

ARTICLES OF ASSOCIATION
(As approved by the Special Resolution passed on the 10th day of December 2020)

of

THE HONG KONG CONFEDERATION OF INSURANCE BROKERS
(香港保險顧問聯會)

Incorporated the 11th day of February, 1993.

Company Number

402360

THE COMPANIES ORDINANCE
(Chapter 622)

SPECIAL RESOLUTION

OF

THE HONG KONG CONFEDERATION OF INSURANCE BROKERS
香港保險顧問聯會
(the “**Confederation**”)

Passed on the 10th day of December, 2020

At the General Meeting of the Confederation duly convened and held at Rooms 1501-2, 15/F., Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on 10th December, 2020, the following resolution was duly passed as a Special Resolution: -

ADOPTION OF NEW ARTICLES OF ASSOCIATION

“That the provisions contained in the attached document be and are hereby approved and adopted as the new Articles of Association of the Confederation in substitution for and to the exclusion of all the existing Memorandum and Articles of Association of the Confederation.”

(Sd.) Patrick CHAN

CHAN Chi Kong Patrick
Chairperson of the General Meeting

No. 402360

編號

[C O P Y]

CERTIFICATE OF INCORPORATION

公司註冊證書

-

I hereby certify that

本人茲證明

**THE HONG KONG CONFEDERATION OF
INSURANCE BROKERS**

(香港保險顧問聯會)

(the word 'Limited' being omitted by Licence granted by me) is this day incorporated in
(本人已發予許可證將「有限公司」字樣刪除)
於 Hong Kong under the Companies Ordinance, and that this company is limited.
本日在香港依據公司條例註冊成為有限公司。

Given under my hand this Eleventh day of February One Thousand Nine
簽署於一九九三年二月十一日。

Hundred and Ninety-three.

(Sd.) Mrs. V. YAM

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

香港註冊總署署長暨公司註冊官
(註冊主任任李韻文代行)

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

(As adopted by a Special Resolution passed on 10 December, 2020)

OF

The Hong Kong Confederation of Insurance Brokers

香港保險顧問聯會

PRELIMINARY

- I. The name of the Company is “The Hong Kong Confederation of Insurance Brokers (香港保險顧問聯會)” (in these Articles called the “Confederation”).
- II. The liability of the members is limited.
- III. Each person who is a member of the Confederation undertakes that if the Confederation is wound up while the person is a member of the Confederation, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding HK\$1,000 to the Confederation’s assets:
 - (a) for the payment of the Confederation’s debts and liabilities contracted before the person ceases to be such a member;
 - (b) for the payment of the costs, charges and expenses of winding up the Confederation; and
 - (c) for the adjustment, among the contributories, of their rights.
- IV. The objects for which the Confederation is established (“Objects”) are specifically expressed below:
 - (a) To promote and protect the general welfare and interests of insurance brokers in Hong Kong.
 - (b) To provide a central organisation for insurance brokers and generally to do all such things as from time to time may be considered calculated to safeguard the interests of the community and procure the general efficiency and proper professional conduct of insurance brokers with a view to ensuring for the community the existence of a class of insurance brokers who can be relied upon.
 - (c) To consider all issues connected with the carrying on of the business of insurance broking.
 - (d) To collect and disseminate amongst the members of the Confederation and other insurance brokers and amongst the general public information in regard to all matters relating to insurance and to the practice, duties and obligations of insurance brokers by affording facilities for the reading of papers, by the delivery of lectures, insurance related education and continuing professional development seminars and otherwise.

- (e) To enter into any discussions or negotiations with governments, companies, firms, associations or any other persons in regard to all matters relating to insurance, or insurance brokers, and to assist and co-operate with any such bodies or persons on all matters of common interest which may be considered to be for the benefit of insurance brokers, or such brokers and the general public, provided that none of the aforesaid shall permit the Confederation to have any subsidiaries.
- (f) To watch over legislation affecting insurance brokers, and to promote, support and assist in any legitimate manner the carrying into effect of any legislation having for its objects the common good of such brokers, or of such brokers and the general public.
- (g) To ascertain the law and practice relating to insurance, to take steps to obtain legal advice upon, or the judicial determination of, any question of general importance or interest to insurance brokers.
- (h) To do all such other lawful things as are incidental or conducive to the attainment of the above Objects.

