

No. 17497

17497  
CIN 2416199

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

THE LIVERPOOL UNDERWRITERS' AND MARITIME ASSOCIATION

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**MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

(adopted by Special Resolution dated  
*24TH MAY* 1999)

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**THE COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**

**OF**

**THE LIVERPOOL UNDERWRITERS' AND MARITIME ASSOCIATION**

1. The name of the Association is "The Liverpool Underwriters' and Maritime Association".
2. The Registered Office of the Association will be in England.
3. The objects for which the Association is established are:-
  - (a) To promote Liverpool and its environs as a centre of excellence for the purposes of undertaking marine insurance business and for servicing the marine industry.
  - (b) To procure and furnish to the Members of the Association and others intelligence and information with respect to shipping and shipping matters, or any other matters which are or may be of interest to Underwriters and those servicing the marine industry PROVIDED ALWAYS only A Members as described in the Articles of Association will be entitled to receive notices, minutes and memoranda of discussions of the Institute of London Underwriters or of the London Underwriting Centre or similar or like organisations.
  - (c) To purchase, take or lease, or otherwise acquire any lands or buildings, rights or privileges necessary or convenient for the objects of the Association, and such lands or buildings or any part thereof to resell or lease or otherwise dispose of the same.
  - (d) To promote or oppose legislation and other measures affecting the interests of Underwriters, and those servicing the marine industry in Liverpool and for those purposes to petition Parliament, and take other steps and proceedings as may be considered expedient.
  - (e) To become a member of, or to subscribe to any other association, whether incorporated or not, having objects altogether or in part similar to those of the

Association. or having for its object or one of its objects the saving of life or property at sea.

- (f) To investigate by all lawful means frauds practised or attempted or intended to be practised with respect to vessel or their cargoes or freight, or in relation to any marine insurance thereon, or the wrongfully converting or disposing of or dealing with derelict property, and to take or facilitate proceedings for the punishment of persons guilty of or concerned in such frauds or wrongful acts.
  - (g) To do all such other lawful things as are incidental or conducive to the attainment of the above mentioned objects, or any of them, and generally to protect and advance the interests of marine and non-marine Underwriters and Insurers and to assist and to promote those serving the marine industry in Liverpool.
- 4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise, by way of profit, to the Members of the Association PROVIDED ALWAYS that nothing herein contained shall prevent the payment in good faith of remuneration to any officers, agents or servants of the Association, or to any Member of the Association, or other person, in return for any services actually rendered to the Association or in respect of any money expended on behalf of the Association in providing services to the Association including but not limited to costs of travel, accommodation and sustenance.
  - 5. The fourth paragraph of this Memorandum is a condition on which a licence was and is granted by the Board of Trade to the Association in pursuance of Section 23 of the Companies Act 1867.
  - 6. If any Member of the Association pays or receives any dividend bonus or other profit in the contravention of the terms of the fourth paragraph of this Memorandum his liability shall be unlimited.
  - 7. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member or within one year thereafter, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding

up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £10, or in case of his liability becoming unlimited, such other amount as may be required, in pursuance of the last preceding paragraph of this Memorandum.

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

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Name	Address	Description of Subscriber
Christopher Bridge Vallance	K Exchange Buildings, in the City of Liverpool	Underwriter
Robert Norris Dale	A Exchange Buildings, in the City of Liverpool	Underwriter
John Sandeman Allen	Liverpool and London Chambers, in the City of Liverpool	Underwriter
Philip Henry Rathbone	Liverpool and London Chambers, in the City of Liverpool	Underwriter
Henry Lenton	Brown's Buildings, in the City of Liverpool	Underwriter
William Hope	K Exchange Buildings, in the City of Liverpool	Underwriter
Henry Thomas Wallace	G Exchange Buildings, in the City of Liverpool	Underwriter

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Dated this 2 day of November 1882

Witness to the above signatures of Christopher Bridge Vallance, Robert Norris Dale, John Sandeman Allen, Philip Henry Rathbone, Henry Lenton, William Hope and Henry Thomas Wallace.

