

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of

THE HONG KONG SOCIETY OF CERTIFIED INSURANCE PRACTITIONERS LIMITED
香港保險師公會有限公司

Incorporated the 26th day of August, 1998

THE COMPANIES ORDINANCE

(Chapter 32)

SPECIAL RESOLUTIONS

OF

THE HONG KONG SOCIETY OF CERTIFIED INSURANCE PRACTITIONERS LIMITED
香港保險師公會有限公司

Passed on the 23rd September, 2003

At an Extraordinary General Meeting of the above name company duly convened and held at The Chinese General Chamber of Commerce Members' Club Ltd, 6/F, 24-25 Connaught Road Central, Hong Kong on 23 September, 2003 of the company, the following resolutions were duly passed as Special Resolutions of the company:-

'That the meaning of member(s) as defined in the Article 1 of Articles of Association of the society be amended:

"Affiliate Member" means a Member of the Society elected to Affiliate Membership pursuant to Article 6, and having the rights, privileges and obligations provided for Affiliate Member by these Articles.

"Associate" means a Member of the Society elected to Associate Membership pursuant to Article 6, and having the rights, privileges and obligations provided for Associate by these Articles.

"Fellow" means a Member of the Society elected to Fellow Membership pursuant to Article 6, and having the rights, privileges and obligations provided for Fellow by these Articles.

"Founding Member" means a Member of the Society elected to Founding Membership pursuant to Article 6, and having the rights, privileges and obligations provided for Founding Member by these Articles.

"Full Member" means and includes Associate and Fellow.'

"Honorary Member" means a Member of the Society elected to Honorary Membership pursuant to Article 6, and having the rights, privileges and obligations provided for Honorary Member by these Articles.

"Member" means and includes Associate, Fellow, Affiliate Member, Student Member, Founding Member and Honorary Member.

“ Student Member” means a Member of the Society elected to Student Membership pursuant to Article 6, and having the rights, privileges and obligations provided for student member by these Articles.

‘That the Articles 6, 8, 9, 12 & 13 of the Articles of Association of the HKCIP be amended as:

6. Membership shall consist of 6 classes, namely, Associate, Fellow, Affiliate Member, Student Member, Founding Member and Honorary Member. Associates and Fellows shall also be termed as Full Members.
 - a) Associate
 - i) Associate is conferred on a candidate member who has passed the required examinations of the society or of some other Association or Institution which is recognised by the society as equivalent status.
 - ii) Associate shall pay an annual membership fee to validate the membership as prescribed in Article 9.
 - iii) Associate shall be entitled to receive notice of General Meetings, to attend and to vote at General Meetings pursuant to Article 25.
 - iv) Associate shall be entitled to annex the distinctive letters and descriptions to their names pursuant to Article 13.
 - b) Fellow
 - i) Fellow is conferred on a candidate member who has passed the required examinations of the society or of some other Association or Institution which is recognised by the society as equivalent professional status.
 - ii) Fellow shall pay an annual membership fee to validate the membership as prescribed in Article 9.
 - iii) Fellow shall be entitled to receive notice of General Meetings, to attend and to vote at General Meetings pursuant to Article 25.
 - iv) Fellow shall be entitled to annex the distinctive letters and descriptions to their names pursuant to Article 13.
 - c) Affiliate Member
 - i) Affiliate Member is conferred on a candidate member who has passed the required examinations of the society or of some other Association or Institution which is recognised by the society as equivalent professional status.
 - ii) Affiliate Member does not need to at all times actively engage in insurance business in Hong Kong.
 - iii) Affiliate Member shall pay an annual membership fee to validate the membership as prescribed in Article 9.
 - iv) Affiliate Member may not be entitled to receive notice of General Meetings, to attend and to vote at General Meetings pursuant to Article 25.
 - v) Affiliate Member shall be entitled to annex the distinctive letters and descriptions to their names pursuant to Article 13.
 - vi) Should circumstances occur whereby an Affiliate Member may change to Full Member status, such Member may at any time apply with full details in writing to the Executive Committee for approval of changing to Full Member status as the Executive Committee may deem fit.

- d) Student Member
 - i) Student Member does not need to at all times actively engage in insurance business in Hong Kong.
 - ii) Student Member shall pay a membership fee to validate the membership as prescribed by the Executive Committee from time to time.
 - iii) No distinctive letters shall be annexed to a Student Member.
 - e) Founding Member
 - i) Subscribers of the society shall become Founding Members who will have the same status and privileges as Fellows under Article 6 (b).
 - f) Honorary Member
 - i) Honorary Member shall be appointed in writing by the Executive Committee for defined periods of service.
 - ii) Honorary Member if invited by the Executive Committee may attend any meeting of the Executive Committee and Sub-committees and any General Meetings of the Members and give advice thereat but may not vote thereat unless also being Full Members themselves.
 - iii) Honorary Member shall have no right to elect or be elected to the Executive Committee and shall have no executive power or function.
8. The applicant shall be required to pay an entrance fee at time of application, such fee to be prescribed by the Executive Committee from time to time and such fee may be waived as resolved by the Executive Committee from time to time.
9. Every Member shall pay an annual subscription to the funds of the Society, such subscription to be prescribed by the Executive Committee from time to time and such fee may be waived as resolved by the Executive Committee from time to time.
12. Every person becoming a Member except Honorary Member and Student Member and so long as he remains a Member shall be deemed to have undertaken strictly to observe the standard of professional conduct and comply with any rules of professional ethics required by the Society.
13. Members except Honorary Member and Student Member may annex to their names such distinctive letters and other descriptions as the Executive Committee may prescribe for the purpose of denoting their Membership of the Society.'

