

# IASIU Europe

## International Association of Special Investigation Units Europe

### BYLAWS

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#### 1. NAME AND PURPOSE

##### 1.1. Name

International Association of Special Investigation Units Europe (IASIU Europe)

##### 1.2. Office of the Organization

The principal office for the transaction of the activities and the affairs of IASIU Europe is located at Zurich, Switzerland. The Board of Directors (hereinafter "Board") may change the principal office from one location to another. The new location of the principal office shall be noted by the Secretary in an appendix to these bylaws.

##### 1.3. Purpose

- To promote coordinated effort within the industry to combat insurance fraud;
- To provide education and training for insurance investigators;
- To develop greater awareness of the insurance fraud problem;
- To encourage high professional standards of conduct among insurance investigators;
- To support legislation which act as a deterrent to the crime of insurance fraud;
- To be a chapter of IASIU International

##### 1.4. Restrictions

This organization is to be considered a private non-profit organization

##### 1.5. Funds

The Association has member fees available for its purposes. The Board assigns the amount of the member fee.

## 2. MEMBERSHIP

### 2.1. Precondition

All member of IASIU Europe must be members of the International Association of Special Investigation Units with the exception of sworn law enforcement and fire personnel.

### 2.2. Membership Classes

IASIU Europe shall have four different membership types designated as follows:

#### 2.2.1. Regular Membership

Regular membership shall include

- a. Full-time employee of an insurance company, whose primary responsibility is the investigation, investigative support, or supervision of investigation of insurance fraud.
- b. Employee of a self-insured corporation who is employed and assigned to a Special Investigation Unit and whose primary purpose is the full-time investigation and/or supervision of investigations of insurance fraud. The individual and organization must be engaged in anti-fraud activities and must be in conformance with the goals and objectives of the Association. Provided, however, any such individual whose professional activities or personal background are considered adverse to the objectives and interests of the Association shall not be deemed eligible for membership.
- c. Agent of government agencies or insurance associations (e.g. Larntjanst AB Sweden, Danish Insurance Association, Norwegian Insurance Federation, Finnish Motor Insurers' Centre, Society of Lloyd's) who is involved in or provide special expertise or services for the investigation of insurance fraud.

#### 2.2.2. Associate Membership

Associate membership shall include:

- a. Local, state, federal, provincial, or similar governmental entities' law enforcement officer, or prosecutor who is involved in, or provides special expertise or services for the investigation and/or prosecution of insurance fraud crime.
- b. Employee of an independent adjusting company or licensed independent adjusting company. Within this organization, the Applicant must be specifically designated as an Insurance Fraud Investigator, Special Investigator, or other similar title. The Applicant must agree that membership in IASIU Europe shall not be used for the marketing or promotion of the Applicant's services, except for events that have a specified "vendor" area.
- c. Third Party Administrator/General Agency Associate. Employees of TPA's of General Agencies who are involved in, or provide special expertise or services for the investigation of insurance fraud, who is endorsed in writing by a "Regular" member.
- d. Retiree Associate. Regular and Associate members that retire and are not currently employed in the insurance industry or in a capacity ineligible for membership, are eligible to continue membership as an Associate member.

“Associate Membership” shall be granted at the discretion of the Board. “Associate Members” shall have the privileges of “Regular Members” except that they may not hold office and may be excluded from any business meeting by a majority vote of the “Regular Members” present. The annual cost of dues for “Associate Membership” shall be in accordance with guidelines established by the Board. “Associate Membership” has no voting privileges.

### 2.2.3. Legal Advocate Membership

Legal Advocate Membership will be available to persons who:

- a. are nominated by an IASIU regular member with five years of active and continued membership,
- b. are licensed to practice law in their respective country,
- c. certify to the membership committee that: providing legal counsel and representation to insurers in defence of insurance claims constitutes a majority of their practice,
- d. further certify that they do not engage in plaintiff advocacy against insurers except on behalf of other insurers in subrogation actions and
- e. further agree to immediately report to the Board any change in these conditions and thereupon resign IASIU membership.

A “Legal Advocate Member” will have no voting rights nor be eligible to hold office or Board position. “Legal Advocate Members” may be excluded from any business meeting by a majority vote of the members present. If, at any time, the above conditions and certifications no longer maintain with respect to a “Legal Advocate Member”, the Board shall void the membership.

### 2.2.4. Life Membership

Life Membership shall include:

Those individuals nominated and approved by a majority vote of the Board based upon the following guidelines:

- a. Individual must be or have been a regular or associate member of the Association for ten years.
- b. Individual must have rendered distinctive service to the Association through participation on committees, and/or service as an officer or member of the Board for a minimum of five years.