Alfred Bright  
Solicitor  
Liverpool

No. 17497

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

THE LIVERPOOL UNDERWRITERS AND MARITIME ASSOCIATION

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**ARTICLES OF ASSOCIATION  
OF THE LIVERPOOL  
UNDERWRITERS' AND  
MARITIME ASSOCIATION**

(adopted by Special Resolution  
dated *24th May* 1999)

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**THE COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**

**OF**

**THE LIVERPOOL UNDERWRITERS' AND MARITIME ASSOCIATION**

So far as not inconsistent with the Express Articles of Association articles 1 to 68 below and so far as applicable these Articles incorporate Table A in Schedule to Companies (Table A to F) Regulations 1985 (S1 1985.805) as amended by Companies (Table A to F) Regulation 1985 (S1 1985 No 1052)

**INTERPRETATION**

1. In these Articles save where the context otherwise requires:

- (a) **"Environs of Liverpool"** means a radius of 20 miles from the Liverpool Liver Building or Pier Head Liverpool.
- (b) **"The Act"** means the Companies Act 1985 and any statutory modification re-enactment or replacement thereof and reference to any particular provision of the Act shall be deemed to be a reference to such provision as from time to time modified re-enacted or replaced as aforesaid.
- (c) **"The Association"** means The Liverpool Underwriters and Maritime Association.
- (d) **"Member"** means Member of the Association and includes A Members, B Members, and C Members but not D Members.
- (e) **"Membership"** includes A Members, B Members and C Members but not D Members.
- (f) **"The Committee"** means the Committee for the time being of the Association.
- (g) **"Committee Man"** means a Member of the Committee.



- (h) **"Chairman," "Deputy Chairman" and "Secretary"** means those respective officers for the time being of the Association and in the case of the Secretary means any person appointed to perform the duties of the Secretary of the Association.
- (i) **"The Seal"** means the Common Seal of the Association.
- (j) **"The Office"** means the Registered Office for the time being of the Association.
- (k) Expressions referring to writing shall be construed as including reference to printing, lithography, photography and other modes of representing or producing words in a visible form.
- (l) Words or expressions contained in these Articles shall bear the same meaning as in the Act.
- (m) Masculine includes feminine.
- (n) Plural includes singular and vice versa.

The Index to these Articles shall not be taken as part thereof or in any manner affect the interpretation or construction thereof.

## **MEMBERSHIP**

### **2. Membership Unlimited**

For the purposes of registration the number of Members of the Association shall be declared to be unlimited.

### **3. Who May be Members**

- 3.1 The Association shall consist of A Members, B Members and C Members. Separate registers of A Members, B Members and C Members shall be kept.
- 3.2 The A Members and D Members shall be the persons shown by the present register of Members of the Association to be Ordinary Members or Honorary Members respectively, together with such persons as shall hereafter be admitted to the Association as A Members or D Members in accordance with these Articles.

- 3.3 The B Members shall be the persons shown by the present register of Members of the Association to be Associate Members, together with such persons as shall hereafter be admitted to the Association as B Members in accordance with these Articles.
- 3.4 The voting rights of A Members and B Members shall be as provided by Article 25 hereof.
- 3.5 The D Members shall be the persons shown by the present register of Members of the Association to be Honorary Members together with such persons as shall be admitted to the Association as D Members in accordance with these Articles.

4. **Qualification for Election as A Member or B Member**

- 4.1 Any person shall be qualified for election as an A Member who is an employee of an insurance company or Lloyds agency offering directly or indirectly insurance of Marine business in the environs of Liverpool or is a person who carries on in the Environs of Liverpool alone or in partnership or as an employee of a company or a partner in a firm the insurance of Marine risks under a binding authority given to that person firm or company by an insurance company or Lloyds agency PROVIDED ALWAYS that in the case of a company or firm such person is expressly approved for election by that company or firm; and
- 4.2 A person shall be qualified for election as a B Member if he carries on in Liverpool either alone or in partnership or as an employee of a partnership or a company which has offices within the Environs of Liverpool and offers services to those qualified for election as A Members including but not limited to brokers, solicitors and marine surveyors.
- 4.3 The Committee from time to time shall by a majority vote in respect thereof have power from time to time and of their own motion to elect as C Members any persons whom in the opinion of the said majority of the Committee it is desirable in the interests of the Association to admit as a C Member. C Members shall not be eligible as Committee Men and shall not be entitled to vote at General Meetings of the Association but shall in all other respects be entitled to the same rights and subject to the same liabilities as other Members.

- 4.4 The Committee from time to time shall by a unanimous vote in respect thereof have power from time to time and of their own motion to elect as D Members any persons who in the opinion of the said unanimity of the Committee have made an outstanding contribution towards or in respect of the aims and objectives of the Association.

5.