The Hong Kong Society of Certified
Insurance Practitioners Limited

(Sd.) O. F. Leung

O. F. Leung, Chairman of the Meeting
at which the above resolution was passed.

No. 653024
編號



COMPANIES ORDINANCE
(CHAPTER 32)

香港法例第 32 章
公司條例

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人謹此證明

THE HONG KONG SOCIETY OF CERTIFIED
INSURANCE PRACTITIONERS LIMITED

香港保險師公會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊成為

and that this company is limited.
有限公司。

Issued by the undersigned on 26 August 1998.

本證書於一九九八年八月廿六日簽發。

MISS F. LAM

.....
for Registrar of Companies
Hong Kong

香港公司註冊處處長
(公司註冊主任 林詠芝 代行)

THE COMPANIES ORDINANCE (Chapter 32)

**Company Limited by Guarantee
and not having a Share Capital**

**Memorandum of Association of
THE HONG KONG SOCIETY OF CERTIFIED INSURANCE
PRACTITIONERS LIMITED**

香港保險師公會有限公司

1. The name of the Company is "The Hong Kong Society Of Certified Insurance Practitioners Limited 香港保險師公會有限公司" (hereinafter called "the Society").
2. The registered office of the Society will be situated in Hong Kong.
3. The objects for which the Society is established are:-
 - 3.1 To improve and advance the provision of professional insurance services to the public by the continued development of the study and practice of insurance.
 - 3.2 To promote the study of and research into the law and practice of insurance.
 - 3.3 To promote organise sponsor and support educational activities on insurance knowledge for the benefit of the public in Hong Kong.
 - 3.4 To promote insurance professionalism in Hong Kong by all reasonable means including, and not limited to, the advocating and supporting of education and continued professional development of its Members.
 - 3.5 To unite and promote the general welfare and interests of its Members.
 - 3.6 To promote good public image and recognition of its Members.
 - 3.7 To provide platforms, facilities and forums whereby its Members may voice their opinions on any matter affecting their interests.
 - 3.8 To consider all manner of questions affecting the interest of the insurance profession and to represent the profession whether by way of negotiation, correspondence, petition or otherwise and to procure changes of law or practice in insurance.
 - 3.9 To arrange for dissemination of information and knowledge of assistance to the insurance profession by all manner of means including conferences, meetings, lectures, discussion, correspondence, publication of journals, books, pamphlets, computer storage media, audio and video storage media, and other means of communications.
 - 3.10 To establish and maintain libraries and collections of documents, papers, records and other effects.

- 3.11 To engage in any activities in conjunction with other bodies or associations within the limits of the Society's objects and to arrange reciprocal rights and co-operation with other such bodies or associations in maintaining and promoting high professional standards and providing membership services and to procure agreements for such purposes and to observe and execute the provisions thereof.
- 3.12 To apply for and obtain any local ordinance enactment or regulation or amendment of any existing ordinance enactment or regulation for the furtherance of any of the objects of the Society or for the purpose of ratifying or regularizing any act or acts done or not done by or on behalf of the Society.
- 3.13 To arrange social and recreational activities for the Members and their guests.
- 3.14 To borrow or raise money, for the purposes of the Society to give securities/mortgage, to issue debenture or other securities, and to accept gifts of money or property of any kind from any person, body corporate or incorporate.
- 3.15 Generally for the purposes of the Society, to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Society may think necessary or convenient for the purposes of its undertaking or business.
- 3.16 For the purposes of the Society, to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society.
- 3.17 For the purposes of the Society, to invest and deal with the monies of the Society in such manner as may from time to time be determined.
- 3.18 To adopt such means of making known the operations of the Society as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and periodicals.
- 3.19 To appoint any agent or agents for the collection and recovery of any monies receivable by the Society in the exercise of its powers or otherwise for the purpose of the exercise of any of such powers.
- 3.20 To support, subscribe and donate to any charitable cause as may be determined by the Executive Committee from time to time.
- 3.21 Subject to this Memorandum to lay down rules for carrying into effect the objects of the Society including rules in respect of admission to Membership of the Society and exclusion therefrom and authorising Members to annex to their names distinctive letters or descriptions indicative of their Membership (the "Rules").
- 3.22 To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- 3.23 To do all such other lawful things and carry out all such other lawful activities as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- 3.a) In case the Society shall take or hold any property which may be subject to any trusts, the Society will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- 3.b) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 3.c) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.
- 4.1 The income and property of the Society whensoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise, to the Members of the Society.
- 4.2 No member of the Executive Committee or governing body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth (except as provided in 4.4 below) shall be given by the Society to any member of the Executive Committee or governing body of the Society.
- 4.3 Nothing herein shall prevent the payment, in good faith, by the Society of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society not being a member of the Executive Committee or governing body of the Society in return for any services actually rendered to the Society
- 4.4 Nothing herein shall prevent the payment, in good faith, by the Society:-
- a) to any member of its Executive Committee or governing body of out-of-pocket expenses;
 - b) of interest on money lent by any member of the Society or its Executive Committee or governing body at a rate per year not exceeding 2.5% above the prime rate prescribed for the time being by the Hong Kong Association of Banks;
 - c) of reasonable and proper rent for premises demised or let by any member of its Executive Committee or governing body;
 - d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of its Executive Committee or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- 4.5 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with 4.3 and 4.4 above.
5. The liability of the Members is limited.
6. Every Member undertakes to contribute to the assets of the Society, in the event of the Society being wound up during the time that he is a Member or within one year after he ceased to be a Member, for the payment of debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding HK\$100.00.

