

THE CAPTIVE INSURANCE COMPANY ASSOCIATION OF SINGAPORE **CONSTITUTION**

NAME

1. The Association shall be called "THE CAPTIVE INSURANCE COMPANY ASSOCIATION OF SINGAPORE" (CAPTIVA SG).

PLACE OF BUSINESS

2. The place of business of the Association shall be at:

9 Sengkang Square, #14-17, Singapore 545075

or such other place as the Council (as defined below) may from time to time decide and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

SEAL OF THE ASSOCIATION

3. The Council and all Members shall determine the Seal of the Association. After the Seal has been decided upon it shall thereafter be the emblem of the Association.

DEFINITIONS

4.
(a) As used in this Constitution:

"Act" means the INSURANCE ACT (CHAPTER 142) INSURANCE (GENERAL PROVISIONS AND EXEMPTIONS FOR CAPTIVE INSURERS) REGULATIONS 2018 as may be modified from time to time and any other relevant acts or regulations in accordance with the Laws of Singapore ;

"Association" means "THE CAPTIVE INSURANCE COMPANY ASSOCIATION OF SINGAPORE"; or CAPTIVA SG

"Associate Membership" means a Member who is entitled to be an Associate Member of the Association, having satisfied the criteria set out in Rule 7.2.

“Authority” means the Monetary Authority of Singapore or any authority succeeding it;

“Captive Insurance Company” means a captive insurance company registered in Singapore and regulated by the Monetary Authority of Singapore under the Act

“Captive Insurance Company Owner” means the parent company of a Captive Insurance Company

“Corporations” means any body corporate that is incorporated or existing in Singapore or outside Singapore and includes any foreign company but does not include –

- (a) any body corporate that is incorporated in Singapore and is by notification of the Minister in the Gazette declared to be a public authority or an instrumentality or agency of the Government or to be a corporate which is not incorporated for commercial purposes;
- (b) any corporation sole;
- (c) any co-operative society; or
- (d) any registered trade union;

“Council” means the council for the administration and management of the Association;

“Councilor” means a member of the Council;

“Immediate Past President” means the preceding President of the Association who has served his full term of office;

“Members” means both the Ordinary and Associate members of the Association from time to time;

“Ordinary Membership” means a Member who is entitled to be an Ordinary Member of the Association, having satisfied the criteria set out in Rule 7.1.

“Secretary” means the secretary of the Association from time to time;

“Register” means the Register of Members maintained by the Secretary;

- (b) A reference in this Constitution to **“Rules”**, **“Regulations”**, **“Codes of Conduct”**, **“Bye-laws”** or **“Instructions”** means the Rules, Regulations, Codes of Conduct, Bye-laws and Instructions, respectively of the Association established by the Council from time to time;
- (c) A reference to a **“person”** shall be construed as a reference to an individual, corporation, company, firm or unincorporated body of persons; and
- (d) A reference to the **“male gender”** shall be construed as a reference to the **“female gender”** and vice-versa.

OBJECTS

5. The objects of the Association shall be as follows:-

- (a) To provide a central organisation for Captive Insurance Companies and Captive Insurance Company Owners to do all such things as from time to time may be considered or calculated to elevate their status and safeguard and advance their interests and procure their general efficiency and proper professional conduct with a view to ensuring for the community the existence of a collective grouping who can act in a coordinated manner in the best interests of the individual businesses and in the interests of the collective group to support the Captive Insurance Companies and the wider community.
- (b) To encourage the training and education of persons practicing or intending to practice activities associated with Captive Insurance Companies in the Republic of Singapore.
- (c) To determine the requirements for admission of Captive Insurance Companies to membership of the Association.
- (d) To co-operate with or become members of other professional bodies or associations having similar objectives to those of the Association.
- (e) To keep under surveillance any legislation affecting the insurance industry in general and Captive Insurance Companies in particular, and to promote, support and assist in any lawful manner the implementation of legislation having for its object the Association’s common good or that of Captive Insurance Companies, Captive insurance Company Owners, the general public, and generally to promote and safeguard the common interests of the Members and the general public.

- (f) To assist any Member in obtaining legal advice upon, or the judicial determination of, any question of general importance of interest to Members. Provided that the Association shall not commit any breach of the law relating to maintenance or champerty.
- (g) To arbitrate in any dispute between Members relating to Captive Management issues where it is deemed to be in the interest of the Association.
- (h) To propose, establish, implement and enforce any rules, regulations, bye-laws, professional standards and such codes of conduct for the promotion and safeguard of the interests of the insurance industry and that of Captive Insurance Companies and/or owners.
- (i) To receive and hear complaints, disputes and claims made in relation to Members, to set up or form such committees or bodies that may be appropriate to whom reference may be made of such complaints, disputes and claims and to facilitate the settling of such complaints, disputes and claims by such means as shall be deemed expedient.
- (j) To collate relevant information and data in relation to the Association and its Members, for use by the Association, its Members, the relevant governmental statutory authorities and the general public.
- (k) To employ secretaries, clerks, solicitors, professional persons, servants and others and to pay these persons in return for services rendered to the Association the appropriate remuneration.
- (l) To purchase or otherwise acquire for investment lands, houses, buildings and immovable property of any description or any interest therein.
- (m) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, licenses, rights or privileges which the Council may think necessary or convenient for the purposes of the Association and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Association.
- (n) To mortgage, charge, sell, improve, manage, develop, turn to account, exchange, let on rent, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Association for such consideration as the Council may think fit.