- 5.1 Every person qualified as aforesaid for and desirous of election as an A or B Member of the Association ("the Applicant") shall make application in writing to the Chairman in such form as the Committee acting by simple majority shall from time to time prescribe.
- 5.2 Such Applications as are referred to in Article 5.1 hereof are to be signed by the Applicant.
- 5.3 Where the qualification for Membership is made or held upon a position held by the Applicant in a company partnership or firm the application shall be endorsed in such manner as the Committee acting by simple majority shall prescribe to indicate the application is submitted with the authority and approval of such partnership or firm.
- 5.4 Every such application as is previously referred to in this Article 5 shall be submitted to the Committee who shall proceed to an Election thereon by ballot. For the purposes of such Election and ballot the quorum of the Committee (notwithstanding and without prejudice in other respects to the provisions of Article 43) shall be two thirds of the total number of Committee Men for the time being in office and if such total number is not exactly divisible by three any resultant fraction shall be counted as a whole number. The result of such ballot shall be decided by a simple majority of the votes of those present and voting. The decision of the Committee on such vote shall be in the sole discretion of the Committee from time to time in office. The Applicant duly elected shall be admitted to Membership and shall be deemed to become a Member as on the date of such ballot. If as the result of such ballot any such application is rejected the Committee shall not be required to assign any reason for such rejection.

**6. Membership Rights Personal**

The rights and privileges of Membership shall be personal to each Member and incapable of transfer by act of such Member or by operation of Law and shall automatically cease and determine upon his death or upon him ceasing to be qualified as required by Article 4.

**7. Resignation of Members**

Any Member may withdraw from the Association on his giving two calendar months notice in writing to the Secretary and on the expiration of such notice he shall cease to be a Member.

**8. Suspension of Members in default**

If any Member shall neglect for one calendar month to pay any money due from him to the Association the Committee may by notice in writing request him to pay such money. The notice shall appoint a day and place for payment, and a copy of this Article shall be annexed thereto. If the requirements of such notice are not complied with, the Committee may suspend the privileges of such Member for such period as they think fit and if he continues in default for one calendar month after the day fixed for payment by such notice, he shall, upon the expiration of that period, cease to be a Member. The amount owing shall bear interest at a rate of 5% above the minimum lending rate of Barclays Bank plc in force from time to time from the time when payment was due until actual payment.

**9. Expulsion of Members**

If any Member shall fail in the observance of any regulation of the Association, or shall have been guilty of any act or practice or conduct which in the judgment of the Committee acting by a majority renders him unworthy of remaining a Member, or if for any other reason the Committee shall by unanimously think it undesirable that such Member shall remain a Member a majority of the Members of the Committee assembled in meeting specially called (for which the quorum notwithstanding and without prejudice to the provisions of Article 43 in other respects shall be the same as for an Election of Members as set out in Article 5.4 hereof) shall after giving such Member an opportunity of being heard in person at such meeting (subject to the right of appeal hereinafter contained) shall have full power to exclude such Member by directing the Secretary to give such Member notice in writing that the

Committee have excluded him from the Association and upon the giving of such notice, such Member shall (subject to such appeal as aforesaid) be excluded and cease to be a Member.

PROVIDED ALWAYS that such Member if he shall feel aggrieved at such exclusion may by notice in writing addressed and delivered to the Secretary within one calendar month after receipt of such notice as aforesaid require the Committee to call an Extraordinary General Meeting of the Association for the purpose of reconsidering such exclusion and the Committee shall thereupon duly convene such meeting of the Association, and such meeting shall have power after giving such Member an opportunity of being heard in person at such meeting to confirm or to rescind the resolution of the Committee excluding such Member.

**10. Ex-Members Liabilities**

Any person who shall by any means cease to be a Member shall nevertheless remain liable for and shall pay to the Association all monies which at the time of his ceasing to be a Member may be due from him to the Association together with interest thereon at a rate of 5% above minimum lending rate of Barclays Bank plc in force from time to time from the time when payment was due until actual payment.

**GENERAL MEETINGS**

11. The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Committee may from time to time appoint.

**12. Extraordinary General Meetings**

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

**13. Convening Extraordinary General Meetings**

The Committee shall whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall be also convened on such requisition or in default may be convened on request which request shall be in writing signed by at least five A Members. If at any time there are not within the United Kingdom sufficient Committee Members

capable of acting to form a quorum, any Committee Man or any five Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

14. **Notice of General Meetings**

An Annual Meeting and a meeting called for the purpose of a special resolution shall be called by twenty-one days in writing and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by twenty one days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and the day for which it is given, and shall specify the place, the day and the hour of meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting to such persons as are under these Articles entitled to receive such notices from the Association together with a copy to the Auditor of the Association.