7. If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Society such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable organisations.

WE, the several persons whose names addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

	<u>NAME</u>	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>DESCRIPTION</u>
1)	CHAN Shiu Yin Elex 陳肇賢	(Sd.)	Room 2302 Wing On House 71 Des Voeux Road Central Hong Kong	Chartered Insurer (ACII)
2)	CHUN Yuk Chi Jackie 秦鈺池	(Sd.)	68/F Central Plaza 18 Harbour Road Wanchai Hong Kong	Chartered Insurer (FCII)
3)	FONG Ming Shak Peter 方鳴石	(Sd.)	20/F World-Wide House 19 Des Voeux Road Central Hong Kong	Chartered Insurer (FCII)
4)	KA Ping Tim Robert 賈秉添	(Sd.)	Flat 16A, Block 5 Tanner Garden 18 Tanner Road North Point Hong Kong	Chartered Insurer (FCII)
5)	LAU Ting Yin Anthony 劉鼎言	(Sd.)	11/F Paliburg Plaza 68 Yee Wo Street Causeway Bay Hong Kong	Chartered Insurer FCII CLU
6)	LEUNG On Fook 梁安福	(Sd.)	21/F 111 Leighton Road Causeway Bay Hong Kong	Chartered Insurance Practitioner (ACII)
7)	MOK Hin-Yiu 莫顯堯	(Sd.)	Office of the Commissioner of Insurance 21/F Queensway Government Offices 66 Queensway Hong Kong	Chartered Insurance Practitioner (FCII)

(to be continued)

- | | | | | |
|-----|---------------------------|-------|--|---|
| 8) | NG Yu Lam Kenneth
吳俞霖 | (Sd.) | 29A, United Centre
95 Queensway
Admiralty
Hong Kong | Chartered Insurer
(FCII) |
| 9) | TSANG Hon Keung
曾漢強 | (Sd.) | 5108 Central Plaza
18 Harbour Road
Wanchai
Hong Kong | Fellow of
the Chartered
Insurance Institute |
| 10) | TSANG Chung Wai
曾松煒 | (Sd.) | 32/F, Dorset House
Taikoo Place
979 King's Road
Quarry Bay
Hong Kong | Chartered Insurer
(ACII) |
| 11) | YAN George Kin-Pui
甄健沛 | (Sd.) | 8/F, Western Harbour Centre
181 Connaught Road West
Hong Kong | Chartered Insurer
(ACII) |

Dated the 29th day of July, 1998

Witness to the above signatures: (Sd.)

Name : FOK KAM SUET IRENE

Address : 21/F, 111 LEIGHTON ROAD
CAUSEWAY BAY, HK

Description : MANAGER

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE HONG KONG SOCIETY OF CERTIFIED INSURANCE
PRACTITIONERS LIMITED

香港保險師公會有限公司

INTERPRETATION

1. In these Articles, unless the context or subject matter otherwise requires:-

"Associate Member" means a Member of the Society elected to associate Membership pursuant to Article 6, and having the rights, privileges and obligations provided for Associate Members by these Articles.

"Board of Appeal" means a board constituted in accordance with the provisions of Article 72.

"Executive Committee" means the Executive Committee for the time being of the Society, as constituted and authorised to act pursuant to these Articles.

"Full Member" means a Member of the Society elected to full Membership pursuant to Article 6, and having the rights, privileges and obligations provided for Full Members by these Articles.

"Honorary Advisor" means a person appointed by the Society under these Articles.

"Honorary Patron" means a person who in the opinion of the Society will help to promote the standing and objects of the Society and duly appointed by the Society under these Articles.

"Member" means and includes Full Members and Associate Members.

"Membership" means Membership of the Society.

"Officer of the Society" means any Executive Committee member, and the Secretary for the time being of the Society.

"Register of Members" means the register kept by the Society, of Members who fulfill the requirements of Membership and who apply to be so listed.

