

CERTIFIED TRUE COPY

MEMORANDUM


Director

AND

ARTICLES OF ASSOCIATION

OF

PROFESSIONAL INSURANCE BROKERS ASSOCIATION

(香港專業保險經紀協會)

(As amended by Special Resolutions passed on
27/10/1994, 27/2/1997, 25/02/2002, 20/7/2004 and 03/02/2005)

Incorporated the 29th day of January 1988.



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Professional Insurance Brokers Association

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(COPY)

CERTIFICATE OF CHANGE OF NAME

I hereby certify that

PROFESSIONAL INSURANCE BROKERS ASSOCIATION LIMITED
(香港專業保險經紀協會有限公司)

having by special resolution changed its name, is a limited company and is now incorporated under the name of

PROFESSIONAL INSURANCE BROKERS ASSOCIATION
(香港專業保險經紀協會)

Issued by the undersigned on 25 February 2005.

(Sd.) MISS R. CHEUNG

.....
for Registrar of Companies
Hong Kong

0200

No.208834

(COPY)

CERTIFICATE OF INCORPORATION

I hereby certify that

PROFESSIONAL INSURANCE BROKERS ASSOCIATION LIMITED

is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

GIVEN under my hand this Twenty-ninth day of January One Thousand Nine Hundred and Eighty-eight.

(Sd.) J. Almeida

.....
p. Registrar General
(Registrar of Companies)
Hong Kong

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION
OF
PROFESSIONAL INSURANCE BROKERS ASSOCIATION
(香港專業保險經紀協會)

(As amended by Special Resolutions passed on 25th February 2002 and 3rd February 2005)

1. The name of the Company (hereinafter called "the Association") is "PROFESSIONAL INSURANCE BROKERS ASSOCIATION (香港專業保險經紀協會)".

2. The registered office of the Association will be situate in Hong Kong.

3. The objects for which the Association is established are:-

- (1) To promote and protect the general welfare and interests of insurance brokers in Hong Kong;
- (2) To consider all questions connected with the carrying on of the business of insurance broking;
- (3) To enable members through the Association to speak with a united voice and act with a single purpose on all matters relating to or affecting the business of insurance broking;
- (4) To provide a meeting place or meeting places for its members and to bring together persons engaged or connected with the business of insurance broking;
- (5) To promote or oppose or negotiate with the government in relating to legislation or other measures affecting insurance brokers;
- (6) To collect and circulate statistics and other information relating to the business of insurance broking;
- (7) To apply for and obtain any ordinance enactment or regulation or amendment of any existing ordinance enactment or regulation for the furtherance of any of the objects of the Association.
- (8) To enter into agreements with other insurance brokers associations and other bodies for the advancement and protection of the members of the Association and insurance brokers and the business of insurance broking generally;
- (9) To purchase, take or lease, hire otherwise acquire in Hong Kong or elsewhere any real or personal property or any rights or interests therein which the Association may think necessary or convenient for effectuating any of its objects;
- (10) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association;
- (11) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (12) To subscribe or contribute to, set up, establish conduct and carry on scholarships, research institutions, schools, universities and places of learning and any local or other charities;

- (13) To sell, manage, lease, charge, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association;
- (14) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (15) To borrow and raise money in such manner as the Association may think fit;
- (16) To establish and support and to aid in the establishment and support of any other associations formed for all or any of the objects of this Association;
- (17) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of this Association;
- (18) To formulate and prescribe rules and a code of conduct with a view to promoting good business practice in the business of insurance broking;
- (19) To act as arbitrators in and otherwise to assist in the settlement of disputes and differences arising out of any insurance broking transaction or business;
- (20) To transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies or associations with which this association is authorised to amalgamate;
- (21) To procure the Association to be registered or recognized in any country or place outside Hong Kong;
- (22) To promote, hold, sponsor or assist in the holding or sponsoring of exhibitions, conventions, meetings relating to the business of insurance broking;
- (23) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Association, or which the Association shall consider to be in the nature of preliminary expenses including therein the cost of printing and stationery;
- (24) To promote and control branches of the Association;
- (25) Generally to promote, further and protect the mutual interests of the members of the Association and the business of insurance broking and to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED THAT:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