- (o) To borrow or raise or secure the payment of money for the purposes of or in connection with the Association's objects herein.
- (p) To raise monies for the purposes of or in connection with the Association's objects herein and to provide scholarships for its Members and for the purposes of or in connection with the raising of money, to organise fund-raising schemes in the name of the Association.
- (q) To organise conferences or seminars, locally or abroad, for its Members and for the general public in relation to matters pertaining to captive insurance.
- (r) To do all such lawful things as are incidental or necessary to the achievement of the above objects or any of them.

MEMBERSHIP

6. Classes of Membership

The Association shall comprise of Ordinary Members and Associate Members as defined below.

1. Ordinary Membership

Ordinary Membership shall be open only to Corporations who are Captive Insurance Companies; and

- (a) who must maintain such adequate corporate insurances and other protections in such form, extent, limit or quantum and level of excess as stipulated under the Act and the Laws of Singapore;
- (b) who must maintain issued and paid-up capital as required under the Act and comply with other relevant regulations

2. **Associate Membership**

Associate Membership shall be open only to Corporations who have a keen interest or are related to the captive insurance industry and who do not qualify as Ordinary Members under Rule 7.1.

3. Notwithstanding the provisions of Rules 7.1 and 7.2, the Council shall have that absolute discretion to accept or reject any application for membership in the Association without assigning any reason.
4. Any Member may by resolution of its directors authorise its chief executive officer or any other senior officer or such other representative as may be approved in writing by the Council to act.

PROCEDURE FOR MEMBERSHIP APPLICATION

8. A candidate for membership of the Association (the "Candidate") shall submit an application as well as documentary evidence to the Secretary in accordance with the Regulations and procedures which the Association establishes, and, in the case of an application for Ordinary Membership, shall be licensed and supervised by the Monetary Authority of Singapore.
9. When a Candidate has satisfied the Council of its qualification for membership of the Association in accordance with the provisions as set out in this Constitution and has paid the entrance fee and the annual subscription, the Secretary shall then enter the Candidate's name on the Register. Membership shall commence from the day of such registration.

RENEWAL OF MEMBERSHIP

1. **Ordinary Membership** will be renewed annually only upon evidence, verification and submission of the following:-

- (a) Payment evidence for renewal subscription and all other levies due; and
 - (b) Any other document, papers or requirements that the Council may from time to time require or decide.
2. **Associate Membership** will be renewed annually only upon evidence, verification and submission of the following:-
- (a) Payment evidence for renewal subscription and all other levies due; and
 - (b) Any other document, papers or requirements that the Council may from time to time require or decide.

LOSS OF MEMBERSHIP

11. Any membership of the Association shall terminate in the following circumstances: -
- (a) Resignation in writing of any Member to the Secretary.
 - (b) Where any Member's name is deleted from the Register by the votes of no less than two-thirds of the Council Members at a meeting of the Council at which a quorum is present for any of the following reasons:-
 - (i) Failure of a Member to pay the prescribed fees, subscriptions, fines and levies imposed by the Association within two months of the due date;
 - (ii) Cessation on the part of any Ordinary Member to qualify as a Captive Insurance Company by reason that the Ordinary Member has failed to satisfy the requirements under Rules 7.1 or 10.1;
 - (iii) Where a Member go into liquidation whether compulsorily or voluntarily (save for the purposes of reconstruction or amalgamation) or if a receiver be appointed of any part of the Member's undertaking or property or assets or the Member has entered into any arrangement or composition with any of its creditors or becomes insolvent.
 - (iv) Where the Member is expelled from Membership by the Council in the exercise of its disciplinary powers under Rule 34.

DELETION OF MEMBER'S NAME

12. In the event of loss of Membership, the Secretary shall notify that Member's name to the Council and shall immediately delete the relevant name from the Register.

RIGHTS AND DUTIES OF MEMBERS

13. The rights of Members of the Association are as follows:

(a) **Ordinary Members** have the right:-

- (i) to participate through their representatives in general meetings and propound any ideas which are in no way inconsistent with the objects of the Association;
- (ii) to utilize any services that may be provided by the Association;
- (iii) to vote in general meetings; and
- (iv) through their representatives, to stand for election to the Council or sit in any committees formed by the Council.