PROVIDED THAT a meeting of the Association shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- 14.1 in the case of meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
- 14.2 in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members. The accidental omission to give a notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting.
- 14.3 attendance may be made by telephonic connection.

15. **Business of General Meetings**

All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the

consideration of the accounts balance sheets and reports of the Committee and Auditors. the election of Committee Men in the place of those retiring and the appointment of and fixing of the remuneration of the Auditors.

**16. Quorum of General Meetings**

No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and remains throughout: save as herein otherwise provided four A Members present in person shall form a quorum.

**17. Dissolution and Adjournment of General Meetings when no Quorum**

If within half an hour for the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present and remaining shall be a quorum.

**18. Chairman of General Meetings**

18.1 The Chairman or in his absence the Deputy Chairman shall preside at every general meeting.

18.2 If neither the Chairman nor Deputy Chairman be present within 10 minutes after the time appointed for the meeting the Members present shall choose some one of their number who shall be an A Member to be the chairman of the meeting and that person shall be the chairman of that meeting only.

**19. Adjournment of General Meetings**

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted as an adjourned meeting.

20. **Show of Hands and Poll**

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

20.1 by the chairman: or

20.2 by at least three A Members present in person or by proxy: or

20.3 by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn.

21. **How Poll Taken**

Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner and at such time and place as the chairman directs and the result of the poll shall be deemed to be the result of the meeting at which the poll was demanded.

22. **When Poll Taken**

A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. In any other case any business other than that on which a poll has been demanded may be proceeded with pending the taking of the poll.

23. **Chairman's Casting Vote**

In case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote to which he is entitled as a Member.



24. **Agreed Resolutions**

Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed as a general meeting duly convened and held.

25. **Votes at Meetings**

Subject as hereinafter provided every Member present in person shall have one vote upon a show of hands and every Member present in person or by proxy shall have one vote upon a poll PROVIDED ALWAYS that:

25.1 **A member votes**

Where any company firm or person has more than two A Members in its employ the employing company shall by notice in writing to the Secretary to be given not later than fourteen days before the Annual General Meeting each year name and appoint not more than two of such Members to vote at such Annual General Meeting and all other general meetings of the Association held before the Annual General Meeting in the next year and no A Member in the employ of such company who is not so named and appointed shall be entitled to vote during such year in his own right or otherwise. For the avoidance of doubt a Director shall be deemed to be in a company's employ. Where a company, firm or person has only one A Member for all purposes that Member shall be entitled to exercise two votes so that all Company, firm or person who an A Member or more shall be entitled to cast the same number of votes namely two.

25.2 **B Members Votes**

Where any person company or firm has more than one B Member in its employ the employing company person or firm shall by notice in writing to the Secretary to be given not later than fourteen days before the Annual General Meeting in each year name and appoint not more than one of such Member to vote at such Annual General Meeting and all other general meetings of the Association held before the Annual General Meeting in the next year and no such Member who is not so named and appointed shall be entitled during such year in his own right or otherwise.

26. **Disqualification for Voting**

No Member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Association have been duly paid.

27. **Proxies**

A Member entitled to attend and vote at a general meeting shall be entitled under his hand to appoint some other person who is a member of the same class as the appointor entitled to attend and vote thereat. The instrument appointing a proxy shall be deposited at the registered office of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote in respect thereof. Every instrument or proxy shall as nearly as circumstances permit be in the form or to the following effect:

*"The Liverpool Underwriters And Maritime Association  
I                      of                      being a [A][B] Member of the  
Association entitled to attend and vote at the (annual or  
extraordinary or adjourned as the case may be) general meeting of  
the Association to be held on the                      day of                      19                      hereby  
APPOINT                      of                      (being another member  
entitled to attend and vote at such meeting) as my proxy to vote for  
me and on my behalf at such meeting and at any adjournment  
thereof.  
AS WITNESS my hand the                      day of                      19                      . The  
instrument appointing a proxy shall be deemed to confer authority to  
demand or join in demanding a poll.*