4. The liability of the members is limited.

5. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before 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 contributories among themselves, such amount as may be required not exceeding HK\$100.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) WONG HING WAH
WONG HING WAH (黃興華)
1A Babington Path,
Flat B, 1st Floor,
Hong Kong.
Managing Director

(Sd.) NG MAN TONG
NG MAN TONG (吳文棠)
Flat F, 7th Floor,
City Garden,
Block 14,
Hong Kong.
Insurance Executive

Dated the 11th day of December, 1987.

WITNESS to all the above signatures:

(Sd.) HOWARD W. Y. TAI
Solicitor,
801-5
Hongkong Chinese Bank Building,
Hong Kong.

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

PROFESSIONAL INSURANCE BROKERS ASSOCIATION

(香港專業保險經紀協會)

(As amended by Special Resolutions passed on 27th October 1994,
27th February 1997, 25th February 2002, 20th July 2004 and 3rd February 2005)

Interpretation

1. In these presents, unless there be something in the subject or context inconsistent therewith:-

- | | | |
|------|--------------------|--|
| (a) | “the Ordinance” | means the Companies Ordinance, (Chapter 32) as from time to time amended and includes any re-enactment thereof; |
| (b) | “these presents” | means these articles of association, as originally framed, or as from time to time altered by special resolution and approved by the Registrar of Companies; |
| (c) | “the Association” | means this Company; |
| (d) | “the Committee” | means the committee of management for the time being of the Association; |
| (e) | “Office” | means the registered office of the Association; |
| (f) | “Seal” | means the common seal of the Association; |
| (g) | “Insurance Broker” | means a corporate body who carries on the business of negotiating or arranging contracts of insurance in or from Hong Kong as the agent of the policyholder or potential policyholder or advising on matters related to insurance. |
| (h) | “Member” | means a member of the Association. |
| (hh) | “Chief Executives” | means a person who satisfies the requirements laid down in Article 5 and |

- whose name appears in the Register of Chief Executives;
- (i) "Register of Members" means the register kept by the Association of Insurance Brokers who are Members;
 - (ii) "Register of Chief Executives" means the register kept by the Association of persons who are Chief Executives;
 - (j) "the Secretary" means the person appointed by the Committee to perform the duties of the secretary of the Association and includes the person for the time being performing the duties of such office;
 - (k) "month" means calendar month;
 - (l) "year" means calendar year;
 - (m) Words importing the singular number only include the plural number and vice versa;
 - (n) Words importing the masculine gender only include the feminine gender;
 - (o) Words importing persons include corporations.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the Association.

Members

2. The number of members with which the Association proposes to be registered is 300, but the Committee may from time to time register an increase of members.

3. The subscribers to the memorandum of association and such other persons as the Committee shall admit to membership shall be members of the Association.

4. Membership of the Association shall only be open to Insurance Brokers.

Chief Executives

5. (a) Each Member of the Association shall be under the direction and supervision of a designated individual who shall be a Chief Executive as defined in Article 5(b) hereinbelow and shall apply to the Association for registration of his/her name in the Register of Chief Executives.

(b) A person shall be eligible to apply for registration as a Chief Executive provided he/she has satisfied the Association:-

- (i) if he/she holds an insurance qualification approved by the Association, that he/she has a minimum of 2 years experience occupying a management position in the insurance industry;
- (ii) if he/she holds no insurance qualification, that he/she has a minimum of 5 years relevant experience in the insurance industry of which 2 years is of executive level;
- (iii) that he/she has attained a minimum education level of Form 5 standard;
- (iv) that he/she is a fit and proper person and has always, in the opinion of the Association, complied with recognized ethical standard in his/her business dealings, and has not been convicted of any criminal offence, or found guilty of misconduct either by a professional body to which he belongs or within these regulations by the Association as the case may be;
- (v) that he/she is a resident in Hong Kong and is at least 21 years of age; and
- (vi) that he/she is appointed or employed by a member company of the Association at the time of application to be registered as a Chief Executive.

