


Certified True Copy

For and on behalf of

CLARSON SERVICES LIMITED

嘉信服務有限公司



Authorized Signature(s)

SECRETARY OF
HONG KONG INSURANCE
LAW ASSOCIATION LIMITED

THE COMPANIES ORDINANCE (Chapter 32)

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

HONG KONG INSURANCE LAW ASSOCIATION LIMITED

香港保險法律協會有限公司

Incorporated the 2nd day of June 2011

(Including all the amendments made up to 2 May 2012)



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THE COMPANIES ORDINANCE, CHAPTER 32

RESOLUTION

OF

HONG KONG INSURANCE LAW ASSOCIATION LIMITED

香港保險法律協會有限公司

(the "Company")

Passed on 2 May 2012

At an Extraordinary General Meeting of the Company held at 17th Floor, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong on 2 May 2012 the following resolution was passed:-

As Special Resolution:

'THAT amendments to the Articles of Association as attached hereto as Appendix I be adopted.'

Mei-wah Leung
Chairman of the Meeting

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HONG KONG INSURANCE LAW ASSOCIATION LIMITED
香港保險法律協會有限公司

Incorporated the day of 2011

THE COMPANIES ORDINANCE (Chapter 32)

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

HONG KONG INSURANCE LAW ASSOCIATION LIMITED

香港保險法律協會有限公司

1. (a) The name of the Company is "HONG KONG INSURANCE LAW ASSOCIATION LIMITED 香港保險法律協會有限公司" (hereinafter called "the Association").
- (b) The registered office of the Association will be situated in Hong Kong.
2. (a) The objects for which the Association is established are:-
 - (i) To provide a forum for discussion and education of its members and the public in relation to life and general insurance.
 - (ii) To advance the education and research of insurance law for the benefit of the general public in Hong Kong.
 - ~~(iii)~~ To provide a means of keeping members informed of industry and legal developments both in Hong Kong and abroad.
 - ~~(iv)~~ ~~(iii)~~ To provide a medium for exchange of ideas and the promotion of awareness of the law relating to insurance.
 - ~~(v)~~ ~~(iv)~~ To consider and discuss matters of general interest arising out of the law (both statutory and common), including law reform of Hong Kong and such other countries as the Association may from time to time think desirable insofar as it affects any branch of insurance.
 - ~~(vi)~~ ~~(v)~~ To encourage the production of, to receive and to discuss, and (if considered appropriate) to publish papers on insurance law issues whether in Hong Kong or elsewhere,
 - ~~(vii)~~ ~~(vi)~~ To conduct seminars and meetings for members and other interested persons, including members of the general public.
 - ~~(viii)~~ ~~(vii)~~ To be the Hong Kong section of Association Internationale De Droit Des Assurances ("AIDA"), and to co-ordinate and conduct activities associated with the World Congress of AIDA.
 - ~~(ix)~~ ~~(viii)~~ To foster interests not inconsistent with the purpose, aims and objects of the Association amongst those involved with insurance law in the Pacific and South-East Asian regions.
 - ~~(x)~~ ~~(ix)~~ To promote the adoption of laws and practices in respect of the insurance industry that fairly balance the interests of the general public and the insurance industry.

(xi) To co-operate with existing companies, associations or bodies connected with insurance.

(xii) ~~(x)~~- To arrange for the conduct of an Annual Conference of the Association.

(xiii) ~~(xi)~~- To raise funds for any of the purposes of the Association by any means considered appropriate on a non-profit-making basis

(xiv) ~~(xii)~~-To take such action as may be thought desirable to further the purpose, aims and objects of the Association.

Provided that

(i) In case the Association shall take or hold any property which may be subject to any trust, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trust.

(ii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.

(xv) ~~(xiii)~~-For the purposes of carrying out or advancing the objects of the Association, to accept subscriptions, donations and endowments.

(b) Solely for the purpose of carrying out the aforesaid objects and not otherwise the Association shall have the following powers:

(i) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith PROVIDED that no member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.

(ii) To subscribe to, support with its funds, amalgamate with, become a member of and co-operate with any other association or organization, whether incorporated or not whose objects are similar to those of the Association.

(iii) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association's premises.

