

# The Bahrain Insurance Association (BIA) Articles of Association

# Part I GENERAL PROVISIONS

# Article (1)

Established in the Kingdom of Bahrain under the name (The Bahrain Insurance Association) (BIA) under registry No. 94 /c/m on 11/9/1993 in accordance with the provisions of the law on societies and social clubs, cultural and private entities issued by Legislative Decree No. (21) for the year 1989 and the ministerial decrees issued in implementation thereof.

The Association was registered at the Ministry of Labor and Social Affairs in accordance with the provisions of Ministerial Resolution No. (2) for the year 1990 on the organization of the Register of Societies and social and cultural clubs under the supervision of the Ministry of Labor and Social Affairs

The Association has acquired its legal personality as of the date of publication of the resolution in the Official Gazette

### Article (2)

The legal status of the Bahrain Insurance Association was modified and shall be referred to hereinafter as the "Association" following the promulgation of the Central Bank of Bahrain (CBB) and Financial Institutions Law No. 64 for the year 2006 in implementation of the provisions of Article (179) thereof as regards the formation of societies, which authorized licensees to form one or more professional societies which

shall have legal personalities and independent balance sheets and ordinary personalities to co-ordinate and seek to achieve co-operation among the members.

The Central Bank of Bahrain hereinafter referred to as the "CBB" shall have the exclusive authority, to sanction the establishment of such societies, approve their registration and constitutions and exercise control over them in accordance with the rules and procedures which the CBB may by regulation specify as regards the professional

societies under resolution No (27) for the year 2008 by amending their articles of associations in accordance with its provisions and duly obtain endorsement thereof.



# Article (3)

The headquarter and head office of the Association shall be Manama City – Kingdom of Bahrain

## Article (4)

The Association shall acquire its legal personality as of the date of publishing the approval on its registration in the official gazette. It shall be administratively and financially independent and shall have the right to own funds and carry out required acts to achieve its objectives

#### Article (5)

The Association shall not engage in politics or engage in financial speculation

#### Article (6)

The name of the Association, its head office address, registration number, scope of work and logo – if any- shall be mentioned in all its books, registers and publications

# Article (7)

The Association may not be affiliated or involved or join any association or organization or club or federation based inside or outside Bahrain without prior authorization from the CBB.

# Part II Objectives of the Association Means of implementation and field of activity

# Article (8)

The Association within the laws of the Kingdom of Bahrain, in particular the CBB and financial institutions law issued by Law No (64) for the year 2006 and the regulation on the professional societies issued by resolution No (27) for 2008, shall coordinate among its members and seek cooperation amongst them and in particular to achieve the following objectives:

(a) Bringing together the insurance companies operating in the Kingdom of Bahrain to provide opportunities for these companies to consult and cooperate in all matters relating to the insurance industry



- (b) Create better insurance awareness for the various segments of the society
- (c) Promote sound, ethical and professional standards within the insurance industry
- (d) Act as liaison between the insurance market in Bahrain and relevant governmental authorities in particular the CBB with respect to all matters related to insurance laws and their applications, or any other matters related to studying the affairs and the common interests of its members
- (e) Strengthen the links among professionals in the insurance field and training and encouraging of high level professionals
- (f) Provide a forum for its members to meet and discuss issues and matters of interest to workers in the insurance industry
- (g) Cooperate with relevant authorities to promote Kingdom of Bahrain as regional and international insurance center
- (h) Play an effective role in the social development field through the scope of work and activities of the Association.

# Article (9)

The Association shall endeavor to the extent referred to in the preceding article to achieve its objectives through the following means:

- (a) Organize seminars and specialized programs
- (b) Use audio-visual media and newspapers to spread awareness of insurance with the approval of the competent authorities
- (c) Attend relevant conferences, meetings and events
- (d) Hold regular meetings for members to discuss technical issues and study how to find solutions.
- (e) Prepare studies, plans, programs and proposals in order to enhance and develop the insurance sector in the Kingdom of Bahrain
- (f) Issue a newsletter on insurance and any insurance specialized studies after obtaining the approval of the competent authorities



- (g) Create relationships with insurance associations abroad in order to obtain expertise and exchange of information
- (h) Contribute to solving the problems that arise in the insurance sector and work on them with the official bodies in the Kingdom
- (i) Encourage writing and research in all aspects of insurance culture and provide financial support within the available resources.
- (j) Any other activities supporting the objectives of the Association

# Part III

# Membership

# Article (10)

The Association membership shall be only for licensed banks and financial institutions from the date of payment of membership fees

An application for membership in the Association shall be submitted to the Secretary of the Board of Directors according to the form prepared for this purpose and must be accompanied by a copy of the CBB license to exercise the activity.