Register of Members and of Chief Executives

6. The Association shall maintain a Register of Members and a Register of Chief Executives, both of which shall be kept at the registered office of the Association and shall be open for inspection by the public upon payment of a prescribed fee for the time being laid down by the Committee. The registers shall respectively contain the following particulars:-

- (a) the name and address of each Member and Chief Executive;
- (b) the date on which the name of each Member and Chief Executive was entered on the appropriate register and the date on which any Member or Chief Executive ceased to be a Member or Chief Executive.

Disciplinary Code

7. The Committee shall appoint a committee to be known as the Disciplinary Committee ("the Disciplinary Committee") consisting of a number of persons not more than 15 but not less than 5. The formation of the Disciplinary Committee shall consist of Members of the Association and independent persons who are not director, chief executive, technical representative or staff of any Member. The Chairman of the Disciplinary Committee shall be nominated by the Committee and elected by a majority vote of the Committee but must be the member of the Committee. The Chairman of the Disciplinary Committee is entitled to a casting vote in case of equality of votes on any resolution in the meeting of the Disciplinary Committee. The Disciplinary Committee shall be constituted for the purposes of enquiring into the matter referred to in Articles 10 and 11 and ruling thereon in accordance with Articles 12 to 15. Any enquiry and decision of the Disciplinary Committee shall subject to Article 18 be deemed for all purposes to be an enquiry and decision of the Association. The quorum for meetings of the Disciplinary Committee shall be not less than five (5) Disciplinary Committee members of which independent persons present shall not be more than two-fifth of the actual persons attending the meeting.

8. The initial and subsequent members of the Disciplinary Committee shall be nominated by two or more members of the Committee and elected by a majority vote of the Committee. In the event that more members shall be nominated than there are vacancies in the

Disciplinary Committee those nominees with the greatest number of votes shall be deemed elected. Members of the Disciplinary Committee shall continue in office until, and then retire at, the Annual General Meeting of the Association next following their election provided that members of the Disciplinary Committee shall continue in office for the purpose of completing any enquiry that remains part heard at the time of the Annual General Meeting at which they would otherwise retire.

9. A Member or Chief Executive who is the subject of an enquiry by the Disciplinary Committee shall have the right to be notified of such enquiry and to make written submissions in relation thereto. The Member or Chief Executive shall be given the opportunity to appear and be heard before the Disciplinary Committee and to be given not less than 21 days' notice of any meeting at which such appearance may take place.

10. The Committee or any Member or Chief Executive or the Insurance Authority may refer any matter to the Disciplinary Committee for consideration, and the Disciplinary Committee shall have power to consider all matters so referred to it. The Disciplinary Committee shall also have power to consider any matter referred to it by a non-member, and to consider any matter which in its opinion merits such consideration notwithstanding that the same shall not have been referred to it. Any complaint made or information given by any person, body or firm to the Disciplinary Committee in respect of any matter shall be privileged information and shall be maintained in confidence. In the event that the Disciplinary Committee shall exercise its powers under this Article 10, it shall consider the matter in question in accordance with Articles 11 and 12 below.

11. Whenever it shall have come to the notice of the Disciplinary Committee that:-

- (a) any Member may have been admitted to membership of the Association under any misrepresentation or by the suppression or non-disclosure of any information which may be required of it and which in the opinion of the Disciplinary Committee is material or that the name of any Chief Executive has been entered on the Register of Chief Executives on similar basis; or
- (b) the conduct of any Member or of any Chief Executive or any director or employee of a Member may be injurious to the character and interests or prejudicial to the object of the Association; or
- (c) a complaint has been made to the Association by or on behalf of a member of the public concerning the activities or conduct of a Member, Chief Executive or any director or employee of a Member; or
- (d) any Member or Chief Executive or any director or employee of a Member may have violated any of these Articles or any Rules or Regulations or Bye-Laws of the Association;
- (e) any Member or Chief Executive has been convicted of a criminal offence involving a finding of fraud or dishonesty or any of the employees or directors of a Member have been sentenced to a period of imprisonment without the option of a fine in respect of a matter pertaining to the Member;
- (f) any Member has defaulted in payment of any levy or fine imposed on it by the Association;