“Life Membership” is to recognize outstanding contributions of those regular and/or associate members meeting the above minimum requirements. A “Life Member” shall have all the rights and privileges of a regular member without payment of dues. No more than three (3) nominations for such membership may be approved by the Board in any one year.

## 2.3. Membership Approval

Admission to membership shall be determined by the Board pursuant to IASIU Europe’s bylaws.

## 2.4. Termination of Membership

Membership in the Association shall terminate by:

- a. A member’s voluntary withdrawal;

- b. By a two-thirds majority vote of the Board when the Board, in its discretion determines that any member has exhibited conduct inconsistent with the objectives and qualifications of the Association;
- c. When the member is no longer eligible for membership in IASIU Europe; or
- d. By the Association Treasurer, who upon notifying the member of his failure to make payment of dues or other obligations to the Association has the power to terminate that individual's membership.

### 3. INSTITUTIONS

The institutions of the Association shall be

- a. Board of Directors
- b. Directors Meetings
- c. Auditors

#### 3.1. Board of Directors

The Board of Directors shall consist of seven directors (four officers and three directors) until changed by amendment to these bylaws.

The terms of office of officers and directors will be four years or until the election of the respective successors at the biennial meeting. The terms of directors will be staggered so that a portion of the directors are elected each second year.

Individuals must qualify as a “Regular Member” to be eligible to hold an officer or director position. If an existing officer or director becomes ineligible to be a “Regular Member” during his/her term, the officer or director shall have the shorter of 180 days, or the end of his/her term, to re-qualify as a “Regular Member” and remain in office. This provision will also apply to “Life Members” who become ineligible to be a “Regular Member” except for their status as a “Life Member”.

##### 3.1.1. Officers

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer.

##### 3.1.1.1. President

The President is the Chief Executive Officer. It shall be his/her responsibility to supervise and coordinate the activities of the Association. The President shall preside at meetings, including Board meetings, and shall appoint appropriate committees to be responsible for the activities of the Association.

##### 3.1.1.2. Vice President

If the President is absent or unable to serve, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have the powers and perform such other duties that the Board or the bylaws may prescribe. It shall be the duty of the Vice President to assist the President in any matter of Association business.

##### 3.1.1.3. Secretary

The Secretary shall keep the records and minutes of meetings, retain and preserve the bylaws, and maintain a current listing of all members.

#### 3.1.1.4. Treasurer

The Treasurer shall be custodian and depositor of funds of the Association. Funds shall only be disbursed as authorized and approved by the Board. The Treasurer shall make a complete reporting at the annual meeting and to the Board at each Board meeting.

#### 3.1.2. Responsibilities

Subject to the provisions and limitations of state law and any other applicable laws, and subject to any limitation of the bylaws regarding actions that require approval of the members, the Association activities and affairs shall be managed and all Association powers shall be exercised by or under the direction of the Board. Without prejudice to those general powers, but subject to the same limitations, the Board shall have the power to:

- a. Change the principal office from one location to another; cause the Association to be qualified to conduct its activities in any other country or conduct its activities within Europe; and designate any place within Europe for holding any meeting of members.
- b. Establish fees, dues and other financial obligations of members. Dues shall be initially submitted with each membership application and shall not be pro-rated.

A majority of the then-serving number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, without limitation, those provisions relating to

- a. approval of contracts or transactions in which a Director has a direct or indirect material financial interest,
- b. creation of appointments to committees of the board and
- c. indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

#### 3.1.3. Compensation and Reimbursement of Directors

Directors shall not receive compensation, for their services as directors or officers, and shall receive reimbursement and expenses as the Board may determine by resolution to be just and reasonable as to the Association at the time the resolution is adopted.

#### 3.1.4. Vacancies on Board of Directors

A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- a. The death or resignation of any director;
- b. the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, or convicted of a felony;
- c. the increase of the authorized number of directors required to be elected;
- d. the failure of a membership to elect the number of directors required to be elected; or

- e. three absences without just cause from meetings of the Board or a demonstrated failure to engage in such other Board functions as may be designated by Board action and notice to the director at issue.

Except as provided below, any director may resign by giving written notice to the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director’s resignation is effective at a later time, the Board may elect a successor to take the office as of the date when the resignation becomes effective.