## Article (11)

Membership in the Association is categorized as follows:

- (a) Full Membership: shall be given to insurance companies, reinsurance and insurance brokers licensed to operate in the Kingdom of Bahrain from the CBB. Full membership holders shall have the right to exercise all rights of the members contained in these articles of association.
- (b) Associate Membership: shall be given to natural persons and legal persons engaged in activities that complement or supplement the activity of insurance companies licensed to operate in the Kingdom of Bahrain from the CBB. The observed member shall have all the rights contained in these articles of association except for the right to nominate and



vote for the membership of the Board of Directors and the resolutions of the General Assembly.

(C) Honorary Membership: is granted to those who extended significant services to the Association and this membership shall have no right to nominate, vote or elect.

# Article (12)

Without prejudice to the right to exercise activity according to the CBB license, the Board of Directors may expel the member from the Association after hearing its point of view in the following cases:

- (a) If member violates the articles of association or bylaws of the Association.
- (b) If member infringes the legitimate resolutions of the General Assembly or the Board of Directors
- (c) If member is no longer authorized to operate in the Kingdom of Bahrain in accordance with the provisions of Article (10) of these articles of association
- (d) If member embezzled or squandered the Association funds or forged its seals or its correspondences or papers
- (e) If member refuses to pay its contribution when due without an acceptable reason, despite being notified in writing on the payment due
- (f) If a criminal conviction is issued against the member in a crime involving moral turpitude or dishonesty unless rehabilitated

Expulsion decision shall not be issued without the consent of two thirds of the members of the Board of Directors. The member and the CBB shall be notified of the Board's decision within two weeks from the date of issuance.

# Article (13)

An expelled member may appeal against the decision of expulsion before the ordinary or the extraordinary General Assembly in its first meeting after the issuance of the expulsion notice. The decision of the Assembly, without prejudice to the right to appeal before the courts, shall be final. The Board Secretary shall notify the member and the CBB on the decision of the General Assembly within two weeks from the date of issue.



# Article (14)

Membership shall be forfeited in the following cases:

- (a) Termination of the membership of the Association
- (b) Bankruptcy of the member or when formal procedures are taken against member for dissolution or liquidation
- (c) Cancellation or withdrawal or non-renewal of the license of the member by the CBB

#### Article (15)

A member of the Association shall:

- (a) Abide by the articles of association of the BIA, its bylaws and the resolutions of the General Assembly and the Board of Directors
- (b) Pay membership fees as determined by the Association's financial regulations
- (c) Seek to achieve the objectives of the Association through participating in its programs and activities
- (d) Observe the secrecy and confidentiality of all the meetings of the Association, its procedures, publications and periodicals issued by the Association or by its Board of Directors and shall not disclose the same to non members or non authorized government officials
- (e) Notify the Association of all insurance conferences and events which member seeks to organize in the Kingdom of Bahrain
- (f) Implement the resolutions issued by the General Assembly and the Board of Directors of the Association

# Article (16)

A member of the Association shall have the right to:

(a) Attend the meetings of the General Assembly, discuss topics on the agenda and vote on matters listed on the agenda through authorized representatives who have approved membership in the Association in accordance with the provisions of Article (10) of these articles of association



- (b) Obtain membership certificate in the Association mentioning the member's name, address, date of joining, membership number and any other data.
- (c) Obtain a copy of the articles of association of the Association
- (d) Benefit from seminars, training and professional programs presented by the Association
- (e) Benefit from the facilities provided by the Association to its members at the professional level
- (f) Obtain publications or newsletters issued by the Association
- (g) Have access to the records, documents and correspondences of the Association at times allocated by the Board of Directors and which will be available at the headquarters of the Association and in the presence of the person who has custody of these records, documents or correspondences.

