THE CONSTITUTION OF THE LIFE INSURANCE ASSOCIATION
(As approved by the Registry of Societies on 7 April 2015 incorporating the amendments passed at the Extraordinary General Meeting held on 18 February 2015)

## ARTICLES

## 1. TITLE

The Association shall be known as the "Life Insurance Association".
2. FINANCIAL YEAR

The financial year of the Association shall end on the 31st December each year.
3. TERRITORY

The area ("the Territory") to which the objects of the Association shall apply shall be the Republic of Singapore and such other territories as may from time to time be decided upon.
4. The registered office of the Association shall be situated at 79 Anson Road \#11-05 Singapore 079906 or such other premises as may from time to time be decided upon, subject to the approval of the Registrar of Societies.

## 5. INTERPRETATION OF TERMS

In these Articles, unless specifically otherwise provided in these Articles, the following terms shall have the meanings respectively stated:
(i) "Associate Member" means a Company admitted to membership in accordance with the provisions of Article 8(iii).
(ii) "Association" means the "Life Insurance Association".
(iii) "Companies" means Insurers and Reinsurers, excluding associations of individual underwriters, that are licensed or exempted from licensing under the provisions of any written law or laws (including the Insurance Act, Cap. 142) for the time being in force in the "Territory" and having the object of transacting insurance business within the "Territory", and "Company" shall be construed accordingly.
(iv) "Member" means an "Ordinary" or an "Associate" member.
(v) "Ordinary Member" means a Company admitted to membership in accordance with the provisions of Article 8(ii).
(vi) "Management Committee Member" means an Ordinary Member elected to the Management Committee in accordance with the provisions of Article 13.
(vii) "Meeting" shall include all General Meetings and Management Committee Meetings in accordance with the provisions of Articles 15 and 14 respectively.
(viii) "Special Project Funds" has the meaning given to it in Article 19(e).
(ix) "Sub-committees" shall include all sub-committees, ad-hoc committees, and other groups or bodies constituted by the Management Committee or at a General Meeting pursuant to Article 12(i).
(x) "Subscriptions" has the meaning given to it in Article 19(ii).
(xi) Any other term appearing in these Articles to which a meaning is prescribed in any written law or laws for the time being in force in the "Territory" relating to insurance shall bear the meaning prescribed in that law or laws.

## 6. OBJECTS AND POWERS

(i) The objects of the Association shall be the advancement of the business and the protection of the interest of life insurance by consultation and combined action upon questions appertaining to the interests common to life insurance companies and by cooperation with any Association having similar objects.
(ii) The Association shall have powers:
(a) to frame and enforce Bye-Laws for the guidance and control of its Members.
(b) to do all such acts and to conduct all such matters as seem desirable in the interests of the Association generally and as are consistent with the objects of the Association.

## 7. ORGANISATION

(i) The supreme authority of the Association is vested in a General Meeting of the Members presided over by the President.
(ii) The day-to-day function of the Association shall be through the Management Committee, the specific powers of which are respectively laid down in Article 11
(iii) Sub-Committees may be formed within the Management Committee where necessary and as provided for below.

## 8. MEMBERSHIP

(i) There shall be two classes of members viz. "Ordinary" members and "Associate" members.
(ii) "Ordinary" membership of the Association shall be open to all Companies transacting direct life insurance business in the Territory subject to the approval of the Management Committee.
(iii) "Associate" membership of the Association shall be open to Companies not entitled to apply for "Ordinary" membership, subject to the approval of the Management Committee
(iv) Any application for admission as a Member of the Association under the terms of Article 8(ii) or 8(iii) of these Articles shall be made to the Executive Director in writing.