**SUBSCRIBERS**

28. **Who may be Subscribers**

The Committee may from time to time elect by majority ballot such merchants, ship owners or other persons as they may think fit to become Subscribers to the Association who shall be C Members. The C Members shall be elected for such period on such terms of subscription annual or otherwise and shall be entitled to such privileges as the Committee may from time to time prescribe PROVIDED ALWAYS that neither the Association nor the Committee may allow C Members to the Association access to or information from any confidential information of the Association or received by the Association from third parties including but without prejudice to the generality of the foregoing details of any discussion note or

memorandum relating to any Marine accident or enquiry or claim. If any C Member neglects for one calendar month to pay any money due from him to the Association the Committee may by notice in writing request him to pay such money. The notice shall appoint a day and place for payment, and a copy of this Article shall be annexed thereto. If the requisitions of such notice are not complied with, the Committee may suspend the privileges of such C Member for such period as they think fit and if he continues in default for six calendar months after the day fixed for payment by such notice, he shall, upon the expiration of that period, cease to be a C Member.

**29. Expulsion of C Members**

If any C Member shall fail in the observance of any regulation of the Association or shall have been guilty of any act or practice or conduct which in the judgment of a majority of the Committee renders him unworthy of remaining a C Member to the Association or for any other reason the Committee shall think fit undesirable that such C Member shall remain a C Member to the Association a majority of the members of the Committee assembled in a meeting specially called shall after giving such C Member an opportunity of being heard in person at such meeting (subject to the right of appeal hereinafter contained) have full power to exclude such C Member by directing the Secretary to give such C Member notice in writing that the Committee have excluded him from the Association and upon the giving of such notice such C Member shall (subject to such appeal as aforesaid) be excluded and cease to be a C Member. PROVIDED ALWAYS that such C Member if he shall feel aggrieved at such exclusion may by notice in writing addressed and delivered to the Secretary within one month after receipt of such notice, as aforesaid require the Committee to recall an Extraordinary General Meeting for the purposes of reconsidering such exclusion, and the Committee shall thereupon duly convene such meeting and such meeting shall have power after giving such C Member an opportunity of being heard in person at such meeting to confirm or to rescind the resolution of the Committee excluding such C Member.

**THE COMMITTEE**

**30. Constitution of Committee of Management**

The affairs of the Association shall be managed by a Committee consisting (unless and until otherwise determined by the Association in General Meeting) of not less than six nor more

than fifteen Members of whom at least  $\frac{1}{2}$  of the Committee Men in office from time to time shall be A Members

**PROVIDED ALWAYS that:**

- 30.1 no person may be appointed elected or co-opted to the Committee if as a result of his appointment election or co-option there would be not less than  $\frac{1}{2}$  of the Committee Members being A Members
- 30.2 a candidate for election as a Committee Man who is a Member qualified in respect of more than one company or partnership shall be entitled to select any one such company as that in respect of which he is to be qualified for election, and in such event the fact that he is also qualified in respect of such other company shall for the purposes of this Article be ignored;
- 30.3 for the purpose of giving effect to the provisions of this Article there shall be recorded in the minutes of the meeting at which any Member is elected, re-elected or appointed to be a Committee Man a statement of the name of the company person or firm in respect of which he is qualified to be a Committee Member; and
- 30.4 any B Member becoming a Committee Man shall enter into an agreement as to confidentiality in respect of any information learned or coming into his possession which might be considered as confidential to those insuring marine risks on cargo or hull in such form as the Committee may from time to time require.

**31. No Age Limit for Committee Men**

No Member shall be incapable of being appointed a Committee Man by reason of the fact that at the time of his appointment he has attained the age of 70 years and no Committee Man shall vacate his office by reason of attaining or having attained the age of 70 years, and no specific notice or other formality shall be required on that account, but every person affected by the provisions of the Act shall comply therewith as to disclosure of his age.

**32. Rotation**

At the Annual General Meeting in each year one third of the Committee Men for the time being (or if their number is not three or a multiple of three then the number nearest to one

third) shall retire from office, but shall subject to the provisions of Article 30 be eligible for re-election.

33. **Which Committee Men Retire**

The Committee Men to retire each year shall be those who have been longest in office since their last election but as between persons who became Committee Men on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot.

34. **Filling Committee Vacancies**

The Association at the meeting at which a Committee Man retires in manner aforesaid may fill the vacated office by electing some other duly qualified Member thereto and in default the retiring Committee Man if offering himself for re-election shall subject to the provisions of Article 30 be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Committee Men shall have been put to the meeting and lost.