(iv) To purchase, take on, lease, exchange, hire or otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association PROVIDED that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(v) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive, to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (vi) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (vii) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or grant money for charitable or benevolent objects, or for any public, general or useful object.
- (viii) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences, whether directly or indirectly, to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (ix) To invest and deal with the money of the Association not immediately required in such manner as the Board may think fit as limited by the law for the investment of trust funds.
- (x) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (xi) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (xii) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- (xiii) To accept any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association.
- (xiv) To form a charitable foundation for the purpose of advancement of the education and research of insurance law for the benefit of the general public in Hong Kong.
- (xv) To accept such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (xvi) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (xvii) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorized to amalgamate.
- (xviii) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies,

Institutions, societies or associations with which the Association is authorized to amalgamate.

3. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Association PROVIDED that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member of the Association or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Board of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member of the Board except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.
4. The liability of the members is limited.
5. Every member of the Association undertakes to contribute to the property of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association (contracted before he ceases to be a member) and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred Hong Kong dollars (\$100).
6. If upon the winding up or dissolution of the Association there remains, after 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, and whose memorandum of association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause (3) herein, such institution or institutions to be determined by the members of the Association at or before the time of the dissolution and in default thereof by application to a Judge of the High Court of the Hong Kong Special Administrative Region for determination.
7. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the Articles of Association for the time being in force shall be open to the inspection of the members. At least once in every year, the accounts of the Association shall be examined by one or more properly qualified Auditor or Auditors.

We, whose names, addresses and descriptions are hereto given below, wish to form a Company in pursuance of this Memorandum of Association.

| Name, Address and Descriptions of Signatories | |
|--|--|
| <p>..... Gary Meggitt</p> <p>..... Zhu Ling 朱玲</p> | |

Dated: 12 May 2011

THE COMPANIES ORDINANCE (CHAPTER 32)

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

HONG KONG INSURANCE LAW ASSOCIATION LIMITED
香港保險法律協會有限公司

1. In these Articles:

"the Ordinance" means the Companies Ordinance, Chapter 32, Laws of Hong Kong and includes any amendments or re-enactment of it or any legislation passed in substitution for it;

"the Association" means HONG KONG INSURANCE LAW ASSOCIATION LIMITED
香港保險法律協會有限公司;

"Board" means the Board of Directors of the Association;

~~"Office Bearers" means the Chairman, Vice-Chairman, Treasurer, Secretary and an Executive Committee which may include (but not limited to) a Seminars Officer, Website Officer, Journal Editor and Research Officer all of whom shall be members of the Association.~~

"the Seal" means the common seal of the Association;

"Secretary" means any person appointed to perform the duties of a secretary of the Association and includes;

~~expressions~~

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Companies Ordinance as in force at the date at which these Articles become binding on the Association.

2. The Association is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Association proposes to be registered is one hundred (100) but the Board may from time to time register an increase or decrease of members.
4. The founder members to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with these Articles shall be members of the Association.
5. Any individual with or without legal qualification who is sufficiently connected with, or interested in, insurance or insurance law shall be entitled to be admitted to membership.
6. Any academic institution and designated current members or affiliates thereof (hereafter referred to as an "Academic Institution") shall be entitled to be admitted to membership.
7. Insurers, Insurance Associations, Firms of Insurance Brokers, Adjusters, Solicitors and any other corporate body, organization or partnership which has sufficient connection with or interest in insurance (hereafter referred to as a "Corporate Member") shall be entitled to be admitted to membership.
8. Where an Academic Institution or a Corporate Member is admitted to membership it shall be entitled to ~~one vote~~appoint a maximum of five individual representatives each of whom shall be entitled to one vote provided that such individual representative is present in person at the relevant meeting of members or, where a written resolution be passed in lieu of a meeting, such individual representative is at the date of the resolution entitled to vote and votes. An Academic Institution or a Corporate Member may by resolution of their governing body authorize such ~~person~~persons as it thinks fit to act as its ~~representative~~representatives at any meeting of the Association, and the ~~person~~persons so authorized shall be entitled to exercise the same powers on behalf of the Academic Institution or a Corporate Member which he represents as that corporation could exercise if it were an individual member of the Association.
9. Every application for membership of the Association (other than the founder members to the Memorandum of Association) shall be made in writing, signed by the applicant and shall be in such form as the Board from time to time prescribes.
10. At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant. The Board may delegate the power to consider applications for membership to the Secretary or any committee of Directors.
11. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant a request for payment of the first annual subscription. Upon payment of the first annual subscription the applicant shall become a member of the Association, provided nevertheless that if such payment is not made within five calendar months after the date of the notice, the Board may in its discretion revoke its acceptance of the applicant for membership of the Association.
12. The annual subscription payable by members (other than honorary members) of the Association shall be such as the Board shall from time to time prescribe and the Board may prescribe different rate for individual and corporate members as it deems fit.
13. All annual subscriptions shall become due and payable in advance on the first day of July in each year, or such other date as the Board may in its discretion determine.