Provided that:

- (i) In case the Confederation shall take or hold any property which may be subject to any trusts, the Confederation 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 Confederation shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

V. The Confederation has power to do anything which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. In particular, the Confederation has powers:

- (a) To invest and turn to account any moneys for the time being not required by the Confederation or which it may hold from time to time in or upon the security of any property real or personal of any nature whatsoever or by placing the same on deposit at any bank or in such other manner as the general committee shall deem appropriate.
- (b) To acquire all or any part of the property, assets or liabilities of any other association, society or corporation in any part of the world whose objects are in general similar to the Objects.
- (c) To amalgamate, affiliate or co-operate with or subscribe to any association, society or corporation in any part of the world whose objects are in general similar to the Objects PROVIDED that the Confederation shall not subscribe to or support with its funds or amalgamate with any such association society or corporation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Confederation under or by virtue of paragraph VI of these articles.
- (d) To transfer all or part of the property, assets, or liabilities of the Confederation to any other association, society or corporation with which the Confederation is authorised to amalgamate.
- (e) To promote any other association, society or corporation for any purpose which may seem directly or indirectly calculated to benefit the Confederation provided that the Confederation will not support with its funds any such association, society or corporation which does not restrict the distribution of its income and property to an extent at least as great as that imposed upon the Confederation by virtue of paragraph VI of these articles, provided that none of the aforesaid shall permit the Confederation to have any subsidiaries.
- (f) To support and subscribe to any charitable institution or any society or club which may be for the benefit of insurance brokers and give charitable aid to any former member or to any employee or former employee of the Confederation or to any

insurance broker or any employee or former employee of any insurance broker, or the spouse, child or other dependant of any such person who may be in need of such aid, and to grant any pension or gratuity to any employee or former employee of the Confederation or to any relation or dependant of any such employee or former employee, and for any of these purposes to declare any trust or establish and administer any retirement scheme or retirement fund (whether contributory or non-contributory) provided that no payment shall be made to any person who is at the time of payment a member of the Confederation, provided that none of the aforesaid shall permit the Confederation to have any subsidiaries.

- (g) To purchase, rent, lease, hold or otherwise acquire and dispose of any lands or buildings or any other property, real or personal, required for any purpose of the Confederation and to hold, sell, lease, develop, deal with and dispose of the same in such manner as may be thought expedient.
 - (h) To borrow or raise money, and to issue debentures or other securities, and for the purpose of securing any debt or obligation of the Confederation to mortgage and charge all or any part of the property of the Confederation.
 - (i) To collect by lawful means funds for the purpose of enabling the Confederation to carry out its Objects and to make provisions as to fees payable by persons becoming or being members of the Confederation.
 - (j) For the purposes of the Confederation to accept gifts of money or property of any kind from any person or body corporate or incorporate.
 - (k) In furtherance of the Objects of the Confederation to hold or arrange competitions, and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith, provided that no member of the Confederation shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Confederation.
- VI.
- (1) The income and property of the Confederation shall be applied solely towards the promotion of the Objects as set out in these articles.
 - (2) Subject to sub-paragraph (3), none of the income or property of the Confederation may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Confederation.
 - (3) The requirement under sub-paragraph (2) above does not prevent the payment by the Confederation:
 - (a) of reasonable and proper remuneration to a member of the Confederation for any goods or services supplied by him or her to the Confederation;
 - (b) of reimbursement to a member or general committee member of the Confederation for out-of-pocket expenses properly incurred by him or her for the Confederation;
 - (c) of interest on money lent by a member or general committee member of the Confederation to the Confederation at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar Loans;
 - (d) of rent to a member or general committee member of the Confederation for premises let by him or her to the Confederation: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member or general committee member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
 - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member or general committee member of the Confederation 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.

