

MEMORANDUM OF ASSOCIATION
COMPANIES LAW (2010 REVISION)
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of
CAYMAN ISLANDS ASSOCIATION OF MEDIATORS AND ARBITRATORS LIMITED

1. Name

The name of the company is Cayman Islands Association of Mediators and Arbitrators Limited (the "Association").

2. Registered Office

The registered office of the Association is and will be situated at the offices of Campbell Corporate Services Limited, Scotia Association, P.O. Box 268, Grand Cayman, KY1-1104 Cayman Islands.

3. Principal Objects

The principal objects for which the Association is established are:

- 3.1 to be a neutral and independent body to represent and promote civil and commercial mediation, arbitration and other dispute resolution options as alternatives to litigation and thereby to further law reform and access to justice for the general public;
- 3.2 to create a culture of best practice by encouraging research, continuing education and quality standards in the field; by issuing codes of good practice; and by facilitating accreditation of individual mediators and arbitration;
- 3.3 to be a focal point for the impartial and learned consideration of issues surrounding mediation, arbitration and other dispute resolution options;
- 3.4 to be a forum for debating issues surrounding mediation, arbitration and dispute resolution including through an annual series of conferences and seminars;
- 3.5 to be a portal for access by potential users of and referrers to mediation, arbitration and other dispute resolution options including judges, lawyers, business and the general public;
- 3.6 to establish and foster the fullest understanding amongst the judiciary, lawyers, business and the general public of mediation, arbitration and other dispute resolution options, including means of access, cost-benefits and the simplicity of mediation procedure;
- 3.7 to identify and lobby for effective legal and regulatory provisions to support mediation, arbitration and dispute resolution and its effective use; and to offer to government and others access to the considered views of the dispute resolution community as a whole;



- 3.8 to collate and offer appropriate information on and about mediation, arbitration and other dispute resolution options including the means of access to services and practitioners;
- 3.9 to assemble and make generally available an impartial online library of information about mediation, arbitration and other dispute resolution options including practice methods, accrediting bodies, providers and practitioners;
- 3.10 to liaise with all other relevant bodies, persons and departments for the achievement of its purposes;
- 3.11 to provide a complaints system for participants in mediation, arbitration and other forms of dispute resolution; and,
- 3.12 to do all such other lawful things as are incidental or conducive to the pursuance or attainment of any of the principal objects.

4. Application of income and property

The entire income and property of the Association must be applied solely towards the promotion of the objects of the Association as set out in this memorandum; and no distribution may be paid or transferred, directly or indirectly, by way of dividend or bonus, or otherwise by way of profit, to the persons who at any time are or have been members of the Association or to any of them, or to any person claiming through any of them.

5. Liability

The liability of the members is limited.

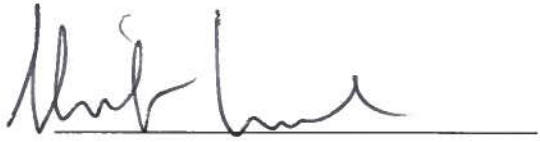




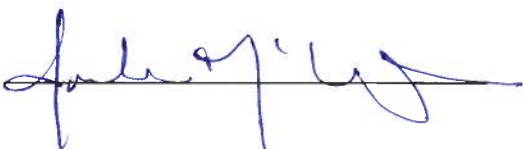
6. Contributions

Each member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up during the time that he is a member, or within one year afterwards, 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 the winding up of the Association, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding C\$1.00.

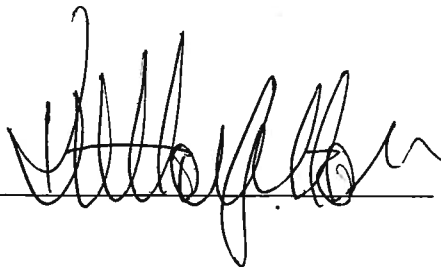
7. Winding up

If, on the winding up or dissolution of the Association, any property remains after the satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Association but must 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, and if and so far as effect cannot be given to this provision, then to some charitable object.