#### Part IV

# **General Assembly**

#### **Article 17**

The General Assembly is the highest authority in outlining the policy of the Association and monitoring its application. The decisions of the General Assembly shall apply to all its bodies, committees and members

#### Article 18

The General Assembly shall consist of all members who have fulfilled their obligations in accordance with these articles of association as soon as they join. Such a member shall be entitled to appoint a person for each license it holds to represent it in the meetings of the General Assembly and shall have one vote for each license and membership taking into account the provisions of Article (10) of these articles of association.

The General Assembly shall hold its regular session once every year during the three months following the end of the fiscal year of the Association at its headquarter.



The Board of Directors may invite the General Assembly to convene in another place The Board of Directors shall determine the date and venue of the meeting of the General Assembly and the meeting agenda and shall notify members two weeks at least before the meeting.

The General Assembly may look into matters not listed on the agenda only with the consent of an absolute majority of the members of the General Assembly

# Article (19)

The meeting of the General Assembly shall be valid if attended by an absolute majority of members; if this quorum is not available the meeting shall be postponed to another session to be held during at least two weeks from the date of the first meeting. The second meeting shall be valid if attended by one third of the members of the General Assembly, if this quorum is not available the meeting shall be postponed to another meeting to be held during the subsequent two weeks and the meeting in this case shall be

valid if personally attended by ten per cent of the members themselves, provided that they are not less than two members

If the quorum is complete, the withdrawal of less than half the number of members present at the start of the meeting shall not affect the validity of decisions taken

# Article (20)

The General Assembly may hold an extraordinary session based on the following:

- (a) Invitation from the Board of Directors
- (b) A request made in writing to the Board of no less than one third of the members
- (c) Invitation from the CBB

The invitation shall specify the purpose of holding the session as well as issues and topics for which the extraordinary general assembly is convened.

The procedures followed for the annual ordinary general assembly shall also apply to the extraordinary general assembly in terms of determination of date, time and validity of the meeting etc.

# Article (21)

The CBB shall be informed by each meeting of the General Assembly 15 days at least prior to the meeting and a copy of the invitation letter, topics on the agenda and attached papers.



The CBB may delegate whoever it deems appropriate to attend the meeting The CBB shall be furnished with a copy of the minutes of the General Assembly meeting within 15 days from the date of the meeting and the minutes should state decisions taken.

## Article (22)

Resolutions of the General Assembly shall be issued by absolute majority of members present and the resolutions of the Extraordinary General Assembly shall be issued by the majority of two thirds of members present.

#### Article (23)

A member of the Association may delegate another member to represent it in attending the meeting of the General Assembly.

A member may not represent more than one member and delegation shall by way of a written and signed proxy and shall be approved by the Board.

Delegation shall not include representing the delegating member in voting for the election or removal of all or some of the members of the Board of Directors.

#### Article (24)

A member of the Association may not participate either directly or represented by a proxy according to the provisions of the preceding article in the discussions of the General Assembly or cast a vote in matters discussed if it is a matter related to this member directly or by proxy.

# Article (25)

The Ordinary General Assembly shall have in particular the following functions:

- (a) Discuss and approve reports and proposals submitted by the BOD or the committees and take opinion in this regard if required
- (b) Discuss and take resolutions on final balances on the revenues and expenses of the Association
- (c) Discuss and take resolutions on the forecast budget for next fiscal year for the Association
- (d) Discuss the Board report on the activities of the ended financial year
- (e) Appoint an auditor and discuss auditor's report on the financial statement of the Association
- (f) Elect members of the Board



(g) Other matters that the Board would like to list on the agenda

# Article (26)

The Extraordinary General Assembly shall have in particular the following functions

- (a) Take resolutions on the amendments of the Articles of Association;
- (b) Merge the Association with other associations which have similar objects or to divide or form branches of the Association
- (c) Take resolutions on removal of one or all members of the Board;
- (d) Take resolutions on the voluntary dissolution of the Association
- (e) Other matters as specified by the party requesting the extraordinary General Assembly to convene

# Part V Board of Directors

# Article (27)

The Board of Directors is the executive authority for the Association and shall implement the policies outlined by the General Assembly and its resolutions issued to achieve the objects of the legitimate purposes of the Association