Any vacancy occurring among the officers or Board shall be filled by appointment by the President. If the office of President becomes vacant, he/she will be replaced by the Vice President. The term will be the remaining portion of the term vacated.

No reduction of the authorized number of directors shall have the effect of removing any director before that director’s term of office expires.

### **3.2. Directors Meetings**

Meetings of the Board shall be held at least two times per year.

Any meeting may be held by conference, telephone, or similar communication equipment as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

Special meetings of the Board for any purpose may be called at any time by the President, Secretary or any two directors.

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the Association records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends a meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. Unless the original meeting is adjourned for more than 24 hours, no additional notice need be given.

Any director who has any material financial interest in a transaction to which the Association is a party has to disclose such interest and shall not participate in the approval of that transaction.

#### **3.2.1. Action without a Meeting**

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

### **3.3. Auditors**

The Association shall have two Auditors.

The terms of office of Auditors will be four years or until the election of the respective successors at the biennial meeting. The terms of Auditors will be staggered so that one Auditor is elected each second year.

Individuals must qualify as a “Regular Member” to be eligible to hold an Auditor position. If an existing Auditor becomes ineligible to be a “Regular Member” during his/her term, the Auditor shall have the shorter of 180 days, or the end of his/her term, to re-qualify as a “Regular Member” and remain in office.

### **3.3.1. Responsibilities**

The Auditors review each year the accounts of the Association. They verify that

- a. the accounting is correct and appropriate
- b. all invoices are available and checkable
- c. the expenses match the invoices
- d. the balance is an appropriate relation

The Auditors have to report each year the result of their review.



## 4. GOVERNANCE

### 4.1. Election

- a. All directors and auditors will be elected at the biennial meeting.
- b. All group of companies and/or organizations represented by “Regular Members” at the biennial meeting shall have one vote per group for the purpose of election of directors and auditors.
- c. All group of companies or organizations of “Regular Members” must select one individual who is a “Regular member” to cast the company’s vote during the election of directors and auditors. The company or organization must inform the Secretary, or his/her designee, of the individual authorized to cast the company vote prior to the start of the biennial meeting.
- d. All “Regular Members” in good standing shall have the right to cast individual votes on all other Association business placed before them at the biennial meeting, other than the election of directors and auditors. All votes must be in person. There will be no absentee voting.

### 4.2. Indemnity

The Association shall be bound by the joint signatures of the President, together with another member of the Board.

Only the assets are liable for the debts of the association. Personal liability of the members is excluded.

To the full extent permitted by law, the Association shall indemnify its directors against all expenses, judgements, fines, settlements and other amounts actually and reasonably incurred by them in connection with any activity conducted on behalf of the Association, and in furtherance of the Association’s interests.

Upon written request of the Board by a person seeking indemnification, the Board shall promptly determine whether the applicable standard as set forth above, has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because a number of directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine if the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

### 4.3. Insurance

The Association shall purchase and maintain insurance up to the full extent permitted by law on behalf of its directors against any liabilities asserted against or incurred by a director in such capacity or arising of the director’s status, as such.

### 4.4. Records and Reports

The Association shall keep:

- a. Adequate and correct books and records of accounts;
- b. Minutes of the proceedings of its members and Board; and

- c. A record of each member’s name, address, and class of membership.

#### **4.4.1. Annual Report**

The Board shall cause an annual report to be sent directors within 120 days after the end of the Association’s fiscal year. The report shall contain the following information, in appropriate detail, for the fiscal year

- a. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.
- b. The principal changes and assets and liabilities, including trust funds.
- c. The revenue or receipts of the Association both unrestricted and restricted to particular purposes.
- d. The expenses or disbursements of the Association for both general and restricted purposes.

The annual report shall be accompanied by a report on it of the auditors.

#### **4.4.2. Biennial Information Meeting**

A biennial information meeting of the Association shall be held in conjunction with the biennial Association seminar. The date, time, and location shall be determined by the Board of Directors.

### **4.5. Dissolution of the Association**

The dissolution of the Association can be adopted by a three quarters majority of the current members and the consent of IASIU International.

The Association funds go to IASIU International after a resolution of the Association.

### **4.6. Amendments**

These bylaws may be amended at any regular or special meeting of the Association by a vote of two-thirds of the members present providing:

- a. The proposed amendment is consistent with the bylaws of this Association.
- b. The proposed amendment is disseminated to the general membership for review through the publication or other approved written means at least thirty days prior to the next regular or special meeting of the Association in which the vote on the amendment will be made.

These bylaws are coming in effect by decision of the members by 01/07/2014.