Names and Addresses of Subscribers:

| <i>Name and address</i> | <i>Signature</i> |
|---|--|
| Alistair Walters 4 th Floor Scotia Centre, P.O. Box 884 George Town Grand Cayman KY1 1103 |  |
| James Stenning Unit 8, 58 Mary Street Thompson Building PO Box 901 Grand Cayman KY1-1103 |  |
| Tammy Fu 4 th Floor, Building 3, Cayman Financial Centre PO Box 1102 Grand Cayman KY1-1102 |  |
| Eleanor Fisher 4 th Floor, Building 3, Cayman Financial Centre PO Box 1102 Grand Cayman KY1-1102 |  |
| Chanda Glidden Clifton House 75 Fort Street PO Box 190 Grand Cayman KY1-1104 |  |
| Julie McLaughlin The Waterfront Centre North Church Street P.O. Box 2392 Grand Cayman KY1 1105 |  |

Kirsten Houghton
4th Floor Scotia Centre, P.O. Box 884
George Town
Grand Cayman KY1 1103



Deborah A. M. Musson
202 Piccadilly Centre
28 Elgin Ave
P.O. Box 2252
Grand Cayman KY1-1107



Dated this 30 day of November, 2010

Witness to the above signatures

Donna M. Maccarenha

CERTIFIED TO BE A TRUE AND CORRECT COPY

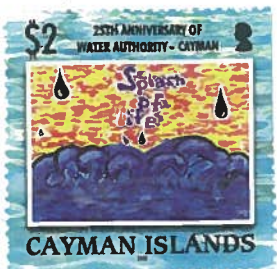
SIG. 

V. Daphne Whitelocke
Assistant Registrar

Date. 1st

December 2010





REGISTERED AND FILED
AS NO: 249087 THIS 1 DAY
OF December 2010
[Signature]
Asst. Registrar of Companies
Cayman Islands

ARTICLES OF ASSOCIATION

COMPANIES LAW (2010 REVISION)
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of

CAYMAN ISLANDS ASSOCIATION OF MEDIATORS AND ARBITRATORS LIMITED

1. Interpretation

1.1 In these articles:

- 1.1.1 "the Law" means the Companies Law (2010 Revision) including any statutory modification or re-enactment of it for the time being in force;
- 1.1.2 "the Board" means the Board of the Directors of the Association established pursuant to the rules and regulations of the Association;
- 1.1.3 "the Association" means Cayman Islands Association of Mediators and Arbitrators Limited; and,
- 1.1.4 "person" shall include an individual, unincorporated association, company or other such entity.

1.2 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Law but excluding any statutory modification of it not in force when these articles become binding on the Association.

2. Objects

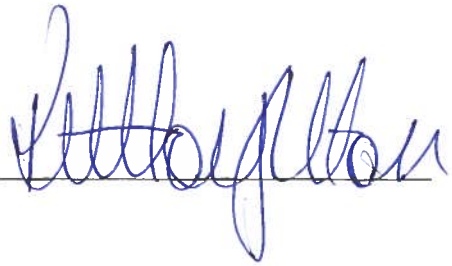
The Association is established for the purposes expressed in the memorandum of association.

3. Membership

The persons who are members of the Association as at the date of the adoption of these articles shall be the initial members of the Association. Those persons who are elected as members in accordance with the rules and regulations for the time being of the Association ("Regulations") shall also be members of the Association. Such other persons as may be prescribed by the Regulations shall also be members or Associate Members of the Association.



Kirsten Houghton
4th Floor Scotia Centre, P.O. Box 884
George Town
Grand Cayman KY1 1103



Handwritten signature of Kirsten Houghton in blue ink, written over a horizontal line.

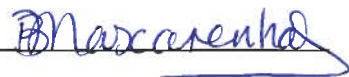
Deborah A. M. Musson
202 Piccadilly Centre
28 Elgin Ave
P.O. Box 2252
Grand Cayman KY1-1107




Handwritten signature of Deborah A. M. Musson in blue ink, written over a horizontal line.

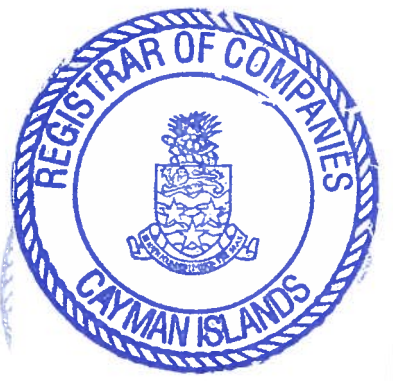
Dated this 30 day of November, 2010

Witness to the above signatures



Handwritten signature of the witness in blue ink, written over a horizontal line.