Such application shall be submitted to every Ordinary Member of the Association with a request that the Ordinary Member submits its decision to the Executive Director. The application shall be duly granted, provided a two-thirds majority of all the Ordinary Members agree.
(v) Membership of the Association shall be by Company and each Member shall notify the Executive Director of the Association in writing of the names of up to 3 individual representatives who are authorised to attend meetings (including but not limited to General Meetings and Management Committee Meetings) on its behalf. If a Member nominates more than one individual representative, the Member shall also nominate one of the
representatives to be the Member's main representative (the "Main Rep") and shall notify the Association of such designation. These nominations shall be entered on the books of the Association and shall be valid until revoked.
(vi) Members shall be bound by, and comply with the awards, made or passed by the Financial Industry Disputes Resolution Centre Ltd ("FIDREC") in relation to any complaint, dispute or claim referred to FIDREC under or in accordance with the Constitution of the Association and/or the Terms of Reference of FIDREC.

## 9. RIGHTS \& OBLIGATIONS OF MEMBERS

(i) "Ordinary" Members shall be entitled to the following rights:
(a) To hold or be elected to an office in the Association;
(b) To attend all meetings of the Association;
(c) To receive all notices, circulars and minutes (including minutes of Management Committee Meetings) to Members;
(d) To share and enjoy any privilege or benefit that may be obtained or provided by the Association and without prejudice to the foregoing, to do all such other acts and enjoy all facilities to which members are generally entitled.
(ii) "Associate" Members shall be entitled to the following rights:
(a) To attend all meetings of the Association save those meetings which are restricted or limited to Ordinary Members;
(b) To receive all notices, circulars and minutes (including minutes of Management Committee Meetings) to Members.

But provided always that Associate Members shall not be entitled to the following rights:
i. To vote at meetings of the Association;
ii. To hold or be elected to office in the Association.
(iii) All members shall be obliged to:
(a) Comply with, uphold and observe the Constitution of the Association and any arrangements, by-laws, regulations and resolutions as may be made, entered into, passed or promulgated by the Management Committee or the Association from time to time;
(b) To pay levies, fees and other charges as required under Article 19(ii) of the Constitution;
(c) Conduct their business in a manner which may not bring the Association into disrepute.

## OFFICERS

(i) The Officers of the Association shall consist of a President, two Deputy Presidents, a Secretary and a Treasurer. The Management Committee shall elect one representative from each of five separate Management Committee Members, for a total of five elected
representatives, to act as the Officers.
(ii) Should the office of any Officer of the Association fall vacant at any time (the "Ex-Officer") between two Annual General Meetings, the following processes shall be adopted in choosing a replacement for the Ex-Officer:
(a) The Management Committee, including the Ex-Officer's Company, shall, within 28 days of the particular office falling vacant, elect a person from amongst the remaining representatives of the Management Committee Members to act as the replacement for the Ex-Officer until the next Annual General Meeting.
(b) In the event the office of President falls vacant at any time between two Annual General Meetings and a replacement President is elected in accordance with Article 10(ii)(a) from amongst the existing Deputy Presidents, a new Deputy President shall also be elected from amongst the remaining representatives of the Management Committee Members.
(iii) (a) The President shall act as Chairman at all General Meetings and Management Committee Meetings. He shall also represent the Association in its dealings with any persons, firms, companies, corporations, organisations and the public generally.
(b) The Deputy Presidents shall deputise for the President in the latter's absence.
(c) The Secretary shall keep all books and records of the Association and the taking of minutes of all General Meetings and Management Committee Meetings.
(c) The Treasurer shall ensure that the financial affairs of the Association are kept in good order. The Treasurer shall keep all funds and collect and disburse all monies on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. Cheques and withdrawals from the Association's bank accounts will be signed by the President or a Deputy President of the Association jointly with the Secretary, or Treasurer, or the Executive Director of the Association.