14. Where fulfillment of the purpose, aims and objects of the Association require, the Board may levy members for additional funds. A member shall not be obliged to pay such levy, but if the member fails to pay such levy the member's membership may be cancelled by the Board in its discretion.
15. The Board may invite any person who in its opinion has made significant contribution to the Association or to the field of insurance law to become an honorary member. Honorary membership shall be for life or for such specific period as may be determined by the Board.
16. The Secretary shall maintain a register of the members for the time being in which shall be recorded the name of each member together with his or her residence and such address for communication of notices as the member has last notified to the Association. The register of members shall be maintained in the place where the Secretary for the time being normally resides unless the Board otherwise determines.

CESSATION OF MEMBERSHIP

17. If the subscriptions of a member shall remain unpaid for a period of five calendar months after it becomes due then the member's membership may be cancelled by the Board provided that the Board may in its discretion reinstate the member on payment of all arrears.
18. A member may at any time by giving notice in writing to the Secretary resign his membership of the Association but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Association and in addition thereto for any sum not exceeding one hundred dollars (\$100) for which he is liable as a member of the Association.
19. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Association or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Association the Board shall have power by resolution to censure, fine, suspend or expel the member from the Association PROVIDED that at least one week before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and PROVIDED FURTHER that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Association in general meeting and in that event an extraordinary general meeting of the Association shall be called for that purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for this expulsion the member shall be expelled.

GENERAL MEETINGS

20. An Annual General Meeting of the Association shall be held in accordance with the provisions of the Ordinance. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
21. Any member of the Board may whenever he thinks fit requisition an extraordinary general meeting. An extraordinary general meeting shall be convened on such requisition or in default may be convened by such requisitions as provided by section 113 the Ordinance.

EXECUTIVE COMMITTEE MEETINGS

22. ~~An Executive Committee Meeting of the Association shall be held at a minimum of a quarterly interval. The Executive Committee shall have the option to hold more meetings as deemed appropriate and on abridged notice where urgent.~~

NOTICE OF GENERAL MEETINGS

23. ~~22--An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, 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 14 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 of 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 the articles of the Association, entitled to receive such notices from 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-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) 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 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.
24. ~~23--The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.~~

PROCEEDINGS AT GENERAL MEETINGS

25. ~~24--All business shall be 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 the report of the Board and Auditors, the election of officers and other members of the Board in the place of those retiring, and the appointment of the Auditors, if necessary.~~
26. ~~25--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. Subject to any other provision of these Articles four (4) members present in person shall be a quorum. For the purpose of this Article "member" includes a person attending as a proxy or as representing: a corporation which is a member.~~
27. ~~26--If within half an hour from 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, or to such other day and at such other time and place as the Board may determine, 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 (being not less than three (3)) shall be a quorum.~~

~~27. The President of the Board shall preside as Chairman at every general meeting of the Association, or if there is no President of the Board, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-President of the Board shall be the Chairman or if a Vice-President of the Board is not present or he is unwilling to act then the members present shall elect one of their member to be Chairman of the meeting.~~

28. 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 a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

29. 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 a show of hands) demanded:

(a) by the Chairman; or

(b) by at least four members present in person or by proxy.

Unless a poll is 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, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

30. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

VOTES OF MEMBER

31. In the 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 casting vote.

32. A member may vote in person or by proxy or by attorney and on a show of hands every person present at any general meeting who is a member or a representative of asuch individual member or Corporate Member, shall have one vote and on a poll every individual member or Corporate Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

33. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.

34. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.

35. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
36. The instrument appointing a proxy may be in the following form or in a common or usual form.

HONG KONG INSURANCE LAW ASSOCIATION LIMITED
香港保險法律協會有限公司

I _____ of _____ being a member
of _____ hereby appoint
of _____ as my proxy to vote for me on my behalf at the (annual
or extraordinary, as the case may be) general meeting of the Association, to be held on
the _____ day of _____ 20 _____ and at any adjournment thereof.