(b) **Associate Members** have the right:

- (i) to participate through their representatives in general meetings and propound any ideas which are in no way inconsistent with the objects of the Association but shall have no rights to call or vote in general meetings or stand for election through their representatives to the Council or any committees formed by the Council; and
- (ii) to utilize any services that may be provided by the Association;

(c) Employees of Members shall also be entitled:

- (i) to attend any courses on captive insurance and related subjects which may be arranged by the Association; and
- (ii) participate in any social events which may be arranged by the Association.

DUTIES OF MEMBERS

14. Members shall have the following duties:
 - (i) to foster, support and observe the aims of the Association according to the objects set out in Rule 5;
 - (ii) to observe strictly the Rules, Regulations, Codes of Conduct, Bye-laws and Instructions and such legislation supported by the Association affecting the insurance industry in general and captive insurance in particular;
 - (iii) to uphold the prestige of the Association and its Members;
 - (iv) to pay the prescribed fees, subscriptions, levies and fines when due; and
 - (v) to comply with the directions and decisions of the Council made pursuant to the powers conferred on the Council.

COUNCIL OF THE ASSOCIATION

1. The administration and management of the Association shall be entrusted to a Council consisting of the following to be elected at general meetings from the representatives of Members:-
 - (a) President;
 - (b) Vice President;
 - (c) Honorary Secretary;
 - (d) Honorary Treasurer; and
 - (e) Up to 9 Ordinary Councilors
2. Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority of the Members.
3. The Immediate Past President shall, if he is not elected, remain as an additional ex-officio Councilor with the designation of Immediate Past President but he shall not have any voting rights in the deliberations of the Council.

4. The duty of the Council is to organise and supervise the day-to-day activities of the Association. The Council may not act contrary to the expressed wishes of the General Meeting without prior reference to it and always remains subordinate to the General Meetings.

A member of the Council must be gainfully employed by an Ordinary Member, and shall vacate his office in the event that he is not gainfully employed by an Ordinary Member for a period of more than 3 months.

TERM OF OFFICE

1. Save as otherwise provided below or in the transitional provisions herein, the term of office of any Councilor including that of the President, Vice President, Honorary Secretary and Honorary Treasurer shall be two years. The members of the Council shall retire at the Annual General Meeting after serving their term of two years. The General Meeting shall elect new Councilors, President, Vice President, Hon. Secretary, and Hon. Treasurer as and when such positions fall vacant.
2. The retiring Council Members shall have the right to stand for re-election to the Council with the exception of the Honorary Treasurer who shall not be eligible for re-election to the same office for a second consecutive term.

POWER OF COUNCIL TO CO-OPT, RESTRAIN FROM STANDING FOR ELECTION AND COMPEL RESIGNATION AS COUNCIL MEMBER

1. The Council may co-opt additional Council Members in the following circumstances:
 - (a) When there are vacancies on the Council after elections at the Annual General Meeting, by reason of insufficient candidates standing for election, withdrawal of the same or for any reason whatsoever.
 - (b) When a Council Member vacates office, the Council may co-opt a replacement to fill such vacancy.
2. Co-opted members shall have the right to vote at the meetings of the Council and shall be deemed to be members of the Council for a term of 2 years.
3. The Council may, by a three-quarters majority of votes at a meeting of the Council at which a quorum is present, in their absolute discretion and without assigning any reason therefore restrain anyone not acceptable to the Council as a Councilor from standing for election or to compel him to resign as a Member, granted that he has the right of appeal to the general meeting of Members.

COUNCIL MEETINGS

1. Meetings
The Council shall meet not less than once every three months. Meetings shall be called by the President at any time by giving 7 days' notice in writing to the Councilors. The Council shall be at liberty to waive the said notice or agree to a shorter notice by agreement in writing of a majority of the Councilors prior to the said meeting or at the said meeting itself by the decision of a majority of the Councilors present sufficient to constitute a quorum.
2. Quorum
At each meeting of the Council, not less than four of the total number of Councilors shall constitute a quorum.
3. Chairman
The President of the Association shall preside over all meetings of the Council. When the President is unable to attend, the Vice President shall act as Chairman. If both the President and Vice President are unable to attend, the meeting shall elect any Councilor present to preside over the Meeting.
4. Resolutions
Resolutions of the Council shall be decided by a majority of votes except where otherwise provided in this Constitution.
5. Resolutions in writing
A resolution in writing, signed by no less than three-quarters of the Councilors for the time being entitled to receive a notice of a Council meeting, shall be as valid and effectual as if it had been passed at a Council meeting duly convened and held, any such resolution may consist of several documents in like form each signed by one or more Councilors. Such resolutions may be communicated by way of email, facsimile or any other electronic means which the Council may prescribe.