## 11. MANAGEMENT COMMITTEE

(i) There shall be a Management Committee of the Association consisting of 8 Management Committee Members who shall be elected in accordance with Article 13, at the Annual General Meeting of Members held in each calendar year, which meeting shall be held not later than 31st March of each calendar year. If the number of elected Management Committee Members is less than eight, the elected Management Committee Members may co-opt Ordinary Member(s) to fill the vacancy or vacancies.
(ii) Each Management Committee Member shall only be represented by one of its representatives at any time at a Management Committee Meeting if the Management Committee Member has more than one representative pursuant to Article 8(v).
(iii) Any Management Committee Member whose selected representative pursuant to Article $8(v)$ is absent from three Management Committee Meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from the Management Committee, and a successor may be co-opted by the Management Committee to serve until the next Annual General Meeting.
(iv) The Management Committee shall have powers to oversee the day to day running of the Association, including but not limited to the powers:
(a) to invest and otherwise deal with the funds of the Association and to incur such
expenses as they deem necessary.
(b) to arrange for the accommodation and secretarial and clerical work of the Association and to appoint, remove or replace any directly paid secretariat staff including but not limited to the post of Executive Director, and also to define their functions and duties and to fix their remuneration. The Executive Director shall not be appointed from amongst the Members of the Association or their representatives.
(c) to hold any movable or immovable property of the Association.
(d) to estimate and propose Subscriptions for the administration of the Association.
(e) to decide on such subjects or matters as are referred to them by Members and which fall within the objects and powers of the Association.
(f) to appoint such Sub-Committees as may be deemed necessary.
(g) to co-opt (without power to vote) other Members or non-Member Companies or other interests for the purpose of dealing with particular subjects.
(h) to receive, investigate and approve or reject applications for admission to Membership of the Association, as provided for in Article 8.
(i) to consult with any other Body dealing with matters of common interest.
(j) to consider and decide upon any other matter it deems necessary in the interests of the Association provided such matter is consistent with the objects of the Association.
(k) to recommend, nominate and/or approve any person or persons for appointment to any alternative dispute resolution organisation and any other body or bodies as may be formed, established or endorsed from time to time by the Association. ${ }^{5}$

## 12. SUB-COMMITTEES

(i) Sub-Committees as may be deemed necessary may be appointed by the Management Committee with such powers as may be thought desirable delegated to them. SubCommittees may also be elected by a majority of Ordinary Members present at any General Meeting of Members.
(ii) All Sub-Committees shall be constituted as (a) Sub-Committees of Members, or (b) SubCommittees of individual representatives of Members, as the Management Committee or Ordinary Members appointing them shall direct. All Ordinary Members, regardless of whether they are Management Committee Members, shall be eligible to be a SubCommittee member or a Sub-Committee convenor or both. All Sub-Committees shall have power to add to their number by co-option.
(iii) The President and Deputy Presidents of the Association shall be ex-officio members of every Sub-Committee. Unless a Meeting of Members shall otherwise direct, all Sub-Committees shall remain in office until the Annual General Meeting of members held in the calendar year next following the year in which they were appointed. All Sub-Committees shall be eligible for re-election by a majority of Ordinary Members present at any General Meeting of Members.
(i) The Management Committee Members referred to in Article 11 shall be elected from amongst the Ordinary Members of the Association. Associate Members shall not be eligible for election to the Management Committee.
(ii) Save for the Treasurer, the Management Committee Members shall retire at each Annual General Meeting but are eligible for consecutive and unlimited re-elections. The Treasurer shall retire at each Annual General Meeting and shall be eligible for no more than one consecutive re-election.
(iii) An Ordinary Member shall first be nominated by any other two Ordinary Members of the Association in writing in order to be eligible for election to the Management Committee. For the purposes of the election, the Executive Director of the Association shall issue nomination papers no less than 14 days before the date of the Annual General Meeting for return by Ordinary Members to the Executive Director within 7 days of the date of issue.
(iv) Where the number of nominated Ordinary Members does not exceed the number of vacancies, the nominated Ordinary Members shall be declared elected to be Management Committee Members. Where an election is necessary, it shall be by means of signed voting papers at the Annual General Meeting.
(v) Every Ordinary Member shall be eligible to vote, save that an Ordinary Member shall not vote for itself if it is also a nominee for election as a Management Committee Member. Any Ordinary Member's vote for itself if it is also a nominee for election as a Management Committee Member shall be invalid.
(vi) Where an election is necessary, the 8 Ordinary Members that receive the highest number of votes amongst the nominated Ordinary Members shall be deemed to be elected as Management Committee Members. In the event of a tie in the number of votes between two or more nominated Ordinary Members, the outgoing President of the previous Management Committee shall have a casting vote.
(vii) If at any time a Management Committee Member resigns or can no longer serve, the remaining Management Committee Members may co-opt an Ordinary Member to fill the vacancy.