"the Rules" means the Rules of the Society as referred to in clause 3.21 of the Memorandum of Association of the Society which may be made and altered by the Executive Committee pursuant to Article 71 from time to time.

"Secretary" means any person appointed to perform the duties of the Secretary of the Society.

"the Seal" means the common seal of the Society.

"the Society" means The Hong Kong Society of Certified Insurance Practitioners Limited 香港保險師公會有限公司.

Words importing the singular number include the plural number, and vice versa.

Words importing the masculine gender include the feminine.

Words importing persons shall include bodies of persons whether incorporated or not.

Words or expressions contained in these Articles shall bear the same meaning as in the Companies Ordinance (hereinafter referred to as "the Ordinance"), or any statutory modification thereof in force at the date at which these Articles become binding on the Society.

PURPOSE

2. The Society is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. The number of Members is declared to be unlimited.
4. The subscribers to the Memorandum of Association and such other Members as the Executive Committee shall admit to Membership in accordance with these Articles shall be Members of the Society.
5. Membership shall be open to any person who satisfies the Executive Committee that he complies and will continue to comply with the requirements as prescribed by the Executive Committee from time to time in accordance with these Articles and any **Rules** made pursuant thereto.
6. Membership shall consist of 2 classes, namely, Full Member and Associate Member.
 - a) Full Member
 - i) Full Members shall actively engage in insurance business in Hong Kong.
 - ii) Full Members shall be entitled to receive notice of General Meetings, to attend and to vote at General Meetings pursuant to Article 25.
 - iii) Full Members shall be entitled to annex the distinctive letters and descriptions to their names pursuant to Article 13.

- iv) To cater for circumstances occurring whereby any Full Member should change to Associate Member status, the Executive Committee shall have power to lay down directives in the **Rules** from time to time and to decide each case individually.
- (b) Associate Member
- i) Associate Members do not need to at all times actively engage in insurance business in Hong Kong.
 - ii) Associate Members may not be entitled to receive notice of General Meetings, to attend and to vote at General Meetings.
 - iii) Associate Members may annex the distinctive letters and descriptions to their names mentioned in Article 13.
 - iv) Should circumstances occur whereby an Associate Member may change to Full Member status, such Member may at any time apply with full details in writing to the Executive Committee for approval of changing to Full Member status as the Executive Committee may deem fit.
7. Any person who is eligible may apply to the Society for admission to Membership. Such applications shall be made in writing, signed by the applicant, and shall be in such form as the Executive Committee shall from time to time prescribe. Each applicant shall submit such evidence of eligibility and fulfillment of the qualifying criteria as the Executive Committee considers to be reasonably necessary. Each application shall be considered by the Executive Committee or in such other manner as the Executive Committee may from time to time direct. The Executive Committee shall have power to refuse any application if, in its opinion, the applicant does not fulfill the qualifying criteria prescribed in accordance with these Articles. In no case shall the Executive Committee be required to give any explanation for the rejection of any applicant.
8. The applicant shall be required to pay an entrance fee at time of application, such fee to be prescribed by the Executive Committee from time to time.
9. Every Member shall pay an annual subscription to the funds of the Society, such subscription to be prescribed by the Executive Committee from time to time.
10. The Society shall issue to every person who has been admitted to Membership, or who has been subsequently promoted to another category of Membership a certificate as to his Membership in such form, and signed by such officer of the Society, as the Executive Committee shall from time to time prescribe.

11. The Society shall maintain a Register of Members whether in printed form or in electronic form (which does not restrict the accessibility for public inspection in a legible form of the information contained in the Register of Members) kept at a location in Hong Kong to be prescribed by the Executive Committee from time to time which shall be open for inspection by the public, provided that only the following particulars shall be open for public inspection:
 - (a) the name, address and the occupation or description of each Member;
 - (b) his category of Membership;
 - (c) the date on which the Member was admitted to Membership and the date on which his Membership ceased.

Every Member shall permit the Society to enter his personal particulars into the Register of Members and to make available such particulars for public inspection as stipulated in this Article notwithstanding any data privacy laws or conventions.

12. Every person becoming a Full Member and so long as he remains a Full Member shall be deemed to have undertaken strictly to observe the standard of professional conduct and comply with any rules of professional ethics required by the Society.
13. Full Members and Associate Members may annex to their names such distinctive letters and other descriptions as the Executive Committee may prescribe for the purpose of denoting their Membership of the Society.
14. The rights of a Member as such shall be personal and shall not be transferable and shall cease upon a Member's death, bankruptcy, liquidation (whether voluntary or otherwise), resignation, termination of Membership by notice from the Executive Committee or by order of the Board of Appeal.
15. In the event of any Member:-
 - (a) failing to pay any dues of any kind to the Society
 - (b) in the opinion of the Society, being no longer in conformity or compliance with the requirements for Membership
 - (c) whose conduct whether concerning insurance professionalism or not, has in the opinion of the Society tarnished the image of the Society

such Member may be given notice by the Executive Committee terminating his Membership as from fourteen days from the date of such notice, and his Membership shall cease accordingly. Such notice shall be in writing and shall be signed by the Secretary or other officer designated by the Executive Committee. Provided always that such Member may in writing within fourteen days from the date of such notice require the Executive Committee to submit his appeal on continuance of his Membership to the decision of the Board of Appeal pursuant to Article 74.