35. **Nomination of Candidates for Committee Men**

No A Member other than a Committee Man retiring at the meeting shall be eligible to the office of Committee Man at any general meeting unless either he is recommended by the Committee for election or unless not less than three nor more than twenty one days appointed for the meeting there shall have been left at the Office notice in writing signed by a Member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such Member for election and also a statement in writing by that Member of his willingness to be elected, and of the name of the Company person or firm in respect he is qualified for election pursuant to Article 30.

36. **Increase or Reduction of Committee Men**

The Association may subject to the provisions of Article 30 from time to time by ordinary resolution increase or reduce the number of Committee Men and may also determine in what rotation the increased or reduced number is to go out of office.

37. **Power of Committee to fill Casual Vacancies on Committee and make additions thereto**

The Committee shall subject to the provisions of Article 30 have power at any time and from time to time to appoint any A or B Member to be a Committee Man either to fill a casual vacancy or as an addition to the Committee. Any Committee Man so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Committee Men who are to retire by rotation at such meeting.

38. **Removal of Committee Men**

The Association may by ordinary resolution of which special notice has been given in accordance with the Act remove (in accordance with the provisions of the Act) any Committee Man before the expiration of his period of office notwithstanding anything in these Articles or any agreement between the Association and such Committee Man. The Association may subject to the provisions of Article 30 by ordinary resolution appoint another Member in place of any Committee Man so removed.

39. **Power of Association to fill Casual Vacancies on Committee and make additions thereto**

Without prejudice to the powers of the Committee under Article 37 the Association in general meeting may subject to the provisions of Article 30 appoint any A or B Member to be a Committee Man either to fill a casual vacancy or as an additional Committee Man. The Member appointed to fill a casual vacancy shall be subject to retirement at the same time as if he had become a Committee Man on the day on which the Committee Man in whose place he is appointed was last elected a Committee Man.

40. **Vacation of Office by Committee Men**

The office of Committee Man shall be vacated if the Committee Man:-

- 40.1 ceases for any cause to be an A and B Member of the Association;
- 40.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 40.3 becomes prohibited from being a Committee Man by reason of any provision under the Act or is removed pursuant to any provision of the Act; or

- 40.4 becomes of unsound mind; or
- 40.5 resigns his office by notice in writing to the Association; or
- 40.6 is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by the Act; or
- 40.7 without leave of absence granted by the Committee is absent from the meetings thereof for a period of six consecutive months and the Committee declare his office vacant;

and the Committee by a majority move that the office be vacated.

**41. Co-option to Committee**

- 41.1 The Committee shall be at liberty from time to time to co-opt to its body any A or B Member for such period not extending beyond the next Annual General Meeting as they shall think fit. PROVIDED ALWAYS that the result of such co-option shall not be such as to create a breach of Article 30.

A Member so co-opted shall have the same rights and privileges and be subject to the same duties and obligations as a Committee Man holding office by virtue of Article 30.

- 41.2 The Committee shall be at liberty from time to time to co-opt on such terms and for such period not extending beyond the next Annual General Meeting as they shall think fit not more than 3 C or D Members who shall subject to such regulations as may from time to time be made for the purpose by the Committee be entitled to vote and act as Committee Men PROVIDED ALWAYS that no such co-opted subscriber shall be eligible for the office of Chairman or Deputy Chairman or be reckoned as a Committee Man for the purposes of Articles 5(c), 9, 30, 32 or 45(c) AND PROVIDED ALSO that the result of such co-option shall not be such as to create a breach of Article 30.

**42. Remuneration of Committee Men**

The Committee shall be paid out of the funds of the Association by way of remuneration for their services such sum as shall be fixed by the Association in general meeting and such sum

shall be divided among the Committee Men in such proportions and manner as the Committee shall determine.

## **PROCEEDINGS OF THE COMMITTEE**

### **43. Meetings of Committee**

The Committee shall meet as often and at such times and places as they shall appoint and may make such regulations as they think proper as to the summoning and holding of meetings and for the transaction of business thereat and they may adjourn any meeting and may from time to time (but subject to Article 5(c) and 9) fix the quorum necessary for the transaction of business but until they shall otherwise determine three members of the Committee shall form a quorum.

### **44. Interested Committee Men**

A Committee Man who had declared the nature of his interest in any contract in manner required by the Act shall nevertheless be counted as a Committee Man for the purposes of quorum of the Committee but shall not be entitled to vote in respect of such contract.