## 14. MANAGEMENT COMMITTEE MEETINGS

(i) The Management Committee shall meet when requested in writing by not less than three Management Committee Members and it shall also be competent for the President or in his absence a Deputy President to call a Management Committee Meeting when considered necessary. At all Management Committee Meetings a simple majority of the representatives of the Management Committee Members shall form a quorum. A motion shall be deemed to be passed at a Management Committee Meeting if it is supported by a majority of votes of the Management Committee Members present. In the event of an equality of votes at a Management Committee Meeting the Chairman of such Management Committee Meeting shall have a casting vote in addition to any deliberative vote to which he may be entitled.
(ii) Minutes of all Management Committee Meetings shall be circulated to the Members of the Association.
(iii) In the absence of the President and the 2 Deputy Presidents, the Management Committee Members shall from amongst its representatives elect a Chairman for the Management Committee Meeting.
(iv) Subject to the approval of the Management Committee, an Ordinary Member may request
to be present for discussion at any Management Committee Meeting that has been scheduled pursuant to Article 14(i).
(v) Meetings of the Management Committee shall take place in Singapore.

## 15. GENERAL MEETINGS

(i) Types of General Meetings
(a) Annual General Meetings of the Association shall be held as soon as possible after the end of the financial year, but not later than three months after that date, for considering the annual report of the Management Committee, the passing of accounts, the appointment of auditors and any other business.
(b) Special General Meetings of the Association may be convened by the Management Committee when thought desirable or upon the written request of not less than one-fourth of the total number of Ordinary Members of the Association for any purpose relevant to the Association.
(c) Extraordinary General Meetings of the Association may be convened by the Management Committee for the purpose of Articles 23 and 27.
(ii) Location of General Meetings

General Meetings of the Association shall be held in Singapore.
(iii) Notice of General Meetings

Except as otherwise provided herein notice of any General Meeting shall be sent to all Members entitled to be present, not less than 14 days before the date for which it is called and shall specify the time and place and purpose of the General Meeting. In case of urgency, the Management Committee may call a Special General Meeting at not less than seven days' notice.

A Special General Meeting shall, notwithstanding that it is called by notice shorter than is required by Article 15 (iii) be deemed to be duly called if it is so agreed by a majority of three-quarters of the Ordinary Members entitled to be present. ${ }^{4}$
(iv) Quorum

Except as otherwise provided herein one-third of the Ordinary Members entitled to attend any Meeting shall constitute a quorum. In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any of the existing Articles.
(v) Attendance at Meetings
(a) No representative of a Member shall attend Meetings unless his name has been notified to the Executive Director as required by Article 8(v).
(b) No Member whose Subscription(s) as required by Article 19 is/are one month in arrear shall be entitled to be represented at any Meeting.
(vi) Agenda and Proposal

The wording of all proposals shall appear comprehensively in the Notice of any General

Meeting at which such proposal will be considered. A subject not appearing on the Agenda may be discussed with the unanimous agreement of the Ordinary Members present at a General Meeting but no resolution may be taken on any such subject.
(vii) Minutes of Meetings

Minutes of all Meetings of the Association shall be circulated to all members entitled to have been present at such Meetings.
(viii) Other Matters Requiring Approval by Ordinary Members

Any Guidelines prepared by the Association must be approved by the majority of the Ordinary Members present at a General Meeting or a Decision by Circular in accordance with Article 18 of this Constitution.

## (ix) Appointment of Auditor at Annual General Meeting

An auditor or auditors who shall not be a Member or Members of the Management Committee, shall be appointed at each Annual General Meeting. The auditor or auditors shall hold office for one year only and may not be appointed or re-appointed unless he or they is a Charted Accountant of the Institute of Singapore Chartered Accountants.

## VOTING

Except as otherwise provided herein resolutions at General Meetings shall be carried by the votes of the majority of those Ordinary Members present. Each Ordinary Member shall have one vote. In the event of an equality of votes the Chairman of the General Meeting shall have a casting vote in addition to any deliberative vote to which he may be entitled.