16. Any Member may resign from his Membership by giving notice in writing to the Society at its registered office.
17. Any Member who has resigned or has been expelled (in accordance with Article 15) from the Society shall continue to be liable for any dues incurred during his Membership and remaining unpaid at the time of resignation or expulsion.
18. Any Member who has resigned or has been expelled (in accordance with Article 15) from the Society may apply at any time for reinstatement and may be reinstated upon such terms and conditions as the Executive Committee may prescribe, but the Executive Committee may refuse to reinstate any Member without assigning any reason for any such refusal.

HONORARY ADVISORS AND HONORARY PATRONS

19. The Executive Committee may by resolution appoint any number of persons to serve the Society as "Honorary Advisors" or as "Honorary Patrons". Such Honorary Advisors and Honorary Patrons:
 - a) may or may not be Members of the Society;
 - b) may or may not have subscribed to the Memorandum and Articles of Association of the Society as the case may be;
 - c) shall be appointed in writing by the Executive Committee for defined periods of service;
 - d) if invited by the Executive Committee may attend any meeting of the Executive Committee and Sub-committees and any general meetings of the Members and give advice thereat but may not vote thereat unless also being Full Members themselves;
 - e) shall have no right to elect or be elected to the Executive Committee and shall have no executive power or function.

GENERAL MEETINGS

20. The first Annual General Meeting shall be held within 18 months after the incorporation of the Society at such time and place to be prescribed by the Executive Committee.
21. The Society shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee may prescribe.

22. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings, and may be convened by:-
- (a) the Executive Committee whenever it thinks fit, or
 - (b) on the requisition of the Members representing not less than one-tenth of the total voting rights of all the Members having a right to vote at General Meetings of the Society.

NOTICE OF GENERAL MEETINGS

23. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a special resolution shall be called by twenty-one days' notice in writing at the least and any other Extraordinary General Meeting by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served, or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meetings, to such Members who are, under these Articles, entitled to receive such notices from the Society.
24. (a) a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:-
- (i) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at the meeting of all the members.
- (b) the accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting by any person entitled thereto shall not invalidate the proceedings at that General Meeting.
25. Only Full Members shall be entitled to receive notice of General Meetings, to attend such meetings, be heard and to vote thereat.

PROCEEDINGS AT GENERAL MEETINGS

26. All business transacted at General Meetings including Annual General Meetings shall be deemed special with the exception of the consideration of the accounts and balance sheets, the reports of the Executive Committee and Auditors, the appointment of Executive Committee members in the place of those retiring, and the appointment, and fixing of the remuneration, of Auditors.

27. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continue to be present until the conclusion of the meeting. Save as herein otherwise provided, 20 Full Members present in person or by proxy shall be a quorum.
28. If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and to such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Full Members present in person or by proxy shall be a quorum.
29. The President of the Society shall preside as chairman at every General Meeting of the Society. If the President is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-President shall preside. If neither the President nor the Vice-President are present within fifteen minutes after the appointed time for holding the meeting, the Executive Committee members present shall choose one of their members to be chairman of the meeting.
30. If at any meeting no Executive Committee member is willing to act as chairman, or if no Executive Committee member is present within fifteen minutes after the time appointed for holding the meeting, the Full Members present shall choose one of their number to be chairman of the meeting.
31. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
32. At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairman of the meeting; or
 - (b) by at least 5 Full Members present in person or by proxy; or
 - (c) by Full Members representing at least one-tenth of the total voting rights of all the Members having the right to vote at that meeting.

Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book, containing the minutes of proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

33. The demand for a poll may be withdrawn before such poll is taken.
34. Except as provided in Article 32, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
36. A poll demanded on the election of a chairman of a meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs; and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
37. On a show of hands, every Full Member present in person or by proxy shall have one vote.
38. On a poll, every Full Member present in person or by proxy shall have one vote.
39. A Full Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person in the nature of a committee or receiver appointed by that Court, and any such committee or receiver, or guardian or other person may, on a poll, vote by proxy.
40. Any Full Member of the Society entitled to attend and vote at a meeting of the Society shall be entitled to appoint another person as his proxy to attend and vote instead of him, and a proxy so appointed shall have the same right as the Member to speak at the meeting and to vote on a show of hands and on a poll.
41. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a Member of the Society.
42. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Society, or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid. The Society's usual Form of Proxy is as appended hereunder.