My proxy is hereby authorized to vote *in favour of/* against the following resolutions:

Signed this _____ day of _____ 20 _____

.....
Note : In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

* Strike out whichever is not desired.

37. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarily certified copy of that power or authority shall be deposited at the registered office of the Association, or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than twenty-four hours before the time for holding the meeting or adjourned in meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
38. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE BOARD OF DIRECTORS (INCLUDING OFFICE BEARERS)

39. (a) ~~The office bearers of the Association shall consist of a President, Treasurer, Secretary and Immediate Past President all of whom shall be members of the Association. The tenure of the Office Bearers shall be 1 year and they shall be eligible for re-election at the Annual General Meeting each year up to a maximum tenure of a 3-year continuous period.~~
- (b) ~~A retiring President shall be appointed Immediate Past President and shall hold~~

~~office until the retirement of the succeeding President.~~

40. (a) The Board may appoint a member who is a member of the President Council of AIDA as a Board Member.
- ~~(b) Honorary members may be appointed by the Board as a Vice President. (c)~~
All ~~first office bearers~~ Officer Bearers shall retire at the first Annual General Meeting but shall be eligible for re-election.
41. At and from the first Annual General meeting the Board shall consist of the ~~office-bearers~~ Office Bearers and other members of the Association all of whom shall be elected as herein provided.
42. At the first Annual General Meeting of the Association and at the Annual General Meeting of the Association in each year thereafter the ~~office-bearers~~ Office Bearers and other members of the Board shall be elected from among the members and such ~~office-bearers~~ Office Bearers and other members of the Board shall hold office until the next Annual General Meeting when they shall retire and they shall be eligible for re-election, ~~except for the President who shall not be eligible to hold office as President for more than two consecutive years.~~
43. The election of ~~office-bearers~~ Office Bearers and other members of the Board shall take place in the following manner:
- (a) an invitation for nomination shall be sent by the Secretary to all members registered at the time at least 21 days before the Annual General Meeting at which the election is to take place, and any two members of the Association shall be at liberty to nominate any other member to serve as an ~~office-bearer~~ Office Bearer or other member of the Board;
- (b) the nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least ~~fourteen~~ seven days before the Annual General Meeting at which the election is to take place;
- (c) a list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the registered office of the Association for
- ~~(i) circulated by the Secretary by email at least seven~~ 2 clear working days immediately preceding the Annual General Meeting; to all members registered at the time.
- (d) balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies; and
- (e) in case there shall not be sufficient number of candidates nominated, the Board may fill up the remaining vacancy or vacancies.
44. The Association may from time to time by ordinary resolution passed at a general meeting or by written resolution increase or reduce the number of ~~office-bearers~~ Officer Bearers or other members of the Board.
45. The Board shall have power at any time, and from time to time, to appoint any member to the Board, either to fill a casual vacancy or as an addition to the existing ~~office-bearers~~ Office Bearers or other members of the Board but so that the total number of ~~office-bearers~~ Office Bearers or other members of the Board shall not at any time exceed the number fixed in accordance with these Articles. Any

~~office-bearer~~Office Bearer or other member of the Board so appointed shall hold office only until the next following Annual General Meeting.

46. The Association may by ordinary resolution of which special notice has been given remove any ~~office-bearer~~Office Bearer or other member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
47. ~~The Board shall have power at any time, and from time to time, to appoint any member of the Association to be a non-statutory director (or any position with equivalent powers) who shall have the authority as specifically delegated by the Board to manage the business of the Association. Such non-statutory director shall not be counted as a member of the Board and is not entitled to attend board meetings.~~

DISQUALIFICATION OF DIRECTORS

48. ~~47.~~The office of a member of the Board shall be vacated if the member:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a director of the Association by reason of any order made under the Ordinance;
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) resigns his office by notice in writing to the Association;
 - (e) is absent for more than six months without permission of the Board from meetings of the Board held during that period;
 - (f) holds any office of profit under the Association; or
 - (g) ceases to be a member of the Association.

