents and information to which they have access, which are classified as confidential information or may be regarded as confidential information by the nature thereof.
- (c) All reasonable precautions shall be taken, including the use of both physical and electronic barriers such as, locks, password and file protection measures, to prevent any unauthorized access or misuse of confidential information.
- (d) The Council's password policy is that it is the responsibilities of both the department of Information Technology Services (ITS) and users regarding the management and use of passwords to prevent unauthorized access to or theft of information and information processing facilities.
- (e) The Council is committed to keeping personal information regarding its employees confidential. Access to and knowledge of the content of employee records will only be limited to persons who need the information for legitimate Council business or legal purpose.

(14) Public Comment on Behalf of the Council

When making written or oral comments, which can reasonably be ascribed to be the official view of the Council and which can reasonably be expected to become public, employees must ensure that they have the required authorization to speak on behalf of the Council. If no such authorization is given, employees should refrain from making comments or statements that could be interpreted as a statement made on behalf of the Council.

(15) Improper Influence on Conduct of Audits - External auditors periodically audit the Council's financial statements.

- (a) Employees of the Council shall not directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any independent or external accountant engaged in the performance of an audit or review of the Council's financial statements for the purpose of rendering those financial statements materially misleading, nor direct any other person to do so.
- (b) Employees of the Council shall cooperate fully, promptly and truthfully in any audit of the Council's financial statements. This obligation includes, among other things, responding to requests for information, participating in interviews and disclosing all information relating to the subject matter of the audit.

- (16) Health and Safety: Employees and other individuals acting on behalf of the Council shall take reasonable care of their personal health and safety as well as the health and safety of others in the Council. for this purpose:**
- (a) Employees shall follow safe workplace practices, including participating in applicable training sessions, using appropriate safety equipment where required, and reporting accidents, injuries and unsafe situations.**
 - (b) Employees should protect the Council and its surrounding environment from pollution and contamination. This include the careful handling of waste and other potentially harmful agents and materials.**
- (17) Use of Alcohol, Drugs and Tobacco: Employees of the Council shall**
- (a) not report for work under the influence of illicit drugs or alcohol. If an employee is taking prescription medication, they are required to inform their manager. Employees may be required to produce medical evidence to prove their medication does not affect their capacity to work and to work safely.**
 - (b) not have illegal drugs in their possession while at work. Shall not give other employees illegal drugs or restricted substances, or encourage or condone their use.**
 - (c) not smoke during or in any of Council's offices or building, enclosed areas, toilets etc., do not take and consume alcohol to/at office at any time.**
- (18) Dress Code for Employees: Employees have an obligation to dress appropriately and in a manner, that maintains respect, establishes credibility and upholds the good reputation of the Council. Employees are required to ensure their personal appearance and presentations are clean, tidy and appropriate for their work role and consider the particular circumstances of their workplace. When determining dress code:**
- (a) Employees should wear professional attire for office and events subject to the exceptions on Friday and other days as may be determined by the management from time to time**
 - (b) Body and facial piercing is unacceptable due to the potential for harm to health or safety. Pierced ear lobes may be acceptable if there is no potential for harm to health or safety.**
 - (c) Tattoos are required to be covered.**
 - (d) Employees are required to comply with relevant workplace health and safety regulations as they apply to apparel e.g. appropriate shoes, protective clothing.**
 - (e) Employees are required not to wear revealing clothes such as those exposing bare midriffs, strapless tops/dresses or clothes that may be construed as suggestive and/or offensive.**
 - (f) Employees are required not to wear inappropriate clothes (except for sport and organized physical activities), ripped or dirty clothes or clothes with inappropriate slogans.**

- (19) Responsibilities of Supervisors and Managers: Managers and supervisors in addition to their specific job description shall also:**
- (a) Promote team spirit.**
 - (b) Maintain confidentiality when conducting investigations into grievances and disputes.**
 - (c) Avoid bias in decision making.**
 - (d) Ensure compliance with procedures when carrying out counselling and disciplinary action.**
 - (e) Exercise objectivity when administering rewards or disciplinary action.**
 - (f) Do not condone, permit, or fail to report any breaches of this code and the staff handbook by any staff under their supervision.**
- (20) Monitoring and Enforcement**
- (a) The primary responsibility of ensuring compliance with the Code of Governance and Conduct rests on each individual employee and his line manager. All Executive officers and Employees acting on behalf of the Council shall familiarize themselves with this Code and ensure that they comply with the letter as well as the spirit, being the intention and content of the Code.**
 - (b) Every employee has the right and responsibility to ask questions, seek guidance and express concern regarding the compliance with the Code.**
 - (c) In the final instance, the Management Committee of the Council is responsible for monitoring employees' compliance with the provisions of this Code through the Executive Secretary's report and any Committee whose function is on Council's HR matters.**
- (21) Reporting Concerns about Employee Conduct:**
- (a) If an employee becomes aware of breach of Code of Conduct and Governance by any staff, it is the obligation of such employee to report the behavior to his supervisor, line-manager or the HR Manager for investigation and disciplinary action, if need be.**
 - (b) Such supervisor, line-manager or the HR manager shall protect the personality and job of the employee who made the report on breach of the Code.**
 - (c) Abuse of the whistle blowing process by any employee shall lead to disciplinary action against such employee.**
- (22) Breaches of This Code**
- A breach of this Code may lead to disciplinary action as provided in the Staff Hand Book including, but not limited to, termination of employment.**

REPEALS

The Rules and Bye of the Council listed below are hereby repealed by the coming into effect of the Rules of the Council:

- a. The Nigerian Council of Registered Insurance Brokers Registration and Enrolment of Members Rules (NCRIB 01/2007) and all the amendment made thereto.**
- b. The Nigerian Council of Registered Insurance Brokers Disciplinary Organs (Constitution and Procedures) Rules (NCRIB 02/2007) and all the amendment made thereto.**
- c. The Nigerian Council of Registered Insurance Brokers Code of Ethics and Conduct (NCRIB 03/2007) and all the amendment made thereto.**
- d. The Nigerian Council of Registered Insurance Brokers Rules for the Election of Governing Board Members (NCRIB 04/2007) and all the amendment made thereto.**
- e. Bye-Laws for Area Committees of the Nigerian Council of Registered Insurance Brokers.**

Declaration

I, [insert name], serving in my personal capacity on the Governing Board of the Nigerian Council of Registered Insurance Brokers in the role of (President/ Deputy President/ Vice President/ Elected Member/Co-opted Member) of the Council declare and confirm that I have read and understand this Code of Governance, Ethics and Conduct, and that I agree to abide at all times by the terms of this Code.

Signature _____

Position _____

Place _____

Date _____

draft