DUTIES OF OFFICE BEARERS

1. The President shall represent the Association in its dealings with matters outside the Association. The Vice-President shall assist the President and deputize for him in his absence.

2. The Honorary Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all General and Council meetings and shall maintain an up-to-date Register at all times.
3. The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and keep an account of all monetary transactions and shall be responsible for their correctness and shall submit to the Council monthly financial statements accompanied by supporting evidence if required. The Treasurer may maintain cash on hand not exceeding S\$500 at any time. Payments other than for regular expenses shall receive prior written approval of the Council.
4. Ordinary Councilors shall assist in the general administration of the Association and perform duties assigned by the Council from time to time.

TERMINATION OF TERM OF OFFICE

20. The office of a Councilor shall be vacated in the event of:-
 - (a) he tendering his resignation subject to approval of the Council;
 - (b) his principal becoming disqualified for membership of the Association according to the provisions of Rules 11 and 12;
 - (c) his being removed from office according to the provisions of Rule 17.2;
 - (d) him ceasing to be the appointed representative of the relevant Member;
 - (e) his being convicted of an offence resulting in a custodial sentence or involving dishonesty;
 - (f) he becoming of unsound mind;
 - (g) he becoming bankrupt or if he makes any arrangement or composition with his creditors; or
 - (h) his being absent from a Council Meeting for three consecutive times with no justifiable reasons.

AUTHORITIES AND DUTIES OF THE COUNCIL

1. The Council shall have authority:
 - (a) to administer and manage the Association;
 - (b) to submit for approval by the Members in general meeting any constitutional amendments as may be deemed desirable;
 - (c) to make Rules, Regulations, Codes of Conduct, Bye-laws and to give Instructions relating to professional conduct, for the inculcation of sound practice, the promotion of the interests of the profession of insurance broking, the prevention of illegal and dishonorable practices and further as far as may be legal, to regulate the conduct of Members;
 - (d) to discipline any Member and impose such penalties as it deems fit in the manner as provided and for the reasons as stated in Rules 34, 35 and 38 (as the case may be);
 - (e) to appoint sub-committees and ad hoc committees to carry out specific work within the jurisdiction of the Council;
 - (f) to delegate any of its functions to any Member(s) and in particular to delegate to a sub-committee or ad hoc committee its function of hearing and investigating any complaint or breach of the Articles, Rules, Regulations, Codes of Conduct and Bye-laws of the Association by any Member and to empower such sub-committee or ad hoc committee to discharge the said function;
 - (g) to consider, accept, or decline any application or re-application for membership of the Association;
 - (h) to consider and authorize any exceptional expenditure from the Association's funds;
 - (i) to call for the payment of additional levies on Members to meet any expenditure of the Association as may be deemed necessary from time to time;
 - (j) to hear any appeals from Members in respect of matters within the jurisdiction of the Council; and
 - (k) to manage the income, funds and property of the Association. No expenditure may be incurred or money paid by or on behalf of the Association without the approval of the Council.

2. In the event of any question or matter pertaining to the day-to-day administration which is not expressly provided for in this Constitution, the Council shall have power to use its own discretion. The decision of the Council shall be final unless it is reversed at a general meeting of the Members.

SUPREME AUTHORITY AND GENERAL

1. The supreme authority of the Association is vested in the general meeting of the Members presided over by the President.
2. An Annual General Meeting shall be held not later than 30 September each year.
3. Calling of Extraordinary General Meeting
 - (a) If for any reason that the Council deems expedient, or if a group of Members not less than 6 in number (not including Associate Members) sign a petition in writing giving reasons for the calling of the meeting to the Secretary, the President shall call an extraordinary general meeting.
 - (b) If the President fails to call a meeting after receiving a Petition from Members according to the provisions of Rule 22.3 above within 15 days counting from the day when the Members' petition has been received, the Members shall have authority to call for an Extraordinary General Meeting themselves.
4.
 - (a) The Council shall serve upon the Members a notice appointing the time for a General Meeting not less than 14 days in advance by post or by insertion of a notice in an English language daily newspaper for not less than two days. The notice appointing the time for a General Meeting shall contain the agenda as well as the date, time and place of the Meeting.
 - (b) The non-receipt of any notice of General Meetings by any Member or person entitled to receive such notice after such notice has been duly sent pursuant to Rule 22.4(a) shall not invalidate any resolution passed, or proceeding had, at any General Meeting.
5. Quorum
For a General Meeting no less than one-third the total number of Ordinary Members represented by their respective representatives shall constitute a quorum.