then the Disciplinary Committee shall investigate the matter and if satisfied that a prima facie case has been established in respect thereof and unless the Disciplinary Committee is of the opinion that

the matter is of a trivial or technical nature or that there are extenuating circumstances the Disciplinary Committee shall request the Member or Chief Executive to attend a meeting explain its or his or her conduct in regard to the matter. For the purposes of determining whether a prima facie case has been established the Disciplinary Committee may refer the matter to a sub-committee consisting of up to three Disciplinary Committee members.

12. If the Disciplinary Committee shall, at any meeting or at any adjournment thereof, after considering the explanation (if any) of the Member or Chief Executive or, if the Member or Chief Executive fails to attend such meeting, in such Member's or Chief Executive's absence, decide that the complaint is well founded then it may:-

- (a) expel that Member and direct that its name be removed from the Register of Members;
- (b) suspend that Member from membership for such period as it may deem expedient;
- (c) direct that any person's name be removed from the Register of Chief Executives;
- (d) direct that any person shall be prohibited from being a director or shareholder of or associated in any manner with the Member;
- (e) take such other disciplinary action as the Disciplinary Committee may regard to be appropriate and in the interests of the Association including the imposition of a fine on or public censure of the Member.

In coming to its decisions the Disciplinary Committee may consider and act upon such evidence as the Disciplinary Committee may in its absolute discretion deem admissible in relation to any matter as it thinks fit.

13. No resolution of the Disciplinary Committee to expel or suspend a Member from membership shall be carried except by a majority vote of four-fifths of the members of the Disciplinary Committee. A resolution to suspend, or expel a Member, recorded in the Minute Book of the Disciplinary Committee and signed by the Chairman of the meeting deciding on the suspension or expulsion shall be conclusive evidence thereof.

14. The Disciplinary Committee may, instead of exercising its powers of expulsion, call upon the Member concerned by written notice to resign, and if within seven clear days from the date of such notice, such Member shall not have submitted notice of its resignation, it may then proceed to expel such Member.

15. The Disciplinary Committee shall have power, if it thinks fit, to suspend any Member from membership or suspend the registration of any Chief Executive whose conduct is under investigation until the Disciplinary Committee has enquired into such conduct and has come to a decision thereon. The Member or Chief Executive whose conduct is under investigation shall not be entitled to complain of the length of time required for such investigation and neither the Association nor any of its members or their employees shall be under any obligation whatsoever to compensate a Member or Chief Executive suspended under this Article even if the investigation subsequently vindicates the conduct of such Member or Chief Executive.

16. Where:-

- (a) a director of any Member is sentenced for an offence as referred to in Article 11(e) above; or

- (b) a Member is expelled from the Association under Article 12 and any act or omission constituting the ground or one of the grounds on which it was so expelled was instigated or connived at by a director of the Member or by a Chief Executive, or, if the act or omission was a continuing act or omission, such director or Chief Executive had or reasonably ought to have had knowledge of the continuance thereof;

the Disciplinary Committee may, if it thinks fit, direct that no Insurance Broker of which such director or Chief Executive is a shareholder or director or with which such director or Chief Executive is associated in any manner shall be admitted to membership of the Association for such period of time as the Disciplinary Committee may direct (if at all) and that the name of any such Chief Executive be removed from the Register of Chief Executives; and in the event that such Chief Executive or director of an expelled Member shall also be a director of or associated in any manner with one or more other Members the Disciplinary Committee may direct that such other Member or Members shall also be expelled, unless within such period of time as the Disciplinary Committee shall specify the Chief Executive or director of the expelled Member shall resign as a director of or cease to be so associated with such other Member or Members.