### **45. Appointment of Committee Chairman and Deputy**

45.1 at their first meeting after the Annual General Meeting in each year the Committee shall elect from their own number a Chairman and Deputy Chairman, who shall hold office until the first meeting of the Committee after the next following Annual General Meeting such Chairman and Deputy Chairman to be an A Member;

45.2 if any casual vacancy shall occur in the office of Chairman the Deputy Chairman shall become Chairman and the Committee shall thereupon elect from among the members thereof some person to be Deputy Chairman who shall be an A Member;

45.3 any casual vacancy in the office of Deputy Chairman shall be filled up by the Committee by an A Member.

### **46. Convening Meetings of Committee**

The Chairman alone or any two Committee Men may at any time summon a meeting of the Committee.



47. **Who presides at Committee Meetings**

The Chairman or in his absence the Deputy Chairman shall take the chair at all meetings of the Committee, and if at any meeting neither the Chairman nor the Deputy Chairman be present within ten minutes after the time appointed for holding the same the Committee Men present shall choose someone of their number to be Chairman of the meeting who shall be an A Member.

48. **Votes at Committee Meetings Chairman's Casting Vote**

48.1 questions at any meeting of the Committee shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote;

48.2 a majority of the A members present at any meeting of the Committee and if the number present is not capable of division by two then the number nearest to two shall be entitled to require at any time the B Members or any B Member present to leave the meeting in which event questions at any meeting of the Committee shall be decided by a majority of the A Members remaining.

49. **Chairman Determines manner of Ballot**

The Chairman of the meeting shall determine the manner on which any ballot required by these Articles shall be taken.

50. **Committee to act notwithstanding Vacancies**

The Committee may act notwithstanding any vacancy in their body, but if the number of Committee Men from time to time being in office shall be reduced below six, such number may act only for the purpose of filling casual vacancies on the Committee or convening a general meeting of the Association.

51. **Sub-Committees**

The Committee may delegate any of their powers to sub-committees consisting of such Committee Man or men as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the

Committee and in default of such regulations shall follow the practice of the Committee so far as applicable.

**52. Defective Appointments not to Invalidate Proceedings of Committee**

52.1 all acts done by any meeting of the Committee or any of its sub-committees or by any person acting as a Committee Man shall notwithstanding that it be afterwards discovered that there was any defect in the appointment or continuance in office of any Committee Man or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was so qualified;

52.2 B Members of the Committee shall not be entitled to nor shall they require to see any notes memoranda minute record other like or similar document in writing which might be considered confidential to those insuring marine risks;

52.3 any Member who is not employed by a member of the ILU or the LUA or Lloyds shall not be entitled to nor shall he require to see any note memoranda minute correspondence or the like in writing which might be considered confidential to those insuring marine cargo risks.

**53. Agreed Resolutions of Committee**

A resolution in writing signed by all the Committee Men for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

**POWERS OF THE COMMITTEE**

**54. Powers of Committee**

The management of the business and the control of the Association shall be vested in the Committee who in addition to the powers and authorities by these Articles expressly conferred on them may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by the Act expressly directed or required to be exercised or done by the Association in general meeting.

## **SECRETARY**

### **55. Secretary and Assistant Secretary**

The Secretary shall be appointed and an Assistant Secretary may be appointed by the Committee for such term and at such remuneration and upon such conditions as the Committee think fit and any Secretary or Assistant Secretary so appointed may be removed by them. Such Secretary and Assistant Secretary need neither be a Member nor qualified for Membership.

### **56. Committee Man may act as Secretary and vice versa**

A Committee Man can be a Secretary and a Secretary may be a Committee Man.

### **57. Restrictions on B Members.**

57.1 A simple majority of A Members present at any meeting and if the number of A Members present is not capable of division by two then the number nearest to one half may require that any B Member present at the meeting leave such meeting in which in event the B Member shall not be entitled to vote at any such meeting and any vote taken shall merely require the requisite majority of A Members attending and voting at such meeting;

57.2 B Members shall not be entitled to nor shall they require to see any note memoranda document minute or other or like document that may be considered by any Committee Man and any A Member confidential to those writing marine insurance risks;

57.3 no B Member shall remain at any meeting where any matter confidential to A Members is discussed which is or may be considered confidential to A Members;