- VII. If upon the winding up or dissolution of the Confederation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever ("the net assets"), the net assets shall not be paid to or distributed among the members of the Confederation but shall be given or transferred to some other institution or institutions, having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property amongst its or their ordinary members to an extent at least as great as is imposed on the Confederation under or by virtue of paragraph VI above and this article, such institution or institutions to be determined by a resolution of the members of the Confederation at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.
- VIII. No addition, alteration or amendment shall be made to or in the articles of Confederation, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.
- IX. The Confederation shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

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Part 1

Interpretation

1. Interpretation

(1) In these articles—

articles (本«章程細則») means the articles of association of the Confederation;

associated company (有聯繫公司) means—

- (a) a subsidiary of the Confederation;
- (b) a holding Confederation of the Confederation; or
- (c) a subsidiary of such a holding Confederation;

associate member means a person appointed as an associate member under article 27(2);

general committee member means a person who for the time being is a member of the general committee;

general committee means the general committee appointed from time to time pursuant to these articles;

honorary member means a person appointed as a term honorary member or a life honorary member under article 27(3) or (4);

member means an ordinary member, an associate member or an honorary member;

mental incapacity (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Ordinance («條例») means the Companies Ordinance (Cap. 622), including the related subsidiary legislation;

ordinary member means a person appointed as an ordinary member under article 27(1);

proxy notice (代表通知書)—see article 42(1).

- (2) Words incorporating one gender shall include all genders and the singular includes the plural and vice versa.
- (3) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the Confederation.
- (3) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
- (4) The regulations in Schedule 3 to the Companies (Model) Notice, Cap. 622H, shall form part of these articles save insofar as they are hereby excluded or modified or are inconsistent with the articles contained herein.

Part 2

General Committee and Officials

Division 1—General Committee's Powers and Responsibilities

2. General Committee's General Authority; number of general committee members and qualifications

- (1) Subject to the Ordinance and these articles, the business and affairs of the Confederation are managed by the general committee which may exercise all the powers of the Confederation. The general committee shall comprise not less than 8 and not more than 12 general committee members. Each general committee member shall be either a responsible officer, technical representative or director of an insurance broker licensed under the Insurance Ordinance and in the case of a technical representative or director of an insurance broker licensed under the Insurance Ordinance, the responsible officer of the relevant insurance broker shall confirm in writing his eligibility to hold office as a general committee member.
- (2) An alteration of these articles does not invalidate any prior act of the general committee that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the general committee by these articles.
- (4) A general committee meeting at which a quorum is present may exercise all powers exercisable by the general committee.

3. Ordinary Members' reserve power

- (1) The ordinary members may, by special resolution, direct the general committee to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the general committee have done before the passing of the resolution.

4. Committees

- (1) The general committee may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Division 2—Decision-taking by General Committee

5. General Committee to take decision collectively

A decision of the general committee may only be taken—

- (a) by a majority of the general committee members at a meeting; or
- (b) in accordance with article 6.

6. Unanimous decisions

- (1) A decision of the general committee is taken in accordance with this article when all eligible general committee members indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible general committee member, dispatched by electronic

media from the eligible general committee member or to which each eligible general committee member has otherwise indicated agreement in writing.

- (3) A reference in this article to eligible general committee members is a reference to general committee members who would have been entitled to vote on the matter if it had been proposed as a resolution at a general committee meeting.
- (4) A decision may not be taken in accordance with this article if the eligible general committee members would not have formed a quorum at a general committee meeting.

7. Calling general committee meetings

- (1) A general committee meeting may be called by giving notice of the meeting to the general committee members. Also, any general committee member may call a general committee meeting by giving notice of the meeting to the general committee members or by authorizing the company secretary to give such notice.
- (2) Notice of a general committee meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a general committee meeting must be given to each general committee member, but need not be in writing.

8. Participation in general committee meetings

- (1) Subject to these articles, general committee members participate in a general committee meeting, or part of a general committee meeting, when—
 - (a) meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) If all the general committee members participating in a general committee meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

9. Quorum for general committee meetings

- (1) At a general committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for general committee meetings shall be 5 unless the general committee resolves to increase it.