17. When the Disciplinary Committee makes a direction affecting any Member or Chief Executive, or any other person, the Association shall serve on that Member or Chief Executive or other person so affected a notification of the direction containing a statement of the Disciplinary Committee's reasons therefor. Service of the notification shall be made by the delivery thereof to the registered address of the Member or Chief Executive as it appears in the Register of Members or the Register of Chief Executives or to the address of any other person last known to the Association.

18. (a) Any decision of the Disciplinary Committee shall be subject to appeal in accordance with this Article but shall otherwise be final and not liable to be set aside or varied by any other authority or body.

(b)(i) The Committee shall appoint a committee to be known as the Appeal Committee ("the Appeal Committee") consisting of three members, one of which being the Executive Committee Members of the Association and the other two may not be Members of the Association. The Appeal Committee shall be constituted for the purposes of enquiring into the matter referred to in Article 18. Any enquiry and decision of the Appeal Committee shall subject to Article 18 be deemed for all purposes to be an enquiry and decision of the Association. The quorum for meetings of the Appeal Committee shall be three members.

(b)(ii) At any time within twenty-eight days from the service of a notification under Article 17 the Member or Chief Executive or other person on whom such notification has been served may appeal to the Appeal Committee. Notice of any such appeal shall be given within the said period of twenty-eight days to the Appeal Committee which shall convene a meeting to consider such appeal on as early a date as is reasonable practicable.

(c) Where no appeal is brought under this Article or where such an appeal is brought but withdrawn, the direction of the Disciplinary Committee shall take effect on the expiration of the time for appealing or, as the case may be, on the withdrawal of the appeal.

(d) Subject as aforesaid, where an appeal is brought, the decision of the Disciplinary Committee shall take effect if and when the Committee upholds the decision of the Disciplinary Committee.

19. (a) Where a Member has been expelled from the Association or the name of a

Chief Executive is removed from the Register of Chief Executives pursuant to a decision of the Disciplinary Committee, that former Member or Chief Executive shall not be permitted to rejoin the Association or be re-registered as Chief Executive unless the Disciplinary Committee on application made to it in that behalf otherwise directs.

(b) An application under Article 19(a) above for the admission to membership of an expelled Member or re-registration of a person as a Chief Executive shall not be made to the Disciplinary Committee:-

- (i) within twelve months of the date of the Member's expulsion or the removal of such person's name from the Register of Chief Executives; or
- (ii) within twelve months of any previous application thereunder.

20. In the event that a Member is expelled or suspended from membership of the Association pursuant to these Articles, the name of any Chief Executive who is employed by or who is a director of such Member shall also be removed or suspended from the Register of Chief Executives, as the case may be.

General Meetings

21. The Association 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 notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Committee shall appoint.

22. All general meetings other than annual general meetings shall be called extraordinary general meetings.

23. The Committee may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient members of the Committee capable of acting to form a quorum, any members of the Committee or any 4 members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the members of the Committee.

Notice of General Meetings

24. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 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 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 Association in general meeting, to such persons as are, under the articles of the Association, entitled to receive such notice from the Association:

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter

notice than that specified in this article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) 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 of all the members entitled to attend and vote at that meeting.

25. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

26. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the 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 continues to be present until the conclusion of the meeting; save as herein otherwise provided, 4 members (including two members of the Committee) present in person shall be a quorum.

28. If within half an hour from 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 at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

29. The chairman, if any, of the Committee shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the members of the Committee present shall elect one of their number to be chairman of the meeting.

30. If at any meeting no member of the Committee is willing to act as chairman or if no member of the Committee is present within 15 minutes after the time appointed for holding the meeting, the 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 30 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 of 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; or
- (b) by at least 2 members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman 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 company 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.

The demand for a poll may be withdrawn.

33. Except as provided in Article 35, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

34. 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.