The Board of the Directors shall carry out the affairs of the Association and shall conduct the business of the Association expect for these affairs which needs approval from the General Assembly before conducting them according to what is stipulated in these articles of association

The Board of the Directors shall have in particular the following functions:

- (a) Prepare the general policy framework for the Association
- (b) Prepare plans and programs aimed at achieving the objectives of the Association
- (c) Set up the regulations of the Association in light of its articles of association
- (d) Study and take resolutions on reports submitted by the committees formed by Association as well as the proposals of members of the Association.
- (e) Prepare the draft annual balance sheet and financial statements of the Association
- (f) Prepare the annual report on the activities of the Association
- (g) Form required committees to achieve the objectives of the Association and encourage its members to join the membership of the Association Prepare and circulate publications, newsletters and studies required to achieve the objectives of the Association
- (h) Appoint the administrative and consultative bodies of the Association



# Article (28)

The Board of Directors shall consist of 9 members elected by the General Assembly among its members for a 2 year term renewable for similar period (periods);, and they shall be elected by direct secret ballot, taking into consideration the provisions of Articles 10 and 11 of these articles of association.

# Article (29)

The Board elections shall be conducted within a period not exceeding 2 months from the date of end of term of current Board or resignation of more than one third of its members at the same time and the current Board shall continue to run the affairs of the Association during that period.

Nomination from a member who did not fulfill its financial contributions and obligations shall not be accepted before the date of meeting of the General Assembly

The "Elections Committee" shall be formed under the chairmanship of the representative of the CBB and a membership of 2 members other than those nominated for the Board

membership and they shall be selected by the CBB representative. The Committee shall receive and checkup nomination applications, determine who shall have the right to attend the Assembly, supervise the voting process, vote counting and announce results of the elections

The Elections Committee shall take resolutions on all matters relating to elections and its decision shall be final, without prejudice to the right to appeal against the Committee's decision before the courts and the Committee shall prepare a detailed report on all matters related to the election.

# Article (30)

The new Board, in its first meeting which is held following the end of the meeting of the General Assembly, shall elect a Chairman, Deputy Chairman and Treasurer of the Board as well as the rest of the BOD formation.

The chairmanship and membership of the Board shall be for natural persons representing the elected member of the Board regardless of change of job status / classification.



# Article (31)

A member may not combine between the membership of the BIA Board and membership of the board of another association carrying out activities similar to those of the BIA, unless a special authorization to do so is obtained from the CBB.

#### Article (32)

#### A member of the Board shall

- (a) Enjoy all its civil rights and capacity to act
- (b) Not have been convicted of criminal bankruptcy due to default or fraud or a crime involving moral turpitude or dishonesty or a crime for breaking the law, unless it is rehabilitated
- (c) Have a job title no less than a general manager of insurance companies or equivalent for other companies

# Article (33)

- 1- The Chairman of the Board is the legal representative of the Association before third parties and shall chair and manage the meetings of the Board and the General Assembly and sign on the minutes of the meetings with the Board secretary.
- 2- The Deputy Chairman shall carry out the duties of the chairman during the absence of the chairman and the Board may assign some of the duties of the Association to the deputy chairman
- 3- The Board Secretary shall prepare the agenda of the Board and General Assembly sessions, write down the minutes and sign them with the Chairman and shall supervise all the administrative work, correspondences, files, records, books, papers and contracts
- 4- The Treasurer shall be responsible for administering the funds of the Association in light of this regulation, the articles of association, the resolutions of the General Assembly and the Board. And shall be responsible for the accounts, revenues and expenses, deposit the funds of the association in one of the approved banks, disburse funds according to bills signed by him/her and the Chairman, collection and entry of contributions in books and registers of the Association and shall maintain the financial documents that entail a financial commitment or right to the Association, taking into account the matching of revenues and expenses with the provisions of Financial Regulation. Therefore, the Treasurer shall submit a monthly report to the Board on the financial status, revenues and expenses and



shall keep a certain amount for the necessary petty cash according to what is specified by the financial regulations of the Association

## Article (34)

The Board of Directors may form sub-committees from among its members or others, specify the number of members in each committee, its specializations and work system. The committees shall submit their deliberations and recommendations to the Board to take appropriate action as deemed suitable by the Board

# Article (35)

The Board shall convene on a quarterly basis at least. Its meetings shall be valid if attended by the majority of its members in the presence of the Chairman or his/her Deputy. The Board secretary shall prepare the agenda of the sessions of the Board and submit it to the Chairman to decide on it, then the Board secretary shall notify members one week at least prior to the date of the meeting

Resolutions of the Board shall be issued by the majority of members present if votes are equal then the Chairman shall have a casting vote.