CERTIFIED TO BE A TRUE AND CORRECT COPY
SIG. 
V. Daphne Whitelocks
Assistant Registrar
Date: 1 December 2010



REGISTERED AND FILED
NO. 249084 THIS 1 DAY
OF December, 2010

ARTICLES OF ASSOCIATION

COMPANIES LAW (2010 REVISION)
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Asst. Registrar of Companies
Cayman Islands

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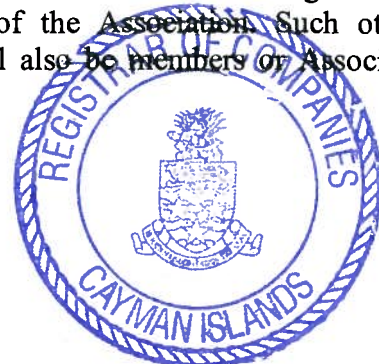
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4. Annual general meeting

- 4.1 The Association must hold a general meeting as its annual general meeting in each year in addition to any other meetings in that year and must specify the meeting as such in the notices calling it.
- 4.2 Not more than 15 months may elapse between the date of one annual general meeting of the Association and that of the next.
- 4.3 At the annual general meeting the report of the Board and the accounts (if any) for the previous year shall be considered, calls upon the members may be made and in so far as provided for in the Regulations, officers of the Association and such other elected members of the Board for the following year must be elected (by ballot if the number of nominations exceeds the number of vacancies), and any other business may be transacted that may be transacted at an annual general meeting by statute or these articles.
- 4.4 All general meetings other than the annual general meeting shall be called "extraordinary general meetings".

5. Convening extraordinary general meetings

- 5.1 The Board may, whenever it thinks fit, and must upon a requisition made in writing by any five or more members convene an extraordinary general meeting.
- 5.2 Any requisition for an extraordinary general meeting shall express the object of the meeting proposed to be called, and must be left at the registered office of the Association addressed to the secretary.
- 5.3 On receipt of such requisition, the Board must proceed to convene an extraordinary general meeting.
- 5.4 If the Board does not proceed to convene the meeting within 21 days from the date of the requisition, the requisitionists or any five members may themselves convene such meeting.

6. Notice of meetings

- 6.1 At least 21 clear days' notice of every annual general meeting and of any meeting convened to pass a special resolution and 14 days' notice of any other general meeting must be given.
- 6.2 The notice must specify the place and the day and hour of meeting and in case of special business, the general nature of such business and must be sent by pre-paid post, facsimile or e.mail to each member.

7. Business

All business is deemed to be special, with the exception of business that may be transacted at the annual general meeting according to these articles.

8. Copy of proceedings to be sent to members

A copy of the proceedings of all annual general meetings must be sent to each member by pre-paid post, facsimile or e.mail.

9. Voting

9.1 At every general meeting except a meeting convened under article 16, four members shall form a quorum.

9.2 Each member shall have one vote, and except in the cases otherwise specifically provided for by these articles, all questions must be decided by a majority of the members present and voting, and the chairman, in case of equality, shall have a second or casting vote.

10. Exercise of powers of the Board

10.1 The management of the Association must be entrusted to the Board, which may:

10.1.1 regulate its own proceedings;

10.1.2 fix the quorum necessary for the transaction of business at its meetings;

10.1.3 delegate any of its powers to sub-committees or special committees consisting of members of the Board or of other members or Associate Members of the Association;

10.1.4 make, alter and revoke the Regulations (so long as they are not inconsistent with these articles); and

10.1.5 generally exercise all powers of the Association that are not by these articles or by statute required to be exercised by the Association in general meeting, subject nevertheless to these articles, to the provisions of statute and to regulations made by the Association in general meeting.

10.2 No regulation made by the Association in general meeting may invalidate any prior act of the Board that would have been valid had the regulation not been made.

10.3 The Board must make a report to every annual general meeting.

10.4 The first members of the Board shall be determined in writing by a majority of the subscribers to the memorandum of association and shall hold office until the first annual general meeting of the Association. Thereafter, the Board members shall be elected at the Association's annual general meeting in the manner prescribed by the Regulations.

11. Application for membership

- 11.1 Any person wishing to be admitted as a member of the Association must meet the membership requirements as may be required from time to time in the Regulations.
- 11.2 Every proposal for membership must be submitted to the Board for consideration and acceptance or rejection at the meeting of the Board next following receipt by the secretary of the proposal or at a subsequent meeting as soon as it is practicable to do so.

12. Election of candidates

A candidate for election to the Board must be elected by a majority of two-thirds of the members of the Association present and voting and the voting must be by ballot if so desired by any member of the Association.