35. A poll demanded on the election of a chairman, 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.

Votes of Members

36. Every member shall have 1 vote.

37. No member shall be entitled to vote at any general meeting, unless all moneys payable by him to the Association in his capacity as member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.

38. On a poll votes may be given either personally or by proxy.

39. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Association.

40. 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 Association or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 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 the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

41. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“
I/We _____ of _____, being a member/members of
the above named Association, hereby appoint _____ of _____
or failing him _____ of _____
as my/our proxy to vote for me/us on my/our behalf at the
[annual or extraordinary, as the case may be] general meeting of the Association to be held
on the _____ day of _____, and at any adjournment thereof.

Signed this _____ day of _____.”

42. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“
I/We _____ of _____, being a member/members of
the above named Association, hereby appoint _____ of _____
or failing him _____ of _____
as my/our proxy to vote for me/us on my/our behalf at the
[annual or extraordinary, as the case may be] general meeting of the Association to be held
on the _____ day of _____, and at any adjournment thereof.

Signed this _____ day of _____

This form is to be used *in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired.”

43. The instrument appointing a proxy 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 company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporations acting by Representatives at Meetings

45. Any corporation which is a member of the Association shall be represented by a Chief Executive at any meeting of the Association Provided that if the Chief Executive of a Member is absent from Hong Kong and may not be able to attend a particular meeting of the Association, that Member concerned may by resolution of its directors or other governing body authorise such other person as it thinks fit to act as its representative at that particular meeting of the Association.

Committee of Management

46. Subject as hereinafter provided, the Committee shall consist of 15 Members in number. The first members of the Committee shall be appointed in writing by the subscribers to the memorandum of association. The Association may by ordinary resolution from time to time increase or reduce the number of members of the Committee.

47. The remuneration of the members of the Committee shall from time to time be determined by the Association by ordinary resolution and shall be deemed to accrue from day to day. The members of the Committee shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Committee or any sub-committee thereof or general meetings.

48. No person other than a Member may be appointed a member of the Committee.

Appointment and Retirement of Members of The Committee of Management

49. The office of a member of the Committee shall be vacated in any of the following events, namely:-

- (a) If the Member resigns by writing under his hand left at the Office;
- (b) If the Member goes into liquidation or suspends payment or compounds with its creditors generally;
- (c) If the Member ceases to be a Member;
- (d) If without the leave of the Committee the Member fails to attend three consecutive meetings of the Committee.

50. At the first annual general meeting all the members of the Committee shall retire from office. At each subsequent annual general meeting one-third of the members of the Committee for the time being, or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office. A member of the Committee retiring shall retain office until the close or adjournment of the meeting.

51. The members of the Committee to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected members of the Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring member of the Committee shall be eligible for re-election.

52. The Association at the meeting at which a member of the Committee retires under any provision of these presents shall fill up the vacated office by electing a person thereto, and in default the retiring member of the Committee shall be deemed to have been re-elected unless:-

- (a) at such meeting it is expressly resolved not to fill up such vacated office or a resolution for his re-election is put to the meeting and lost; or
- (b) he has given to the Association notice in writing of his unwillingness to be re-elected; or

- (c) the default is due to the moving of a resolution in contravention of the next following article.

53. A motion for the appointment of two or more persons as members of the Committee by a single resolution shall not be made at any general meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it, and any resolution moved in contravention of this provision shall be void.

54. The Association may by ordinary resolution, for which special notice shall not be required, remove any member of the Committee before the expiration of his period of office, and may by a like resolution appoint another person in his place. The Association may also by ordinary resolution appoint any person to be a member of the Committee either to fill a casual vacancy or as an additional member of the Committee.

55. The Committee shall have power at any time and from time to time to appoint any person to be a member of the Committee either to fill a casual vacancy or as an additional member of the Committee, but so that the total number of members of the Committee shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any person so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of members of the Committee who are to retire by rotation at such meeting.