**THE HONG KONG SOCIETY OF CERTIFIED INSURANCE
PRACTITIONERS LIMITED**

香港保險師公會有限公司

Form of Proxy

To : The Hong Kong Society of Certified Insurance Practitioners Limited
香港保險師公會有限公司

I, _____,

being a Full Member of The Hong Kong Society of Certified Insurance Practitioners Limited,

香港保險師公會有限公司 hereby appoint _____,

or failing him, _____,

or failing him, _____,

as my Proxy, to vote for me on my behalf at the Annual / Extraordinary (as the case may be)

General Meeting of The Hong Kong Society of Certified Insurance Practitioners Limited 香港

保險師公會有限公司 to be held on _____ and at any adjournment thereof.

As witness my hand the _____ day of _____

Signature

Signed in the presence of

Specimen signature of Proxy

43. An instrument appointing a proxy may be in the usual form, or in such form as the Executive Committee may approve, and shall be deemed to confer authority to demand or join in demanding a poll.
44. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE EXECUTIVE COMMITTEE

45. (a) The Executive Committee shall consist of no more than 20 but no less than 10 Executive Committee members in all.
- (b) Only a Full Member may be appointed as an Executive Committee member.
46. The first Executive Committee members shall be appointed in writing by a majority of the subscribers to the Memorandum of Association. Subsequent Executive Committee members shall be elected from Full Members at General Meetings, or in event of any casual vacancy, the Executive Committee may appoint any Full Member to fill such vacancy at any Executive Committee Meeting.
47. The elected members to the Executive Committee at Annual General Meetings shall, within 14 days from their being elected as such, elect among themselves the following office bearers:-
- (a) President
 - (b) Vice-President
 - (c) Treasurer
 - (d) Secretary
 - (e) Chairmen of Sub-Committees

The President for the previous term ("Immediate Past President") shall also be an office bearer of the Executive Committee ex officio. The number and titles of Sub-Committees shall be determined by the Executive Committee at the first Executive Committee meeting following the Annual General Meeting. In event of any casual vacancy, the Executive Committee may appoint any Executive Committee member to fill such vacancy at any Executive Committee Meeting.

48. The term of office of an Executive Committee member shall run from the date of his appointment until the next Annual General Meeting and he shall be eligible for re-election, except where Article 49 applies.

49. The term of office of an Executive Committee member shall ipso facto be terminated if:-
- (a) he ceases to be a Full Member,
 - (b) he resigns by notice in writing to the Executive Committee,
 - (c) he is removed by a special resolution passed at a General Meeting of the Society,
 - (d) he becomes bankrupt or convicted of criminal offences,
 - (e) he becomes of unsound mind.
50. The appointment of any person as office-bearer pursuant to Article 47 shall automatically determine if he ceases to be an Executive Committee member but without prejudice to any claim for damages for breach of any contract of service between him and the Society.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

51. The business of the Society shall be conducted and managed by the Executive Committee who may exercise all such powers of the Society as are not, by the Ordinance or by these Articles, required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Ordinance or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
52. The Executive Committee shall bring before the Full Members in General Meeting such matters which in the opinion of the Executive Committee require discussion and upon which it is desirable to ascertain the views of the Full Members.
53. The Executive Committee shall, subject to Clause 4.4 of the Memorandum of Association, pay and defray the expenses and liabilities of the Society, incurred in the exercise or enforcement of the rights vested in or controlled by the Society, out of the monies received by the Society in respect of the exercise or enforcement of such rights.
54. The Executive Committee may, subject to Clause 3.14 of the Memorandum of Association, exercise all the powers of the Society to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Society.
55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by two or more persons, two of whom shall be Executive Committee members, in such manner as the Executive Committee shall prescribe from time to time.

MEETINGS AND PROCEEDINGS OF EXECUTIVE COMMITTEE

56. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The President of the Society may at any time and the Secretary shall on the requisition of any 5 Executive Committee members summon a meeting of the Executive Committee with prior notice of such meeting to be given to all Executive Committee members in a manner reasonable under the circumstances.
57. The quorum necessary for the transaction of business of the Executive Committee shall be at least 5 Executive Committee members.
58. The continuing Executive Committee members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of meetings of the Executive Committee, the continuing Executive Committee members may act for the purpose of increasing the number of Executive Committee members to that number or of summoning a General Meeting of the Society, but for no other purpose.
59. The President of the Society shall preside at all meetings of the Executive Committee, and if at any meeting of the Executive Committee the President is not present within fifteen minutes after the time appointed for holding the same, the Vice-President shall be chairman of the meeting. If neither the President nor the Vice-President is present, the Executive Committee members present may choose one of their members to be chairman of the meeting.
60. An Executive Committee member who is in any way, whether directly or indirectly, materially interested in a contract, arrangement or transaction or proposed contract, arrangement or transaction with the Society and which is of significance in relation to the Society's business shall declare the nature of his interest at the earliest meeting of the Executive Committee members at which it is practicable for him to do so, in accordance with the Statutes. A general notice to the Executive Committee by an Executive Committee member stating that, by reason of the facts specified in the notice, he is or may be regarded as interested in any contracts, arrangements or transactions or proposed contracts, arrangements or transactions of any description which may subsequently be made or contemplated by the Society shall be deemed for the purposes of this Article to be a sufficient declaration of his interest, so far as attributable to those facts, in relation to any contract, arrangement or transaction or proposed contract, arrangement or transaction of that description which may subsequently be made or contemplated by the Society, but no such general notice shall have effect in relation to any contract, arrangement or transaction or proposed contract, arrangement or transaction unless it is given before the date on which the question of entering into the same is first taken into consideration on behalf of the Society.

