

CONSTITUTION AND BY- LAWS OF THE ASSOCIATION OF INSURERS AND REINSURERS OF DEVELOPING COUNTRIES

ARTICLE I **NAME AND LOCATION**

- Section 1 : An association of Insurers and Reinsurers of developing Countries is hereby constituted and established.
- Section 2 : The headquarters of the Association shall be situated in the same location as the Permanent General Secretariat.
- Section 3 : The Permanent General Secretariat of the Association shall be the Insurance Institute for Asia and the Pacific, Inc. located in Manila, Philippines

ARTICLE II **ORGANIZATION POLICY**

- Section 1 : The association is to develop and expand international collaboration and cooperation in the fields of insurance and reinsurance of every type and shall be a non-political, non-government, non-religious, and non-profit making organization.

ARTICLE III **OBJECTIVES**

- Section 1 : The association shall have as objectives to strengthen the insurance market in developing countries and to foster inter-regional cooperation within the insurance industry.

To that end the Association shall:

- a) Cooperate in the establishment and promotion of permanent contacts among members.
- b) Help in gathering, processing and exchange of statistical data and of all kinds of information and experience relating to the insurance industry.
- c) Develop a program of insurance education and research on common problems of the insurance market presented by its members.
- d) Implement concrete means of technical cooperation.
- e) Encourage the development of reinsurance relations amongst developing countries or areas.
- f) Cooperate with public and private entities and with Association and regional organizations devoted to the promotion of insurance industry different areas of the world.

ARTICLE IV **MEMBERSHIP**

- Section 1 : There shall be four categories of membership as follows:
- a) **FULL MEMBERS:** Insurance or Reinsurance entities domestically incorporated and owned by nations, bodies and/or organizations of developing countries or areas.
 - b) **ASSOCIATE MEMBERS:** Other related insurance organizations such as companies, broker(s), national association(s), research or training institute licensed or registered in any developing country or area.

- c) CORRESPONDENT MEMBERS: Any other insurance or reinsurance entity whose membership would contribute to promote the objectives of the Association.
- d) Honorary members:
 - 1) One representative from each developing country's or area's supervisory and/or regulatory insurance authority.
 - 2) Individuals who have distinguished themselves in any field insurance or reinsurance.

Section 2 : Application for Full, Associate or Correspondent membership shall considered and acted upon by the Executive Board.

Section 3 : All members shall have the right to attend and participate in general Meetings, but only full members shall be entitled to vote. Members shall be represented by their official designated individual representatives.

ARTICLE V
GENERAL MEETINGS

Section 1 : The Association shall hold a General Meeting at least once every two (2) years or as decided by the Executive Board. The Association shall likewise hold a General Conference once every two years to coincide with one of its General Meetings in the country previously selected. General Meetings is open to the Association members only; General Conferences are open to all members and observers.

Section 2 : A General Meeting shall have the power:

- a) to amend any article or articles of these Constitution and By-laws;

- b) to formulate policies and objectives in furtherance or in pursuance of Article II of these constitution and By-laws;
- c) to admit Honorary members as indicated in Article IV, Section I, Sub-Section (d), and 2;
- d) to elect the members of the Executive Board;
- e) to ratify any act or acts of the Executive Board;
- f) to approve or reject the annual accounts submitted by the Treasurer;
- g) to appoint an auditor and fix his remuneration;
- h) to terminate membership of the Association in the event of non-compliance with Article VIII, Section I, by any member, or, in the event of any member acting in such a way which is incompatible with the objectives of the Association;
- i) to dissolve the Association; and
- j) to decide on any other matter referred to a General Meeting by the Executive Board.

Section 3 : Every member shall have the right to attend and participate in the discussions at a General Meeting of the Association. However, only Full members in good standing shall be entitled to vote on any matter, including elections.

Section 4 : Fifty one (51%) percent, of all Full Members plus one shall constitute a quorum in any general or special meeting and the affirmative vote a majority of the Full Members, present or represented by a written proxy, shall be necessary for all decisions of the General Meeting, except to amend this Constitution and By-laws and to dissolve the Association. Unless otherwise determined at a General Meeting, voting at any General Meeting shall be by a show of hands. Special

meetings may be called by the Executive Board at the recommendation of the Secretary General.

- Section 5 : The person presiding shall not vote upon any question which is to be decided by the vote of a majority of the Full Members present or represented, unless the votes cast are equally divided in which case he shall have a casting vote.

ARTICLE VI **THE EXECUTIVE BOARD**

- Section 1 : Except as otherwise provided in these Articles and by-laws, the management of the affairs of the Association shall be vested in the Executive Board which shall consist of fifteen (15) representatives of Full Members elected for a term of two (2) years by a General Meeting from among the Full Members, authorized to vote pursuant to Section 3, Article V. Such members shall be elected so as to represent the various geographical areas. No more than one representative of Full Members of the same country shall be elected to the Executive Board.