## 17. RESOLUTIONS BINDING

(i) The decisions of the Association and/or its Management Committee shall be binding upon all Members.
(ii) (a) Members shall have the right to suggest such alterations or modifications as they individually or collectively may consider necessary or desirable.
(b) The names of Members suggesting enquiries, investigations or other action shall not be mentioned in any document circulated among the Members.

## 18. DECISIONS BY CIRCULAR

(i) It shall be competent for the Management Committee to submit any proposal, other than those specified hereunder, to Members by publication in a circular. If any objection in writing is received from an Ordinary Member by the Executive Director within 7 days from the date of the circular the Management Committee may at its discretion submit a further circular to Members with an amended proposal. If no objection or request for the proposal to be submitted to a General Meeting be received from an Ordinary Member by the Executive Director within 7 days from the date of the circular, the Management Committee shall further circularise Members stating the proposal to be a decision of the Association. Any such decision shall then be deemed to be a Resolution Binding and subject to the provisions of Article 17. Notwithstanding the above, Ordinary Members may, before the expiration of the 7-day period, request that the proposal be submitted to a Special General Meeting in accordance with Article 15.
(ii) The following matters shall not be dealt with in a circular:
(a) Any proposal which the applying Member specifically requests to be submitted to a General Meeting.
(b) Any proposal to amend these Articles.
(c) Any proposal to admit a new Member.
(d) Any proposal to expel or suspend a Member.

## 19. FUNDS AND FINANCE

## (i) Funds

(a) All funds of the Association shall be kept in Banks or Savings Accounts selected by the Management Committee, in the name of the Association.
(b) The Management Committee shall have power to control all funds.
(c) The Management Committee shall have the authority to utilise up to $\$ 50,000$ of the Association's funds for any purpose or scheme that is declared to be a "Special Project" by the Management Committee. A "Special Project" shall be deemed to be declared by the Management Committee if it is supported by a majority of votes of the Management Committee members present at a Management Committee meeting.
(d) Any "Special Project" that requires funds of more than $\$ 50,000$ shall require the majority approval of all Ordinary Members.
(e) The funds to be used for a "Special Project" ("Special Project Funds") shall be provided by way of levies from the Ordinary Members of the Association in accordance with the following formula:
i. One-thirds of the Special Project Funds will be contributed in proportion to each Ordinary Member's number of insurance policies in force as at the end of the most recent calendar year.
ii. One-thirds of the Special Project Funds will be contributed in proportion to each Ordinary Member's amount of annual premiums in force as at the end of the most recent calendar year.
iii. One-thirds of the Special Project Funds will be contributed on an equalshare basis from each Ordinary Member
(f) Proper accounts shall be kept by the Treasurer.
(ii) Finance and Subscriptions

The Management Committee shall have the authority to propose the scale of levies, fees and other charges to be paid by Members for the general purpose of carrying out the objects of the Association (the "Subscriptions") and all such Subscriptions, which shall be provided by equal levies from all Members, shall be collected by the Treasurer. Any change or variation, or any proposal relating to the scale or type of Subscriptions by the Management Committee shall require the approval of the majority of the Ordinary Members at a General Meeting or a Decision by Circular in accordance with Article 18 of this Constitution.

The Management Committee shall have power to arrange with the Association's bankers for overdraft facilities to meet expenses of the Association up to a limit of $\$ 20,000$ only.

WITHDRAWAL OF MEMBERSHIP

Any member desirous of resigning its membership with the Association shall address a written communication to the Executive Director to that effect, and shall cease to be a Member but will continue to be liable for all dues unpaid to the date of such resignation.
22. SUSPENSION, EXPULSION AND CENSURE ${ }^{3}$

Alleged breaches of the Constitution or the Obligations of Members in accordance with Article 9(iii) shall be dealt with as follows:
(i) The Management Committee, shall, by a simple majority, appoint an ad-hoc Inquiry Committee to inquire and study the course of action to be taken against the offending Member. The Inquiry Committee shall then recommend the action to be taken. ${ }^{3}$
(ii) The Inquiry Committee shall be composed as follows: ${ }^{3}$