10. Meetings if total number of general committee members less than quorum

If the total number of general committee members for the time being is less than the quorum required for general committee meetings, the general committee must not take any decision other than a decision—

- (a) to appoint further general committee members who must not be persons who have served in aggregate ten years as a general committee member

in the period commencing with the date of the annual general meeting next following the adoption of these Articles; or

- (b) to call a general meeting so as to enable the ordinary members to appoint further general committee members.

11. Chairing of general committee meetings

- (1) The general committee may appoint—
 - (a) a general committee member to chair their meetings;
 - (b) one or two general committee members to be deputy chairmen who may chair meetings in the absence of the chairman.
- (2) The persons appointed for the time being is known as the chairman or as the case may be the deputy chairman.
- (3) The general committee may terminate the appointment of the chairman or a deputy chairman at any time.
- (4) If the chairman or deputy chairman is not participating in a general committee meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating general committee members may appoint one of themselves to chair it.

12. Chairman's casting vote at general committee meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairman or deputy chairman or other general committee member chairing the general committee meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with Article 13, the chairman or deputy chairman or other general committee member is not to be counted as participating in the decision-making process for quorum or voting purposes.

13. Conflicts of interest

- (1) This article applies if—
 - (a) a general committee member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Confederation that is significant in relation to the Confederation's business; and
 - (b) the general committee member's interest is material.
- (2) The general committee member must declare the nature and extent of the general committee member's interest to the other general committee members in accordance with section 536 of the Ordinance.
- (3) The general committee member must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the general committee member is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the general committee member contravenes paragraph (3)(a), the vote must not be counted.
- (5) Paragraph (3) does not apply to—

- (a) an arrangement for giving a general committee member any security or indemnity in respect of money lent by the general committee member to or obligations undertaken by the general committee member for the benefit of the Confederation;
 - (b) an arrangement for the Confederation to give any security to a third party in respect of a debt or obligation of the Confederation for which the general committee member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) an arrangement under which benefits are made available to employees and general committee members or former employees and committee of general committee members of the Confederation or any of its subsidiaries, which do not provide special benefits for general committee members or committee of general committee members.
- (6) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

14. Supplementary provisions as to conflicts of interest

- (1) A general committee member may hold any other office or position of profit under the Confederation (other than the office of auditor) in conjunction with the office of general committee member for a period and on terms (as to remuneration or otherwise) that the general committee determines.
- (2) A general committee member or intending general committee member is not disqualified by the office of general committee member from contracting with the Confederation—
 - (a) with regard to the tenure of the other office or position of profit mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Confederation in which any general committee member is in any way interested is not liable to be avoided.
- (4) A general committee member who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Confederation for any profit realized by the transaction, arrangement or contract by reason of—
 - (a) the general committee member holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the general committee member has declared the nature and extent of the general committee member's interest under the paragraph to the other general committee members in accordance with section 536 of the Ordinance.
- (6) A general committee member of the Confederation may be a director or other officer of, or be otherwise interested in—
 - (a) any company promoted by the Confederation; or
 - (b) any company in which the Confederation may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the general committee member is not accountable to the Confederation for any remuneration or other benefits received by the general committee member as a director or officer of, or from the general committee

member's interest in, the other company unless the Confederation otherwise directs.

15. Validity of acts of meeting of general committee

The acts of any meeting of the general committee or of a committee of general committee members or the acts of any person acting as a committee of general committee members are as valid as if the general committee members or the person had been duly appointed as a general committee member and was qualified to be a general committee member, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the general committee members or of the person acting as a general committee member;
- (b) any one or more of them were not qualified to be a general committee member or were disqualified from being a general committee member;
- (c) any one or more of them had ceased to hold office as a general committee member; or
- (d) any one or more of them were not entitled to vote on the matter in question.

16. Record of decisions to be kept

The general committee must ensure that the Confederation keeps a written record of every decision taken by the general committee under article 5 for at least 10 years from the date of the decision.

17. General committee's discretion to make further rules

Subject to these articles, the general committee may make any rule that they think fit about —

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to general committee members.

Division 3—Appointment and Retirement of General Committee Members

18. Appointment of general committee members

(1) A person who is willing to act as a general committee member, and is permitted by law to do so, may be appointed to be a general committee member—

- (a) by ordinary resolution; or
- (b) by a decision of the general committee duly proposed, seconded and approved.