- Section 2 : The Executive Board shall have the power:
- a) to establish and maintain a Conference Secretariat at the next Conference site.
 - b) to nominate, appoint, suspend, or terminate the services of any staff in such terms and conditions as it may in its opinion be necessary and expedient to efficiently carry out its duties and functions.
 - c) to create special organization units within the Association as may be necessary to implement the resolutions adopted in the General Meetings, and to empower said units to carry out the purposes for which they are created.

- Section 3 : The members of the Executive Board shall elect from among themselves a President, Vice-President, Treasurer and appoint the Secretary General of the Association. The Secretary General shall also perform the functions of Secretary General of the Executive Board.

- Section 4 : The officers and Members of the Executive Board shall hold office from the adjournment of the General Meeting at which they are elected until the adjournment of the next General Meeting or until their successors have been elected.

- Section 5 : The Executive Board shall meet at least once a year at a time and place to be determined by the President.

- Section 6 : Five (5) Members of the Executive Board represented in person or by proxy shall constitute a quorum. All decisions of the Board shall require a majority vote of the members present.

- Section 7 : Any person from the original founders or organizer of the Association may be granted the title of Honorary President by resolution during a General Meeting of the Association. The Honorary President shall be invited to attend Executive Board Meetings to provide advice and guidance to the Board for continuity of its policies and directions. The Honorary President sits in the Board Meetings in an Ex-Officio capacity and does not have the power to vote.

ARTICLE VII **OFFICERS**

- Section 1 : The President shall be the Chief Executive of the Association and shall preside at General Meetings and at meeting of the Executive Board.

- Section 2 : Subject to the directions of the Executive Board, the Vice President shall carry out such duties and functions as may be delegated to him by the President or assigned to him by the Executive Board, and shall

act as a President in the absence or in the event of incapacity of the President.

Section 3 : Subject to the directions of the Executive Board, the Secretary General shall be responsible for implementation of the resolutions approved in the General Meeting. He shall also be responsible for the general supervision of the Permanent General Secretariat and in particular for administrative matters connected with membership, and for the preparation, custody and control of the Minutes and Records of General and Executive Board Meetings.

Section 4 : Subject to the directions of the Executive Board, the Treasurer shall be responsible for the financial affairs of the Association and in particular for matters relating to members' fees. It shall be his duty to submit to each General Meeting audited accounts and balance sheets relating to the financial affairs of the Association for and in respect of years ending not earlier than four (4) calendar months prior to the General Meeting to which such accounts and balance sheets are to be submitted.

ARTICLE VIII **FINANCES**

Section 1 : The annual membership fee shall be US\$200 for Full Members and US\$150 for Associate and Correspondent Members, to cover the period from January to December. The Associate and Correspondent members shall also pay such dues and assessments as shall be fixed by the Executive Board. Such fees shall be paid to the Permanent Secretariat within three (3) months after they become due to maintain the membership in good standing.

Section 2 : Other voluntary contributions may also be accepted by the Association. An amount shall be appropriated after General Conference as contribution for general expenses of the Secretariat and to fund the implementation of the projects and resolutions passed.

Section 3 : The Association may not incur any debt or other obligation except commitments to pay expenses for the holding of meetings and conferences, for administration and other operating activities authorized by the Executive Board.

Section 4 : The Executive Board may authorize the disbursement of funds pursuant to an annual budget duly approved by the Executive Board. Actual disbursement by the Secretariat shall be made upon approval and signature of the Secretary General.

ARTICLE IX **GENERAL CONFERENCE**

Section 1 : General Conference shall be held under the auspices of the Association at or about the same time and in the same country as that in which a General Meeting is held for the purpose of considering matters pertaining to insurance and reinsurance and other related matters directly or indirectly are of interest to members of the Association.

Section 2 : The Agenda for a General Conference shall be drawn up by the Executive Board.

Section 3 : A General Conference may be attended by Members and observers.

ARTICLE X **AMENDMENT AND DISSOLUTION**

Section 1 : Any part of these Articles and By-laws may be amended at a General Meeting upon a two-third (2/3) vote of all Full Members present or represented by written proxy.

Section 2 : This Association may be dissolved at a General Meeting upon a two-thirds (2/3) vote of all Full Members.

ARTICLE XI **INTERPRETATION**

Unless the context implies otherwise, "Developing Country or Area" means one, which in the opinion of a General Meeting is in the process of comparatively early economic growth.

"Board" means the Executive Board constituted under Article V.

"Observer" means any person other than a Member attending a General Conference.

"Staff" means persons appointed to the Conference Secretariat established under Article VI, Section 2, (a).