# Article (36)

The Board may hold an extraordinary meeting upon an invitation from the Chairman or upon a request made by one third at least of Board members to discuss urgent matters.

The meeting shall be limited to topics listed on the agenda

The CBB may request a meeting to be convened for the Board, as it deems necessary.

# Article (37)

If any member of the Board was absent for three consecutive meetings or 6 times during one year without giving an acceptable excuse, the Board has the right to consider him/her as having resigned.

In case of death, resignation or removal of one of the Board members or in case his/her seat became vacant due to any reason whatsoever, the member of the Association whom the concerned Board member belongs to, shall nominate his/her successor.

The term of the new member shall complement the predecessor's term till the end of the current Board's term.



# Article (38)

The Board shall be dissolved if one third of its members at least resigned at the same time or if the number of remaining members for any reasons whatsoever became less than half the number of the Board members.

In both cases, the matter shall be reviewed by the General Assembly during its extraordinary session to elect a new Board to complement the term of the previous Board The CBB shall take necessary procedures to invite the General Assembly within one month from the dissolution of the Board

# Article (39)

The Board may appoint a director from among its members or non Board members and authorize it to act in any matter related to the Association affairs without prejudice to the powers of the General Assembly

The appointment of the director may be against remuneration as determined by the Board and in this case the Board has the right to consider the director as having resigned from the Board if he/she was a Board member

#### Article (40)

The Board shall maintain the following books and registers at the headquarter of the Association:

- (a) A register to record the names of the members showing in particular, the name and surname of each member, date of accepting its membership, CPR number if a natural person and name, CR number and address if a legal person.
- (b) A register for the minutes of the meetings of the Board which are signed by the Chairman and the Secretary
- (c) A register for the minutes of the meeting of the General Assembly

# Part VI Financials of the Association

## Article (41)

The income of the Association shall consist of the following:

(a) Membership fees paid by the member following registration or re-registration of its membership



- (b) Members contributions
- (c) Grants and donations authorized by the CBB
- (d) Revenues from events and exhibitions organized by the Association or which the Association participates in after taking the approval from relevant authorities
- (e) Profits and interests of investing its funds within the laws in force
- (f) Any other legitimate income

# Article (42)

The financial year of the Association shall commence on the 1<sup>st</sup> of January and end 31<sup>st</sup> December of each year

#### Article (43)

The Chairman and members of the Board shall be each responsible within his/her jurisdiction, for the funds of the Association and any handling of the funds in a way which violates the provisions of the regulation issued by Resolution No (27) for 2008 on professional associations, these articles of association, bylaws of the Association and the resolutions of the General Assembly

### Article (44)

The General Assembly, based on the recommendations of the Board, shall approve the financial regulations governing the financial affairs of the Association, in particular ways of disbursement and depositing of funds of the Association, determination of joining and membership fees as well as the amounts which the financial secretary can keep in cash allocated for petty cash and contingencies which shall be supported by required documents.

#### Article (45)

The Board shall submit the closing financial statements to the General Assembly to be approved by all Board members to take resolution and approve the closing financial statements.

The Board of Directors could present the following year's budget to the General Assembly to adopt it, in case of approval thereof.

Copies of closing financial statements balance sheet, reports of the auditor and Board report shall be attached to the invitation letter addressed to Association members and these papers shall be displayed in a visible place in the headquarter of the Association 15



days at least prior to the meeting of the General Assembly and shall remain as is until ratified.

#### Article 46

The cash amounts of the Association shall be deposited under the name of the Association at one of the accredited banks in the Kingdom of Bahrain and the CBB shall be notified in this regard. Also the CBB shall be notified on the change of any bank within one week from such change.

# Article (47)

Any amount of the Association funds shall only disbursed by a decision from the BOD within the objects of the Association and according to the terms and conditions set forth in these articles of association and the financial regulation

In urgent cases, amounts may be disbursed by an order from the Chairman without prior consent of the Board provided that the matter shall be presented in the Board's first meeting accompanied with reasons and disbursement documents to be adopted in case of approval.