Provided that no person may be appointed as a general committee member if they have served in aggregate ten years as a general committee member in the period commencing with the date of the annual general meeting next following the adoption of these Articles.

(2) An appointment under paragraph (1)(b) may only be made to—

- (a) fill a casual vacancy; or
- (b) appoint a general committee member as an addition to the existing general committee members if the total number of general committee members does not exceed the number fixed in accordance with these articles.

(3) A general committee member appointed under paragraph (1)(b) must—

- (a) retire from office at the next annual general meeting following the appointment; or
- (b) if the Confederation has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Confederation's accounting reference period by reference to which the financial year in which the general committee was appointed is to be determined.

19. Retirement of general committee members

- (1) At each annual general meeting of the Confederation, one-third of the general committee members shall retire and subject to article 19(2) shall be eligible for reappointment. The general committee members to retire shall be those who have been longest in office since the date of their last election or re-election. In case the number of general committee members is not a multiple of three, the number nearest to but not greater than one-third shall retire from office. As between persons last elected or re-elected on the same day those to retire shall (unless otherwise determined between them) be determined by lot.
- (2) A general committee member may not serve more than ten years in aggregate as a general committee member in the period commencing on the date of the annual general meeting next following the adoption of these Articles.

20. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more general committee members to offices or employments with the Confederation or any other body corporate.
- (2) The proposals may be divided and considered in relation to each general committee member separately.
- (3) Each of the general committee members concerned is entitled to vote (if the general committee member is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the general committee member's own appointment.

21. Termination of general committee member's appointment

A person ceases to be a general committee member if the person—

- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (b) ceases to be qualified under Article 2(1) to be a general committee member;
- (c) he has served ten years in aggregate as a general committee member in the period commencing on the date of the annual general meeting next following the adoption of these Articles;
- (d) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (e) becomes a mentally incapacitated person;
- (f) resigns the office of general committee member by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (g) for more than 3 months has been absent without the general committee's permission from general committee meetings held during that period; or

- (h) is removed from the office of general committee member by an ordinary resolution of the Confederation.

22. General committee members' remuneration

No general committee member may receive any remuneration from the Confederation or be appointed to any salaried office of the Confederation provided that this article shall not prohibit any payment made under sub-paragraph VI(3) of these articles.

23. General committee members' expenses

The Confederation may pay any travelling, accommodation and other expenses properly incurred by general committee members in connection with—

- (a) their attendance at-
 - (i) meetings of general committee or committees of general committee members;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the Confederation; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the Confederation.

Division 4—General Committee members' Indemnity and Insurance

24. Indemnity

- (1) A general committee member or former general committee member of the Confederation may be indemnified out of the Confederation's assets against any liability incurred by the general committee member to a person other than the Confederation or an associated company of the Confederation in connection with any negligence, default, breach of duty or breach of trust in relation to the Confederation or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the general committee member to pay-
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the general committee member-
 - (i) in defending criminal proceedings in which the general committee member is convicted;
 - (ii) in defending civil proceedings brought by the Confederation, or an associated company of the Confederation, in which judgment is given against the general committee member;
 - (iii) in defending civil proceedings brought on behalf of the Confederation by a member of the Confederation or of an associated company of the Confederation, in which judgment is given against the general committee member;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Confederation by a member of the associated company or by a member of an associated company of the

associated company, in which judgment is given against the general committee member; or

- (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the general committee member relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
- (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

25. Insurance

The general committee may decide to purchase and maintain insurance, at the expense of the Confederation, for a general committee member of the Confederation, or a director of an associated company of the Confederation, against—

- (a) any liability to any person attaching to the general committee member in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Confederation or associated company (as the case may be); or
- (b) any liability incurred by the general committee member in defending any proceedings (whether civil or criminal) taken against the general committee member for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Confederation or associated company (as the case may be).