61. An Executive Committee member may not vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction in which he is interested but he may be counted in the quorum at any meeting of the Executive Committee members before which any such contract, arrangement or transaction or proposed contract, arrangement or transaction shall come before the meeting for consideration provided that he has, where relevant, disclosed his interest in accordance with Article 60.
62. If any question shall arise at any meeting as to the materiality of an Executive Committee member's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Executive Committee member to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any other Executive Committee member shall be final and conclusive except in a case where the nature or extent of the interests of the Executive Committee member concerned as known to such Executive Committee member have not been fairly disclosed.
63. The Society may by ordinary resolution suspend or relax the provisions of Articles 61 and 62 to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.
64. The Executive Committee may delegate any of its respective powers to Sub-committees consisting of such Full Members one of which must be an Executive Committee member as it thinks fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.
65. Any Sub-committee may meet and adjourn, as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Sub-committee Members present at least one of which members must be an Executive Committee member, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.
66. All acts done by any meeting of the Executive Committee or of a Sub-committee thereof, or by any person acting as a member of the Executive Committee or Sub-committee shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such Executive Committee members or persons acting as such or that any of them were disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee or Sub-committee and had been entitled to vote.

67. A resolution in writing, signed by all the Executive Committee members for the time being entitled to receive notice of a meeting of the Executive Committee, or of any Sub-Committee of the Executive Committee shall be as valid and effectual as if it had been passed at such a meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Executive Committee members so entitled.

RECORDS

68. The Executive Committee shall cause minutes to be duly made in books for the purpose:-
- (a) of all appointments of Officers
 - (b) of the names of the Executive Committee members present at each meeting of the Executive Committee
 - (c) of all resolutions and proceedings of all meetings of the Society and of the Executive Committee

and such minutes, if purporting to be signed by the chairman of such meetings or by the chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes. Every Executive Committee member present at any meeting of the Executive Committee and of any Sub-Committee of the Executive Committee shall sign his name in an attendance record to be kept for that purpose.

APPOINTMENT OF CHIEF EXECUTIVE

69. The Executive Committee may from time to time appoint any person (whether being a Member or not) as Chief Executive and/or other officer of the Society for such term and at such remuneration as it may think fit, and (subject to any contract entered into between the Executive Committee and such Chief Executive and/or other officer) may from time to time remove him and appoint some other person as Chief Executive and/or other officer in his place. Such Chief Executive and/or other officer shall not be a member of the Executive Committee and shall have no rights on the Executive Committee and any Sub-Committees appointed by the Executive Committee.
70. The Executive Committee may delegate to the Chief Executive and/or other officer such of its administration powers as aforesaid as it may deem necessary for the proper administration of the affairs of the Society.

RULES

71. The Executive Committee may make, and from time to time alter the **Rules** provided that:-
- (a) any **Rules** shall not take effect or come into operation unless or until the same have been approved by the Executive Committee;

- (b) a copy of all **Rules** made by the Executive Committee shall be sent to each Member of the Society as soon as possible after the making thereof;
- (c) any **Rules** made by the Executive Committee may be disallowed by the Society in General Meeting, but notice of motion for disallowance shall be required in accordance with these Articles as though such notice was special business of the meeting, and all **Rules** shall unless and until disallowed by the Society in General Meeting be deemed binding on all Members of the Society.

BOARD OF APPEAL

- 72. There shall be a Board of Appeal constituted for the purpose of deciding appeals against decisions of the Executive Committee to terminate Membership of any Member, and the constitution of the Board of Appeal shall, in so far as they are not prescribed by these Articles, be those approved by the Executive Committee from time to time.
- 73. The Board of Appeal shall consist of no more than 10 and no less than 5 Full Members, of whom no more than 2 shall be Executive Committee members.
- 74. A Member who has been given notice of termination of Membership by the Executive Committee shall be entitled to appeal against such decision or part of it by submitting in writing within 14 days of the date of the said notice of termination a request to the President of the Society that his appeal shall be considered by the Board of Appeal, specifying in the request the grounds to be relied upon in support of his appeal. If for valid reasons the request has to be given by telephone or other electronic methods, it must be confirmed in writing immediately afterwards. If the written notice is not received within the prescribed time limit, the Member is deemed to have waived his right to appeal.
- 75. The Board of Appeal shall have the power to refuse to consider the appeal of a Member where, having regard to all the circumstances, it considers that such appeal is without merit.
- 76. The Board of Appeal shall have full discretion to decide how it wishes to conduct its investigations, to call and to cross-examine witnesses, and to interpret any documents and evidence submitted to it. Its making of an appeal decision shall be final and binding on the appellant and the Society.