#### Article (48)

The funds of the Association, including in-kind or cash, including contributions, donations and grants and otherwise, are considered property of the Association and any member of the Association or those who lost their membership for any reason whatsoever, or their heirs shall have no right to these funds.

# Article (49)

The General Assembly shall elect an external auditor among the candidates nominated by the Board and shall determine auditor's remuneration.

# Part VII Merger or Division of the Association Forming Branches or Dissolution

#### Article (50)

The General Assembly may decide to merge the Association with other association/associations which work to achieve similar object, it may also divide the Association or form branches thereof.



The resolution of the General Assembly to merge, divide or form branches of the Association shall be only effective after being registered in the Register prepared for this purpose at the CBB and shall be published in the official gazette

## Article (51)

The General Assembly may dissolve the Association voluntarily if the Association was not able to achieve the objects for which it was established or if the number of members of the Association was reduced to less than the minimum of the number of founders or if it became unable to carry out its activities for any other reasons.

The resolution of the General Assembly on the dissolution of the Association voluntarily shall only be effective after being reflected in the Register and published in the official gazette

# Article (52)

If the Association is dissolved voluntarily the General Assembly shall appoint a liquidator for a certain period and liquidator remuneration shall be paid by the Association. Those in charge of management of the Association shall hand over all the documents and records of the Association upon request to the liquidator. Neither the management nor the CBB where the Association funds are deposited or the debtors shall have the right to act in any of the affairs or rights of the Association unless with a written order from the liquidator.

# Article (53)

Following the liquidation process, the liquidator shall distribute the rest of the amounts to associations which work in the same field of the Association.

If the distribution method is not clear, then the CBB shall determine the associations to which the funds of the Association shall be directed.

# Article (54)

The Association may be dissolved involuntarily and it may be administratively closed on temporary basis for a period not exceeding forty-five days by a decision from the CBB in the following cases:

- (a) If it was unable to achieve the purposes for which it was established
- (b) If it spent its funds in aspects which are not specified for it according to its purposes
- (c) If its General Assembly failed to meet for two consecutive years without acceptable justification



(d) If it committed serious violation of the law or contravened public order The CBB decision to dissolve or temporarily close the Association shall be notified in a registered letter and shall be entered into the register made for this purpose at the CBB and published in the official gazette.

The Association may appeal to the CBB Governor on the decision of dissolution or temporary closure within fifteen days from the date of its publication in the Official Gazette or from the date in which it was notified about the decision.

# Article (55)

After the dissolution or the temporary closure of the Association, members of the Association, its managers and staff may not continue its activities or dispose of its funds as of the date of publishing the decision in the Official Gazette or from the date in which it was notified about the decision.

# Article (56)

If the Association is dissolved involuntarily, the CBB shall appoint a liquidator for a certain period and liquidator remuneration shall be paid by the Association. Those in charge of management of the Association shall hand over all the documents and records of the Association upon request to the liquidator. Neither the management nor the CBB where the Association funds are deposited or the debtors shall have the right to act in any of the affairs or rights of the Association unless with a written order from the liquidator.

# Article (57)

After completion of the process of voluntary or involuntary liquidation, the liquidator shall submit a final report to the CBB and the funds of the Association shall be acted upon in accordance with provisions of Article (53) of these articles of association

# Part VIII Final Provisions

# Article (58)

- 1- The Association may not amend its articles of association unless the approval of the CBB's prior approval is obtained, and entry of amendments in the register
- 2- The Association shall carry out any amendment imposed by a legislation or system specified by the CBB in the future and it shall be entered into the register



3- The interpretation provided by the CBB for any text of this regulation or the articles of association or any subsequent amendments thereof shall be binding for the Association.

# Article (59)

The Association may appoint staff or employees temporary or permanently at the headquarter of the Association and pay their wages and remuneration according to the decision of the Board and within the limits of the financial regulation of the Association and the provisions of the labor law in private sector issued by legislative decree No (23) for 1976 as amended.

# Article (60)

The provisions of the Regulation issued by resolution No (27) for 2008 on the professional association shall complement the provisions of these articles of association for what is not specifically mentioned herein.