Division 5—Officials

26. Appointment and removal of officials

The general committee may appoint and remove—

- (a) a corporate service provider to act as a company secretary for a term, at a remuneration and on conditions they think fit;
- (b) any other service provider for a term, at remuneration and on conditions they think fit;
- (c) a Secretary General who with the Secretariat shall have day to day responsibility for the administration of the Confederation at remuneration on conditions they think fit;
- (d) an Honorary Secretary;
- (e) an Honorary Treasurer.

Part 3

Members

Division 1—Becoming and Ceasing to be Member

27. Application for membership; membership fees

- (1) A person may become an ordinary member of the Confederation only if—
 - (a) that person has completed an application for membership in a form approved by the general committee;
 - (b) it is a body corporate licensed as an insurance broker under the Insurance Ordinance; and
 - (c) the general committee has approved the application.
- (2) A person may become an associate member only if—
 - (a) that person is an individual or a body corporate (other than a body corporate licensed as an insurance broker under the Insurance Ordinance) which is associated with the Confederation or the insurance broking industry;
 - (b) the person has been invited to apply by the chairman and completed an application for associate membership in a form approved by the general committee; and
 - (c) the person is appointed by the chairman with the approval of the general committee.

The term of an associate member shall be twelve months renewable on application from year to year.

- (3) An individual may on invitation by the chairman with the approval of the general committee become a term honorary member if that individual has in the opinion of the chairman with the approval of the general committee made a meritorious contribution to the development of the insurance broking industry. The term of a term honorary member shall be such term as the chairman with the approval of the general committee decides. The chairman with the approval of the general committee may from time to time at his discretion renew the term of membership of a term honorary member.
- (4) An individual may on invitation by the chairman with the approval of the general committee become a life honorary member if the individual has in the opinion of the chairman with the approval of the general committee rendered exceptional service to the Confederation over a significant period.
- (5) Associate members, term honorary members and life honorary members may attend general meetings and speak but shall have no vote.
- (6) The general committee may specify from time to time the fees payable by ordinary members including an entrance fee and annual fee. Associate members, term honorary members and life honorary members shall not be required to pay any fees.

28. Termination of membership

- (1) A member may withdraw from membership of the Confederation by giving one month's notice to the Confederation in writing.
- (2) Membership is not transferable.

- (3) A person shall cease to be a member if—
 - (a) in the case of an ordinary member it ceases to carry on business as an insurance broker;
 - (b) it or he becomes insolvent or liquidated or fails to pay its debts as they fell due;
 - (c) it or he is convicted of an offence which involves a finding that it or he has acted fraudulently or dishonestly;
 - (d) in the case of an ordinary member it fails to pay its membership fees within 30 days of them falling due for payment;
 - (e) it or he is involved in conduct which in the opinion of the general committee is such as to bring the Confederation into dispute.

Division 2—Organization of General Meetings

29. General meetings

- (1) Save where not required under the Ordinance, the Confederation must, in respect of each financial year of the Confederation, hold a general meeting as its annual general meeting in accordance with the Ordinance.
- (2) The general committee may, if it thinks fit, call a general meeting.
- (3) If the general committee is required by the members to call a general meeting under the Ordinance, they must call it in accordance with the Ordinance.
- (4) If the general committee does not call a general meeting in accordance with the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with the Ordinance.

30. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting-
 - (i) include notice of the resolution; and

- (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a member's right to appoint a proxy.
- (5) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed—
- (a) for an annual general meeting, by all the ordinary members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the ordinary members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the ordinary members.

31. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) every member; and
 - (b) every general committee member.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Confederation must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

32. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

33. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting for example through electronic means, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The general committee members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other e.g. when meetings are held through electronic means.

- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

34. Quorum for general meetings

- (1) Fifteen ordinary members present in person or by proxy constitute a quorum at a general meeting; an authorized representative of an ordinary member shall be counted in the quorum.
- (2) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

35. Chairing general meetings

- (1) If the chairman of general committee or failing him a deputy chairman of the general committee is present at a general meeting and is willing to preside as chairman at the meeting, the meeting is to be presided over by him or her.
- (2) The general committee members present at a general meeting must elect one of themselves to be the chairman if—
 - (a) there is no chairman or deputy chairman of the general committee;
 - (b) the chairman or deputy chairman of the general committee is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairman or deputy chairman of the general committee is unwilling to act; or
 - (d) the chairman or deputy chairman of the general committee has given notice to the Confederation of the intention not to attend the meeting.
- (3) The ordinary members present at a general meeting must elect one of themselves to be the chairman if—
 - (a) no general committee member is willing to act as chairman; or
 - (b) no general committee member is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairman of a general meeting by a resolution of the Confederation passed at the meeting.