13. Entrance fee

Every member elected under these articles must upon its admission to the Association pay such entrance fee (if any) and annual fee as is fixed by the Regulations and any call or proportion of a call that has been made under article 19.

14. Resignation of membership

Any member, having paid all money due from it to the Association, may resign their membership on giving one month's notice in writing to the secretary of its intention so to do.

15. Avoidance of membership by bankruptcy, etc.

Any member of the Association which becomes bankrupt, insolvent, subject to any administration procedure, or regulatory intervention in any jurisdiction, ceases to have the right to conduct business in the Cayman Islands or breaches the Regulations may be suspended immediately as a member of the Association and will be notified in writing of such suspension by the Board.

16. Expulsion of members

If any member is accused of any dishonourable, improper, or unprofessional conduct, on grounds which the Board after investigation deems sufficient, an extraordinary general meeting of the Association must be convened to consider the accusation (of which meeting the member accused must have 14 clear days' notice), and the member may, after they have had the opportunity of explaining their conduct, by vote of three-quarters of the members present and voting on the question (there being not less than 20 members present) be expelled from the Association and will then immediately forfeit their interest and privileges in the Association without further claim for calls or for any other money paid to the Association, but will remain liable to pay any calls or other money outstanding at the date of expulsion.

17. Rights of members

The rights of each member are not capable of transfer or transmission.

18. Accounts

18.1 The Association shall keep proper books of account as required by the Law.

18.2 The Board shall report on the accounts of the previous year at each annual general meeting of the Association.

19. Funds

19.1 The Association in annual general meeting may from time to time make such calls as it thinks fit upon the members, and each member must pay the amount of every call so made on them to the treasurer at such time or times as are prescribed by the resolution making the call, or, if no time is prescribed, then at the expiration of 28 days after the passing of the resolution.

19.2 A call is deemed to have been made at the time when the resolution making the call was passed.

19.3 No notice of any call need be sent other than a copy of the proceedings of the meeting at which the call was passed, which copy is deemed to be a notice within the meaning of these articles.

20. Forfeiture of membership

Any member who has not paid their call by the end of the current year for which the call is made may be struck off the roll of members by resolution of the Board.

21. Notices

- 21.1 Any notice to be served by the Association upon any member may be served either personally, by sending it through the post in a prepaid letter addressed to them at their address or by facsimile or e.mail transmission.
- 21.2 Any notice, if served by post, is deemed to have been served at the time when the letter containing the notice would be delivered in the ordinary course of post, and if served by facsimile or e.mail, is deemed to have been served at the time when the transmission was completed and a certificate signed by the secretary or the person employed by him to post or transmit the notice is conclusive evidence of the notice having been duly posted or transmitted.

22. Members' addresses

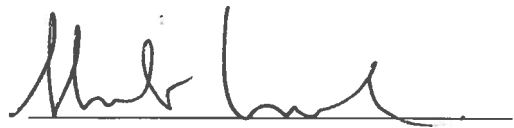
Every member must from time to time notify the secretary of a place of business as his address which will be deemed his address and where available, a facsimile number in the Cayman Islands and e.mail address.

23. Headings

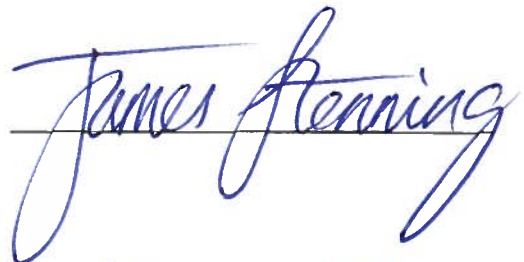
The headings in these articles are not part of the articles and do not affect the Interpretation or construction of the articles in any way.

**NAME AND ADDRESS OF
SUBSCRIBERS**

Alistair Walters
4th Floor Scotia Centre, P.O. Box 884
George Town
Grand Cayman KY1 1103



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Deborah A. M. Musson
202 Piccadilly Centre
28 Elgin Ave
P.O. Box 2252
Grand Cayman KY1-1107

Deborah A. M. Musson

Dated this 30 day of November, 2010

Witness to the above signatures:

M. Mascarenhas

CERTIFIED TO BE A TRUE AND CORRECT COPY
SIG. *V. Daphne Whitlocke*
V. Daphne Whitlocke
Assistant Registrar
Date 1 December 2010