POWERS AND DUTIES OF THE BOARD

49. ~~48.~~The business of the Association shall be managed by the Board who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Ordinance or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to any of these Articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Association in general meeting; PROVIDED THAT any rule, regulation or by-law of the Association made by the Board may be disallowed by the Association in general meeting and PROVIDED FURTHER THAT no resolution or regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
50. ~~49.~~The rate of interest payable in respect of money lent by members to the Association shall not exceed the lowest rate paid for the time being by banks in Hong Kong in which the loan was made in respect of term deposits.
51. ~~50.~~All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members

of Board or in such other manner as the Board from time to time determines.

52. ~~54.~~ The Board shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers and servants;
- (b) of names of members of the Board present at all meetings of the Association and of the Board; and
- (c) of all proceedings at all meetings of the Association and of the Board.

~~Such meetings shall be signed by the President of the meeting at which the proceedings were held or by the President of the next succeeding meeting.~~

PROCEEDINGS OF THE BOARD

53. ~~52.~~ The Board may meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit. A member of the Board may at any time and the Secretary shall on the requisition of a member of the Board summon a meeting of the Board.

54. ~~53.~~ Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. ~~In case of an equality of votes the President of the meeting shall have a second or casting vote.~~

55. ~~54.~~ The quorum necessary for the transaction of the business of the Board shall be a majority of the total Board or such greater number as may be fixed by the Board.

56. ~~55.~~ The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purpose.

~~56. The President of the Board shall preside as Chairman at every meeting of the Board, or if there is no President of the Board, or he is not present within 15 minutes after the time appointed for holding the meeting, or is unwilling to act, a Vice-President of the Board shall be Chairman or if a Vice-President is not present or is unwilling to act then the members shall elect one of their number to be Chairman of the meeting.~~

57. The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the Directors of the Association by the Ordinance or the general law) to one or more sub-committees consisting of such member or members of the Association as the Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Association and all members of such sub-committees shall have one vote.

58. The Board may appoint one or more advisory boards consisting of such member or members of the Board as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Association and all members of such advisory boards shall have one vote.

59. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the

~~case of an equality of votes the President shall have a second or casting vote.~~

60. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid; or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
61. A resolution in writing signed by all the members of the Board in Hong Kong for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

SECRETARY

62. The Secretary shall in accordance with the Ordinance be appointed by the Board for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Association as Honorary Secretary and any member so appointed shall forthwith become an ~~office-bearer~~ Office Bearer of the Board and, if not already a member of the Board, ex officio a member of the Board.

SEAL

63. The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or sub-committee of members of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some person appointed by the Board for the purpose.

ACCOUNTS

64. The directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.

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

65. The books of account shall be kept at the registered office of the Association, or, subject to section 121(3) of the Ordinance, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
66. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the directors or by the Association in general meeting.

67. The directors shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the directors' report and a copy of the auditor's report, shall not less than 14 days before the date of the meeting be sent to every member of, 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 person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

69. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Ordinance.

NOTICE

70. Any notice required by law or by or under these Articles to be given to any member shall be given by sending it by post to him at this registered address or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notices 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 on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
71. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them; and
 - (b) the auditor or auditors for the time being of the Association.
- (2) No other person shall be entitled to receive notices of general meetings.

WINDING-UP

72. The provisions of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

73. Every member of the Board, auditor, secretary and other office for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Ordinance in which relief is granted to him by the court in respect of any negligence,

default, breach of duty or breach of trust.

74. We the several persons whose names and addresses are subscribed being subscribers to the Memorandum of Association hereby agree to the foregoing Articles.

| Name, Address and Description of Signatories |
|--|
| <p>.....</p> <p>Gary Meggitt</p> <p>.....</p> <p>Zhu Ling 朱玲</p> |

Dated: 12 May 2011

No. 1611201
編號



公司註冊處
COMPANIES REGISTRY

CERTIFICATE OF INCORPORATION

公司註冊證書

I hereby certify that
本人謹此證明

HONG KONG INSURANCE LAW ASSOCIATION LIMITED
香港保險法律協會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance
於本日根據《公司條例》(香港法例第32章)

(Chapter 32 of the Laws of Hong Kong) and that this company is limited.
在香港註冊成為有限公司。

Issued on 2 June 2011.

本證書於二〇一一年六月二日發出。

A handwritten signature in black ink, appearing to read 'A. L. Chung', with a horizontal line underneath.

Ms Ada L. L. CHUNG

.....
Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長鍾麗玲

Note 註:

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.
公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。