6. Resolutions
Resolutions of a General Meeting shall be determined by a majority of votes.
7. Lack of Quorum
If within half an hour from the time appointed for a General Meeting a quorum is not present, the Meeting, if convened at the request of the Members, shall be dissolved and in any other case, it shall be postponed, and in such circumstances the Council shall call another General Meeting within 14 days from the day appointed from the first Meeting. If no quorum is present at the later meeting, those present shall be considered a quorum but shall have no power to amend the Constitution.
8. Agenda
The Agenda at the Annual General Meeting shall be as follows: -
 - (a) to approve the minutes of the previous General Meeting;
 - (b) to approve the annual reports of the Council on the operations of the Association during the year;
 - (c) to approve the Accounts (Income and Expenditure and Balance Sheet) of the last financial year;
 - (d) to elect new Councilors and office bearers when the term of the office ends. ;
 - (e) to elect an Honorary Auditor from the representatives of the Membership of the Association for the year;
 - (f) any other matters provided prior notice has been received by the Secretary at least 7 days before the date of the Annual General Meeting.

VOTES OF MEMBERS

1. The representative of an Ordinary Member shall be entitled to one vote as proxy for his or her principal.
2. Such an Ordinary Member shall be duly registered, and have paid all subscription and any other sums due and payable to the Association in respect of its membership and shall be entitled to vote on any question at any General Meeting.

3. Voting shall be performed by either of the following methods:
 - (a) open ballot by show of representatives' hands; or
 - (b) secret ballot by writing a card or other method, to be used only at the request of not less than one half of the Ordinary Members' representatives present at the Meeting.
4. An Ordinary Member's representative shall be barred from voting in any disciplinary action or matter that may be arbitrary or in which he has personal interest, except voting for electing the Council.

MINUTES OF MEETINGS

24. The Minutes of meetings of the Council, General Meetings and Sub-Committee Meetings shall all be recorded in English and shall be submitted for approval at the next Meeting.

FINANCE OF THE ASSOCIATION

25. Income of the Association

The Association shall obtain income from the following sources:

- (a) entrance fees and Member's annual subscription;
 - (b) charges for services as provided by the Association;
 - (c) donations;
 - (d) interest from investments and properties of the Association;
 - (e) levies as may be prescribed by the Council; and
 - (f) fines as imposed on errant Members, the amount of such fines to be decided by the Council.
26. Entrance Fees and Subscriptions

The Council shall determine the rates of membership dues, i.e. the entrance fees and subscription, as it sees fit, and shall serve advice in writing upon all Members of the entrance fee and the subscription which may be modified according to the resolution of

the majority of the Members in General Meetings.

27. Remittances of Subscriptions

A Member shall remit subscriptions yearly payable in full on 1st of July. A new Member shall pay one-half of the yearly subscription when they apply for membership after 1st of January.

28. For services provided by the Association, the Council may lay down instructions or regulations on collection of fees or costs of services as it sees fit and the Members shall pay such fees and/or costs before using the services.

29. The Council shall deposit the funds of the Association in a Commercial Bank in the name of the Association. All cheques shall bear the signatures of the President or the Vice President and that of the Treasurer.

30. A Balance Sheet shall be prepared annually and certified by the Honorary Auditor not later than the 31st day of August of each year.

31. The financial year of the Association shall end on the 30th of June.

AUTHORITY OF HONORARY AUDITORS

32. The Honorary Auditor shall be responsible for examination of the Accounts (Income and Expenditure and Balance Sheet) and shall have authority to inspect the accounting records and financial documents of the Association and shall have the right to make enquiries of any of the Councillors as well as those who are in charge of such accounting records and financial documents.

33. The Honorary Auditor may not be elected from the Council and shall not be eligible for re-election.

DISCIPLINARY MATTERS AND PROCEDURE

Disciplinary Powers

1. The Council shall have the power to discipline a Member in any one or more of the following ways:-

(a) By reprimanding a Member;

(b) By imposing a fine which shall not exceed the sum of \$10,000 for each offence or

breach of this Constitution, the Rules, Regulations, Codes of Conduct, Bye-laws or Instruction committed by the Member;

- (c) By suspending a Member from exercising any rights or privileges of membership of the Association for such period or on such conditions as the Council may determine;
 - (d) By expelling a Member from the Association; or
 - (e) By any other way or method or manner as the Council may from time to time provide under the Rules and Regulations.
2. The Council shall also have the absolute power and discretion to suspend a Member for a temporary period of time from exercising all rights and privileges of membership of the Association pending an inquiry as hereinafter provided or pending the decision of the Council after such an inquiry.
3. In the event that a complaint is made by one Member against another Member whereby an inquiry is conducted, the Council shall in its absolute discretion be empowered to impose and apportion the costs of the inquiry and such other proceedings as it deems fit. Should a complaint be made by a member of the public as against a Member resulting in an inquiry being conducted, the Council shall in its absolute discretion be empowered to impose the costs of the inquiry and such other proceedings on the Member concerned.