THE SEAL

- 77. The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, or (if authorised by the Executive Committee for that purpose) of any Sub-committee of the Executive Committee and every instrument to which the Seal shall be affixed shall be signed by a Executive Committee

member and shall be countersigned by the Secretary or by a second Executive Committee member or by such other person as the Executive Committee may appoint for the purpose.

ACCOUNTS

78. The Executive Committee shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure take place;
 - (b) all sales and purchases of goods by the Society; and
 - (c) the assets and liabilities of the Society.

Proper Books of account shall not be deemed to be kept if there are not kept, such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

79. The books of account shall be kept at the registered office of the Society, or at such other place or places in Hong Kong as the Executive Committee thinks fit, and shall be open to the inspection of the Executive Committee members.
80. The Executive Committee shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Society or any of them shall be open to the inspection of Members not being Executive Committee members, and no Member (not being a Executive Committee member) shall have any right of inspecting any account or book or document of the Society, except as conferred by statute, or authorised by the Executive Committee, or by the Society in General Meeting.
81. The Executive Committee shall from time to time, in accordance with the Ordinance, cause to be prepared, and to be laid before the Society in General Meeting, such accounts, balance sheets and reports as are referred to in the provisions in the Ordinance.
82. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in Annual General Meeting, together with copies of the Executive Committee members' and the Auditor's reports, shall be sent to all Members, not less than twenty-one days before the date of the meeting.

AUDIT

83. Auditors shall be appointed and their duties shall be regulated in accordance with the Ordinance and any statutory modification or extension thereof for the time being.

NOTICES

84. A notice may be given by the Society to any Member either personally or by sending it by post to him at his address as appearing on the Register of Members.
85. Where a notice to a Member is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
86. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) every Full Member;
 - (b) the Auditors for the time being of the Society; and
 - (c) the Executive Committee members of the Society.

SECRETARY

87. The first Secretary of the Society shall be Fong Ming Shak Peter who may at any time before the first Annual General Meeting resign from the Society upon giving notice to the Society of such resignation and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

WINDING UP

88. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

89. Every Executive Committee member or other officer or Sub-committee member of the Society or any person employed by the Society as auditor shall be indemnified out of the funds of the Society against all liability incurred by him in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or in which he is acquitted in connection with any application under Section 358 of the Ordinance in which relief is granted to him by the Court.

WE, the several persons whose names addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Articles of Association.

Names, Addresses and Descriptions of Subscribers

	<u>NAME</u>	<u>SIGNATURE</u>	<u>ADDRESS</u>	<u>DESCRIPTION</u>
1)	CHAN Shiu Yin Elex 陳肇賢	(Sd.)	Room 2302 Wing On House 71 Des Voeux Road Central Hong Kong	Chartered Insurer (ACII)
2)	CHUN Yuk Chi Jackie 秦鈺池	(Sd.)	68/F Central Plaza 18 Harbour Road Wanchai Hong Kong	Chartered Insurer (FCII)
3)	FONG Ming Shak Peter 方鳴石	(Sd.)	20/F World-Wide House 19 Des Voeux Road Central Hong Kong	Chartered Insurer (FCII)
4)	KA Ping Tim Robert 賈秉添	(Sd.)	Flat 16A, Block 5 Tanner Garden 18 Tanner Road North Point Hong Kong	Chartered Insurer (FCII)
5)	LAU Ting Yin Anthony 劉鼎言	(Sd.)	11/F Paliburg Plaza 68 Yee Wo Street Causeway Bay Hong Kong	Chartered Insurer FCII CLU
6)	LEUNG On Fook 梁安福	(Sd.)	21/F 111 Leighton Road Causeway Bay Hong Kong	Chartered Insurance Practitioner (ACII)
7)	MOK Hin-Yiu 莫顯堯	(Sd.)	Office of the Commissioner of Insurance 21/F Queensway Government Offices 66 Queensway Hong Kong	Chartered Insurance Practitioner (FCII)

(to be continued)

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|-----|---------------------------|-------|--|---|
| 8) | NG Yu Lam Kenneth
吳俞霖 | (Sd.) | 29A, United Centre
95 Queensway
Admiralty
Hong Kong | Chartered Insurer
(FCII) |
| 9) | TSANG Hon Keung
曾漢強 | (Sd.) | 5108 Central Plaza
18 Harbour Road
Wanchai
Hong Kong | Fellow of
the Chartered
Insurance Institute |
| 10) | TSANG Chung Wai
曾松煒 | (Sd.) | 32/F, Dorset House
Taikoo Place
979 King's Road
Quarry Bay
Hong Kong | Chartered Insurer
(ACII) |
| 11) | YAN George Kin-Pui
甄健沛 | (Sd.) | 8/F, Western Harbour Centre
181 Connaught Road West
Hong Kong | Chartered Insurer
(ACII) |

Dated the 29th day of July, 1998

Witness to the above signatures: (Sd.)

Name : FOK KAM SUET IRENE

Address : 21/F, 111 LEIGHTON ROAD
CAUSEWAY BAY, HK

Description : MANAGER