## EITHER

(a) Five Ordinary Members. If the offending Member is an Associate Member, at least one of the five shall be an Associate Member save that there shall always be a majority of Ordinary Members. The offending member shall not be part of the Inquiry Committee. ${ }^{3}$

OR
(b) Five Ordinary Members, and if the offending Member is an Associate Member, at least one of the five shall be an Associate Member save that there shall always be a majority of Ordinary Members. There shall be a sixth member of the Inquiry Committee who shall be a co-opted lay person from outside of the life insurance industry. The offending member shall not be part of the Inquiry Committee. ${ }^{3}$
(iii) The Association at a Special General Meeting called specifically for the purpose and of which not less than fourteen days' notice shall be given, shall consider the recommendations of the Inquiry Committee and thereafter may expel from the Association or suspend from attendance at meetings of the Association, or censure any Member held guilty of any act, practice or conduct which the Association considers renders it desirable to take such action. Any appeal against such a decision must be lodged within seven days of the Meeting and shall be considered at a further Special General Meeting to be called within fourteen days of such lodgement at which the decision of the Association shall be final. ${ }^{3}$
(iv) The reasons for the Association's decision, and the grounds for appeal, if any, shall be stated in the Minutes of such Meeting(s). The Executive Director shall, after the expiration of seven days from the date of the final decision, advise the Chief Executive of the Company concerned, stating the reasons therefor, and the grounds for appeal, if any, in full. ${ }^{3}$
(v) At such Special General Meetings a quorum shall consist of not less than two-thirds of the Ordinary Members and decisions shall be passed by the votes of at least three-fourths of the Ordinary Members present.

If at any Extraordinary General Meeting a resolution for the dissolution of the Association shall be passed by a majority of three-fifths of the Ordinary Members of the Association present (either in person or by proxy) the Management Committee shall immediately, or at such future date as shall be specified in such resolution, proceed to dissolve the Association. The assets of the Association after all liabilities shall have been paid shall be distributed to Members equally. Notice of dissolution shall be given within seven days of the dissolution to the Registrar of Societies.
24. PRIVACY OF MEETINGS AND PROCEEDINGS

All Meetings and proceedings of the Association and all publications and circulars of the Association are to be deemed strictly private and confidential.
25. UNAUTHORISED COMMUNICATIONS

Unless authorised by the Management Committee no Member or any employee of a Member or secretariat staff of the Association except the President or Deputy Presidents shall speak on behalf of the Association.

## 26. RECORDS OF MEETINGS

(i) Names of Members represented at all Meetings of the Association together with those of the Representatives of such Members attending shall be recorded in the Minutes.
(ii) A record of the number of votes For and Against all motions put to the vote and of abstentions shall be reflected in the Minutes of all General Meetings except when such voting is by a show of hands.

## 27. ALTERATION OF CONSTITUTION

These Articles including the objects of the Association may be added to, repealed or amended by resolution at any Extraordinary General Meeting provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of two-thirds of the Ordinary Members present and voting at the meeting. The amendments shall not come into force without prior approval of the Registrar of Societies.

## 28. INDEMNIFICATION OF OFFICERS

The Management Committee or any Sub-Committee which may be duly constituted and its members while acting as a body or individually in the performance of their duties as such shall at all times be indemnified out of the funds, property or assets of the Association against the consequences of the performance of any act, deed, matter or thing done or omitted to be done by the aforesaid Management Committee, or Sub-Committees (or their members while so acting and the Executive Director in respect of or in connection with the business of the Association). In the event of such funds, property and assets not being a full and sufficient indemnity for the purpose, then all Members of the Association shall be responsible to the Management Committee or Sub-Committees or their members and the Executive Director and shall be liable to make good any deficiency that may be ascertained.

## 29. PROHIBITIONS

(i) Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
(ii) The funds of the Association shall not be used to pay the fines of members who have been convicted in court of law.
(iii) The Association shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
(iv) The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association or its office-bearers, Management Committee or Members.
(v) The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
(vi) The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