Reasons for Disciplinary Action

35. The Council may exercise its disciplinary powers for one or more of the following reasons:-
- (a) where a Member (whether through its representatives, officers or staff in the performance of his duties to the Member) has conducted itself in such a manner which in the opinion of the Council or the Disciplinary Committee is derogatory to the dignity of or injurious or prejudicial to the reputation or interests of the Association;
 - (b) Where a Member is in any way connected with any occupation or business which in the opinion of the Council or the Disciplinary Committee (as defined below) is inconsistent with the continued membership of the Member in the Association;

- (c) Where a Member has failed to comply with any of the Rules, Regulations, Codes of Conduct, Bye-laws or Instructions of the Association;
- (d) Where a Member (where appropriate) uses any professional designation or initials to which it is not entitled; and
- (e) Where a Member has committed an offence under the Companies Act (Cap. 50) or any other laws of Singapore or elsewhere in relation to fraudulent practices of the Member or its officers.

Disciplinary Committee

1. The Council shall from time to time appoint:-
 - (a) two representatives from the Ordinary Members;
 - (b) Three Councillors;to form ad hoc committees which shall be referred to as the "Disciplinary Committee".
2. The Disciplinary Committee shall be chaired by the Council Member. If the Chairman is unable to attend or chair the meeting, the meeting shall elect any member of the Disciplinary Committee present to preside over the meeting.
3. The Council shall refer all breaches of and non-compliance of Members with the Rules, Codes of Conduct, Regulations, Bye-laws and Instructions, all matters of professional conduct and all written complaints and applications made to the Association with respect to any Member for the hearing and consideration of the Disciplinary Committee and the Disciplinary Committee shall hear and investigate matters pertaining to the conduct of the Members.
4. In the event of an appeal to the Council against the decision or recommendation of the Disciplinary Committee, the Chairman of the Disciplinary Committee, being a Council Member shall not sit as a member of the Council during the hearing and consideration of the appeal.
5. At each meeting of the Disciplinary Committee, not less than four members (including the appointed Councillor) of the Disciplinary Committee shall constitute a quorum.
6. A Member's representative shall be barred from being a member of the Disciplinary Committee hearing a matter in which he or the Member who nominated him has an interest.

7. All decisions and recommendations made by the Disciplinary Committee shall be by way of a majority of votes of Members present at the meeting of the Disciplinary Committee.

Disciplinary Procedures

1. Upon reference of any matter from the Council, should the Disciplinary Committee, after a preliminary investigation, find no reason to proceed further in the matter, the Disciplinary Committee shall dismiss the reference. If however, the Disciplinary Committee shall be satisfied that a prima facie case for inquiry exists, the Disciplinary Committee may hold or order an inquiry into the conduct of a Member. A Notice of Complaint as hereinafter provided signed by the Secretary shall be served upon the Member concerned.
2. The Member concerned shall be entitled to appear before the Disciplinary Committee to rebut or explain the matters to which Complaint is made either personally or in writing provided that the Member serves on the Secretary the Notice of Intention to Appear or a Reply prescribed under Rule 37.3. The Member is not entitled to be represented by counsel or solicitor at any hearing before the Disciplinary Committee.
3. Within fourteen days of the service upon the Member concerned of a Notice of Complaint the Member may deliver by hand or by registered post to the Secretary either a Notice of Intention to Appear or a Reply to the Complaint or both.
4. If the Secretary fails to receive such a Notice of Intention to Appear or a Reply the Disciplinary Committee may consider and act upon the Complaint without further reference to the Member.
5. Any Notice of Complaint sent pursuant to Rule 37.1 shall be sent by registered post to the last known address of the Member concerned shall be deemed to have been received by the Member within 72 hours of posting. The Notice of Complaint need not be drafted in or contain any formal or legal language or be in any particular form and shall be sufficient as long as it contains short particulars of the Complaint and state the date, time and place of the meeting at which the Complaint will be considered. It will call upon the Member to rebut or explain the matter of which Complaint is made either in writing or personally or both, and notify the Member that a Reply or Notice of Intention to Appear must be received by the Secretary within fourteen days of the service of the said Notice upon the Member, and of the right of the Disciplinary Committee to proceed in the absence of the Member.
6. The Disciplinary Committee shall have power to extend the time within which a Reply or Notice of Intention to Appear must be made and to alter the date of the meeting, adequate notice of such alteration being given to the Member concerned.