55A. The Committee shall have power at any time and from time to time to set up and create any honorary posts as the Committee may think fit provided that any such honorary posts so created shall carry no executive functions and the holders of such honorary posts shall have no authority whatsoever to do any deed or thing for and on behalf of or in the name of the Association which may give rise to any legal consequence.

56. A resolution in writing signed by all the members of the Committee for the time being in Hong Kong shall be as effective as a resolution passed at a meeting of the Committee duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the Committee.

57. The Committee may delegate any of their powers to sub-committees consisting of such member or members of their body as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Committee. Any such regulations may provide for or authorise the co-option to the sub-committee of Members of the Association not being members of the Committee and for such co-opted members to have voting rights as members of the sub-committee but so that the number of co-opted numbers shall not exceed one-half of the total number of members of the sub-committee (exclusive of any ex-officio members).

58. The meetings and proceedings of any sub-committee shall be governed by the provisions of these presents regulating the meetings and proceedings of the Committee so far as the same are applicable and are not superseded by any regulations made by the Committee.

59. All acts done by any meeting of the Committee or a sub-committee thereof, or by any person acting as a member of the Committee or sub-committee, shall as regards all persons dealing in good faith with the Association, notwithstanding that there was some defect in the appointment or continuance in office of any member of the Committee or sub-committee or person acting as such or that any such member or person was 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 and had

continued to be a member of the Committee or sub-committee and had been entitled to vote.

Proceedings of The Committee of Management

60. The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. Any members of the Committee may, and the Secretary on the requisition of a member of the Committee shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any member thereof for the time being absent from Hong Kong.

61. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed at any other number shall be three (3) Members. A meeting of the Committee at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Committee.

62. The continuing members of the Committee may act notwithstanding any vacancies, but, if and so long as the number of members of the Committee is reduced below the minimum number fixed by or in accordance with these presents, the continuing members or member of the Committee may act for the purpose of filling up such vacancies or of summoning general meeting of the Association, but for no other purpose. If there be no members or member of the Committee able or willing to act, then any four Members of the Association may summon a general meeting for the purpose of appointing members of the Committee.

63. The Committee may elect a chairman and vice-chairman from among their number and determine the period for which each is to hold office. If no chairman or vice-chairman shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be chairman of the meeting.

Borrowing Powers

64. The Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

Powers of The Committee of Management

65. The affairs of the Association shall be managed by the Committee who may pay all expenses incurred in forming and registering the Association and may exercise all such powers of the Association as are not by the Ordinance or by these presents required to be exercised by the Association in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Ordinance, and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Association in general meeting, but no regulation so made by the Association shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made. The general powers given by this article shall not be limited or restricted by any special authority or power given to the Committee by any other article.

66. The Committee shall have power from time to time to adopt and make, alter or revoke, byelaws for the regulation of the Association and otherwise for the furtherance of the purposes for

which the Association is established, provided that such byelaws are not repugnant to the memorandum or articles of association. Any resolution of the Committee for the adoption, making alteration or revocation of such byelaws shall be subject to confirmation by ordinary resolution of the Association at the next annual general meeting and, if it be not so confirmed, shall cease to have effect at the conclusion of that meeting. All such byelaws for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an ordinary resolution of the Association. No Member shall be absolved from such byelaws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the power of the Committee to make byelaws on other matters the following shall be deemed to be matters which may be governed by bye-laws within the meaning of this article, that is to say:-

- (a) As to the persons eligible for membership of the Association;
- (b) As to the conditions on which persons shall be admitted to membership of the Association;
- (c) As to the manner in which membership of the Association may be terminated or shall determine;
- (d) As to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, Members of the Association;
- (e) As to committees of Members in connection with various branches of the Association's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees;

Provided always that no bye-law as to the manner in which membership may be terminated shall have any validity or effect unless it conforms with the provisions of the Disciplinary Code as provided in these Articles, as originally framed, or as from time to time altered by Special Resolution and approved by the Commissioner of Insurance.