36. Attendance and speaking by non-members

- (1) General committee members may attend and speak at general meetings, whether or not they are members of the Confederation.
- (2) The chairman of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
 - (a) members of the Confederation; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

37. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
 - (a) if called on the request of members, be dissolved; or

- (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the general committee determines.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the ordinary member or ordinary members present in person or by proxy constitute a quorum.
- (3) The chairman may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairman that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairman must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairman must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

38. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is 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, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairman that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

39. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairman of the meeting whose decision is final.

40. Demanding a poll

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairman of the meeting;
 - (b) at least 2 ordinary members present in person or by proxy; or
 - (c) any ordinary member or ordinary members present in person or by proxy and representing at least 5% of the total voting rights of all the ordinary members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

41. Number of votes an ordinary member has

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—

- (a) every ordinary member present in person has 1 vote; and
- (b) every proxy present who has been duly appointed by an ordinary member entitled to vote on the resolution has 1 vote.

42. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (proxy notice) that—
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
 - (d) is delivered to the Confederation in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The Confederation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Confederation requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

43. Execution of appointment of proxy on behalf of a member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

44. Delivery of proxy notice and notice revoking appointment of proxy

- (1) A proxy notice does not take effect unless it is received by the Confederation—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the Confederation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the Confederation—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

45. Effect of member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Confederation by or on behalf of the member.

46. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairman of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the chairman of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 4

Miscellaneous Provisions

Division 1—Communications to and by Confederation

47. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the Confederation under these articles may be sent or supplied by electronic means when permitted under Part 18 of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a general committee member in connection with the taking of decisions by general committee may also be sent or supplied by the means by which that general committee member (including electronic means) has asked to be sent or supplied with such a notice or document for the time being.
- (3) A general committee member may agree with the Confederation that notices or documents sent to that general committee member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

48. Company seals

- (1) A common seal may only be used by the authority of the general committee.
- (2) A common seal must be a metallic seal having the Confederation's name engraved on it in legible form.
- (3) Subject to paragraph (2), the general committee may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the general committee, if the Confederation has a common seal and it is affixed to a document, the document must also be signed by at least 1 general committee member and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
 - (a) any general committee member;
 - (b) the company secretary; or
 - (c) any person authorized by the general committee for signing documents to which the common seal is applied.

49. Cheques and negotiable instruments

The general committee may appoint any person whether a general committee member or otherwise as its authorized representatives for the signature of cheques, negotiable instruments or any other documents requiring signature on behalf of the Confederation. Cheques shall be signed by at least two authorized signatories.

50. Records of the Confederation

- (1) The general committee shall cause records and information of the Confederation to be adequately recorded for future reference as required by the Ordinance.
- (2) The general committee may decide in what manner such records and information shall be kept.

51. No right to inspect accounts and other records

A person is not entitled to inspect any of the Confederation's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by —

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the general committee; or
- (d) an ordinary resolution of the Confederation.

52. Accounts

- (1) The general committee must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
- (2) The general committee must keep accounting records as required by the Ordinance.

53. Audit

- (1) Once at least in every financial year and at intervals of not more than fifteen months the balance sheet and accounts of the Confederation shall be examined and reported on by an auditor or auditors.
- (2) The Confederation shall appoint an auditor or auditors and his or their appointment, remuneration, rights and duties shall be regulated in accordance with the provisions of the Ordinance.

54. Auditor's insurance

- (1) The general committee may decide to purchase and maintain insurance, at the expense of the Confederation, for an auditor of the Confederation, or an auditor of an associated company of the Confederation, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Confederation or associated company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of

performance of the duties of auditor in relation to the Confederation or associated company (as the case may be).

- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.