Decision of the Disciplinary Committee

1. At the meeting of the Disciplinary Committee to consider the complaint, the Disciplinary Committee may:
 - (a) dismiss the charge against the Member concerned; or
 - (b) recommend to the Council any of the following courses of action against the Member concerned: -
 - (i) to reprimand a Member and warn the Member not to repeat or continue the conduct on which the complaint was founded; or
 - (ii) to impose a fine on the Member; or
 - (iii) to suspend a Member from exercising any rights or privileges of membership of the Association for such period or on such conditions as recommended by the Disciplinary Committee; or
 - (iv) to expel a Member from the Association.
2. The Disciplinary Committee shall report to the Council its factual findings and any decision or recommendation made in respect of the matter referred to the Disciplinary Committee.
3. The meeting of the Council shall be convened as soon as possible upon receipt of the report from the Disciplinary Committee for the consideration of the report, at which meeting the Council shall, by way of a majority of votes of Councillors present at the meeting and sufficient to constitute a quorum, exercise the disciplinary powers as conferred in Rule 34 based on such recommendation of the Disciplinary Committee.
4. A notice of the decision of the Council based on such recommendation of the Disciplinary Committee and the effect thereof shall be sent by the Secretary to the Member concerned.
5. In the event that a majority is not obtained, the Council shall then order a further inquiry into the matter which further inquiry shall be conducted by the Council in the same manner and procedure as that provided hereinafter for an appeal by the Member. No further appeal from the decision of the Council made at this inquiry shall be allowed.

APPEALS

1. Any Member subject to the decision of Council made under Rule 38.4 or whose membership has been terminated for any of the reasons stated under Rule 11 may appeal to the Council.
2. The appeal shall be in writing and addressed to the Council and shall not contain any disrespectful or improper language and shall be complete in itself.
3. No appeal under Rule 39.1 shall be entertained by the Council unless it is received within a period of one (1) month from the date on which the intending appellant receives a copy of the Council's decision or within a period of one (1) month from the date on which the Member concerned receives notice of the termination of Membership for the reasons as stated in Rule 11(b).
4. Notwithstanding Rule 39.3, the Council may decide to entertain the appeal after the expiry of the said period if it is notified that the intending appellant has reasonable or sufficient cause for not submitting the appeal in time.

Consideration of the Appeal

1. Where an appeal has been received under the provisions herein provided, the Council shall consider all circumstances of the case and make such decision as it deems fit after the appellant has been given a reasonable opportunity of presenting its case either in person or by written submissions.
2. A Member shall be entitled at its or his/her own expense to be represented by counsel or solicitor at any hearing of the appeal before the Council provided that notification of such representation is given to the Council not less than fourteen (14) days before the hearing and the Council shall then be entitled to have counsel or solicitor present at the hearing to advise it.
3. The Council shall decide, at its discretion, on the manner, mode, process and times of the proposed appeal including the examination of witnesses, if any.
4. A notice of the decision of the Council arrived at by way of a majority of votes of Council Members present at the hearing of the appeal and the effect thereof shall be sent by the Secretary to the Member concerned.
5. The quorum of the Council for purposes of any meeting or hearing relating to the appeal shall be the same as that required for ordinary meetings under Rule 18.2.

RESIGNATION, SUSPENSION & EXPULSION

Resignation of Member

1. Any Member intending to resign from the Association shall give notice of his intention to do so in writing to be received by the Secretary provided always that the resignation of any Member shall not affect any liability already incurred by that Member to the Association in respect of arrears of subscriptions or otherwise prior to the date of resignation.
2. No Member shall be entitled to resign from the Association after the Member has been notified of the commencement of any disciplinary proceedings against him under the provisions herein until such proceedings have been concluded.
3. The Council shall be entitled to proceed with the expulsion of a Member under these provisions and if necessary to publish a notice of such expulsion, notwithstanding the resignation or purported resignation of such Member.

Suspended Members

1. A suspended Member shall cease to be entitled to any rights and privileges of membership of the Association or such rights and privileges of membership as determined by the Council with effect from the date of suspension but shall remain subject to this Constitution, the Rules, Regulations, Codes of Conduct, Byelaws and Instructions of the Association.
2. During the period of suspension and subject to the conditions of suspension as imposed by the Council, the suspended Member shall be required to make all the necessary arrangements with its insurers and clients in respect of matters which shall or may be affected by its suspension which arrangements shall be made known forthwith to the Council. Should the Member concerned fail, refuse or neglect to make the necessary arrangements, the Council shall be entitled but not obligated to make the said arrangements on behalf of the suspended Member in such manner as it deems fit.

Expelled Members

43. Where a Member is expelled, the Member shall cease to be entitled to any rights and privileges of Membership with effect from the date of expulsion. The name of the expelled Member shall be deleted from the Register, and the Member shall thereupon cease for all purposes to be a Member. The Member shall not use any designation or description of the Association implying membership or former membership of the Association and shall immediately return any identification of membership.