66A. Without prejudice to the power of the Committee as provided in Article 66, the Committee shall adopt and make a Membership Regulations ("the Membership Regulations") setting out all the rules and regulations to regulate, govern and control the conduct of the Members and their activities and operation within or related to the Association and may alter or revoke the Membership Regulations at any time or from time to time as the Committee may think fit. Any resolution of the Committee for the adoption, making alteration or revocation of the Membership Regulations shall be subject to confirmation by ordinary resolution of the Association at the next annual general meeting and, if it be not so confirmed, shall cease to have effect at the conclusion of that meeting. The Membership Regulations for the time being in force shall be binding on all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an ordinary resolution of the Association. No Member shall be absolved from the Membership Regulations by reason of his not having received a copy of the same, or of any alternations or additions thereto, or having otherwise no notice of them.

The Seal

67. The Committee shall provide for the safe custody of the Seal, which shall only be used with the authority of the Committee or sub-committee authorised in that behalf by the Committee.

Every instrument to which the Seal is affixed shall be signed by a member of the Committee and countersigned by a second member of the Committee or by the Secretary.

Accounts

68. The Committee shall cause to be kept at the Office, or at such other place within Hong Kong as the Committee think fit, proper books of account with respect to:-

- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Association;
- (c) the assets and liabilities of the Association.

Proper books 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 Association's affairs and to explain its transactions.

69. The books of account shall be kept at the registered office of the Association, or, subject to section 121(3) of the Ordinance, at such other place or places as the Committee think fit, and shall always be open to the inspection of the Committee.

70. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Committee or by the Association in general meeting.

71. The Committee shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

72. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Committee's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association:

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

Audit

73. Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

Notices

74. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if has no registered address within Hong

Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notice to him. Where a notice 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 48 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.

75. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-

- (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them; and
- (b) the auditors for the time being the Association.

No other person shall be entitled to receive notices of general meetings.

Indemnity

76. Subject to section 165 of the Ordinance, every Member of the Committee, manager and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in good faith in the proper and reasonable performance of his duties in relation to the Association in defending any proceedings, other than any liability which attaches to him by law in respect of any negligence, default, breach of duty or breach of trust, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the court. Provided that none of the funds or assets of the Association shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

Secretary and Treasurer

77. The Committee may from time to time by resolution appoint or remove a secretary and/or a treasurer upon such terms and conditions as shall be determined by the Committee. Such secretary and treasurer shall act under the general direction of the Committee and shall be responsible only to the Committee and shall be entitled to attend meetings of all Committee and general meetings of the Association but shall have no vote only by reason of holding such office. In the event that the secretary or treasurer appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised.

Prohibition of Distribution

78.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association.

78.2 Subject to Articles 78.4 and 78.5 below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.

78.3 No member of the Committee or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no

remuneration or other benefit in money or money's worth (except as provided in Article 78.5 below) shall be given by the Association to any Member of the Committee or governing body.

78.4 Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a Member of the Committee or governing body of the Association in return for any services actually rendered to the Association.

78.5 Nothing herein shall prevent the payment, in good faith, by the Association:-

- a. to any Member of the Committee or governing body of out-of-pocket expenses;
- b. of interest on money lent by any member of the Association or its Members of the Committee or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
- c. of reasonable and proper rent for premises demised or let by any member of the Association or of the 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 the Association or of the 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.

78.6 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Articles 78.4 and 78.5 above.

Winding up

79. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 78 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

Amendments

80. No addition, alteration or amendment shall be made to or in the Memorandum of Association or the Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar of Companies in writing.

Names, Addresses and Descriptions of Subscribers

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WONG HING WAH (黃興華)
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Hong Kong.
Managing Director

(Sd.) NG MAN TONG
NG MAN TONG (吳文棠)
Flat F, 7th Floor,
City Garden,
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Hong Kong.
Insurance Executive

Dated the 11th day of December, 1987.

WITNESS to all the above signatures:

(Sd.) HOWARD W. Y. TAI
Solicitor,
801-5
Hongkong Chinese Bank Building,
Hong Kong.