57.4 for the purposes of deciding whether any particular thing or matter is confidential any A Member may request that any B Member leave any such meeting where such matter is being discussed when the question as to confidentiality to those insuring marine risks will be decided by a simple majority of those A Members present and if the number of A Members present is not capable of division by two then to the nearest one half;

- 57.5 any A Member alone may require any B Member or Members to enter into an agreement as to confidentiality in the event that any matters is discussed at any meeting where such B Member is present which may be considered confidential to those insuring marine risks;
- 57.6 if any B Member shall fail in the observance of any obligation as to confidentiality or otherwise abuse his membership of the Association or of the Committee or shall have been guilty of any Act or practice or conduct which in the judgment of the Committee or of A Members renders him unworthy of remaining a subscriber to the Association or for any other reason the Committee, any Committee Men, or two A Members shall think it undesirable that such B Member shall remain a Member of the Association a majority of the Members of the Committee being A Members assembled in a meeting specially called shall after giving such B Member an opportunity of being heard in person at such meeting (subject to the right of appeal hereafter contained) shall have full power to exclude such B Member by directing the Secretary to give such B Member notice in writing that the Committee have excluded him from the Association and upon the giving of such notice such B Member shall (subject to such appeal as aforesaid) be excluded and cease to be a B Member. PROVIDED ALWAYS that such subscriber if he shall feel aggrieved at such exclusion may by notice in writing address and delivery to the Secretary within one month after receipt of such notice as aforesaid require the Committee at the B Members' expense to call an extraordinary general meeting for the purpose of reconsidering such exclusion, and the Committee shall thereupon duly convene such a meeting and such a meeting shall have power after giving such B Member an opportunity of being heard in person at such a meeting to confirm or rescind the resolution of the Committee excluding such B Member PROVIDED ALWAYS the only persons entitled to vote at such extraordinary general meeting shall be a Members.

58. **Seal**

The Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee or a sub-committee of the Committee authorised by the Committee in that behalf and every instrument to which the seal shall be affixed shall be

signed by a Committee Man and shall be countersigned by one of the following persons namely:-

the Secretary, the Assistant Secretary, a second Committee Man or by some other person appointed by the Committee for that purpose.

**59. Accounts**

The Committee shall cause proper books of account to be kept with respect to:-

59.1 all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

59.2 all sales and purchases of goods by the Association; and

59.3 the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

**60. Where Books to be kept**

The books of account shall be kept at the office or such other place or places as the Committee shall from time to time in their sole discretion think fit and shall always be open to the inspection of the Committee Men.

**61. Inspection**

The Association in general meeting may from time to time impose reasonable conditions or regulations as to the time and manner in which the books of account of the Association shall be open to the inspection of Members not being Committee Men and subject thereto shall be open to the inspection of such Members at all reasonable times during business hours.

**62. Papers for General Meetings**

The Committee shall from time to time in accordance with the Act cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts balance sheets and reports as are referred to in the Act.

63. **When Copies of Papers to be sent to Members**

A copy of such accounts as are required by the Act and is laid before the Association in general meeting shall not less than twenty one days before the date of the meeting be sent to every Member, and every holder of debentures of the Association; provided that this Article shall not require a copy of those documents to be sent to any Member of whose address the Association is not aware or to more than one of the joint holders of any debentures.

**AUDIT**

64. **Audit**

Auditors shall be appointed and their duties regulated in accordance with the Act.

**NOTICES**

65. **Notices**

A notice may be given by the Association to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

66. **To whom Notices to be given**

Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- 66.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

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

## WINDING UP

67. The provisions of Clause 8 of the Memorandum of Association shall have effect as if such provisions were repeated in these Articles with the addition of the words "*and failing such determination shall be given to some maritime charitable object.*"

### 68. SPECIAL PROVISIONS RELATING TO PERSONS NOT EMPLOYED BY AN EMPLOYER BEING A MEMBER OF THE I LU AND LUA AND/OR LLOYDS

68.1 Any person who is associated with or employed by a Protecting and Indemnity Association or their Managers and whose is a Member of the Association shall not be entitled to and/or require to see any note memoranda correspondence minute like or similar document that might be considered confidential to those insuring cargo and hull risks.

68.2 In the event that at any meeting there is or is likely to be discussed any matter that might be considered as confidential to those insuring cargo or hull risks then those A Members who are employed by a company person or partnership insuring risks on cargo and hull are present at such meeting may by simple majority require those associated with or employed by P & I Associations or their Managers to withdraw from such meeting.