REINSTATEMENT/ RE-APPLICATION

1. A Member who has been suspended shall be automatically reinstated at the expiration of the period of suspension.
2. A Member, whose name has been deleted from the Register under Rule 11(b) either unconditionally or upon such terms as to payment of arrears of subscription or such other sums in lieu of subscription or as to the provision of such evidence and certification as required by the Association to indicate qualification for Membership, may reapply for Membership of the Association after a period of one year from the date of termination.
3. A Member expelled from the Association may re-apply for membership of the Association after a period of three years from the date of the expulsion.
4. Every re-application for membership shall be made in the same manner as that prescribed for the application of admission of Members. Re-applications submitted by expelled Members may be referred by the Council to the Disciplinary Committee for investigation and report.
5. The Council shall, in its absolute discretion, have the power by resolution passed by a majority of the Council Members present and voting to:
 - (a) re-admit any Member whose name has been deleted from the Register under Rule 11(b) before the period of one year under Rule 44.2 has expired.
 - (b) shorten any suspension period before the expiry of the said period, and
 - (c) re-admit any expelled Members.

EXEMPTION FROM LIABILITY

1. No suit or other legal proceedings shall lie against the Association, the Council Members, the Disciplinary Committee Members or any other person nominated, appointed or employed in connection with the administration, implementation and enforcement of the Rules, Regulations, Codes of Conduct, By-laws and Instructions for any act done in good faith in the performance or intended performance of any duty or in the exercise of any power herein, or for any neglect or default in the performance or exercise in good faith of such duty or power.

2. The Association, any Councilor, the Disciplinary Committee Members and every other person nominated, appointed or employed in connection with the administration, implementation and enforcement of the Rules, Regulations, Codes of Conduct, By-laws and Instructions shall not be liable to any action for defamation at the suit of any person in respect of any statement made in the course of or in discharge of its or his/her functions or duties herein whether the statements were made orally or in writing.
3. Each Councilor, agent, auditor and other officer for the time being of the Association shall be indemnified by the Association against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by a court in respect of any negligence, default, breach of duty or breach of trust in connection with his responsibilities as an officer of the Association.

TRUSTEES

1. The immovable property of the Association (including all leasehold property) and any other property or investments deemed appropriate by the Council, shall be vested either in a limited liability company or in a trustee company, or in the name of natural trustees subject to a declaration of trust. Natural trustees of the Association, shall (a) not be more than four nor less than two in number; (b) be elected by a General Meeting of Members. No sale or mortgage of any property held in trust shall be effected without the prior approval of the General Meeting of the Members. No company other than a trustee company registered pursuant to the Trust Companies Act (Cap. 336), shall be appointed to hold in trust any property of the Association without the prior approval of the General Meeting of members.
2. The office of a natural trustee shall be vacated if (a) the trustee dies or becomes a lunatic or of unsound mind; (b) he is absent from Singapore for a period of more than 1 year; (c) he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee; or (d) he submits notice of resignation from his trusteeship. Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Association's premises at least 2 weeks before the general meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.
3. The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

VISITORS AND GUESTS

47. Visitors and guests may be admitted into the premises of the Association but they shall not be admitted into the privileges of the Association. All visitors and guests shall abide by the Rules and Regulations.

NOTICES

1. A notice may be given by the Association to any Member either personally or by sending it by post to its registered address. When a notice is sent by post, it shall be deemed to have been served 2 days after the date of posting of such notice.
2. Notice of every General Meeting shall be given in the same manner hereinafter authorised to (a) every Member; and (b) the auditors for the time being of the Association. No other person shall be entitled to receive notices of General Meeting.

MISCELLANEOUS

1. Gambling of any kind is forbidden on the Association's premises, if any, or meeting place. The introduction of materials for gambling or drug taking and of bad character therein is prohibited.
2. The funds of the Association shall not be used for payment of fines of members who have been convicted in Court.
3. The Association shall not attempt to restrict or in any other manner interfere with trade or prices or engage in any Trade Union activity as defined in any written law relating to Trade Unions for the time being in force in the Republic of Singapore.
4. The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association or its office-bearers, Council or Members unless with the prior approval of the relevant authorities.
5. The Association shall not, in contradiction with the laws of Singapore, attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with the Members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or service which adversely affects consumer interests.

6. The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
7. The Association shall not raise funds from the public for whatever purposes without the prior written approval of the Head, Licensing Division, Singapore Police Force and other relevant authorities.

AMENDMENTS TO CONSTITUTION

50. Alterations, amendments, and deletion of, or addition to this Constitution shall be made only by a majority of not less than two-thirds of the Members present and voting at a General Meeting and they shall not come into force without the prior approval of the Registrar of Societies.

DISSOLUTION

1. The Association shall not be dissolved except with the consent of not less than $\frac{3}{5}$ of the Members of the Association for the time expressed, either in person or by proxy at a General Meeting convened for the purpose.
2. In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be divided equally amongst the subscribing Members.
3. Notice of dissolution shall be given within seven days of such dissolution to the Registrar of Societies.

DISPUTES

52. In the event of any dispute arising amongst Members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the Members fail to resolve the matter, they may bring the matter to a court of law for settlement.