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MEMORANDUM FOR THE SECRETARY OF DEFENSE
(Approved and signed by the Secretary of Defense on 28 June 2023)

MEMORANDUM FOR THE SECRETARY OF DEFENSE
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- 1 The name of the company
- 2 The registered office of the company shall be at the office of Nyer Tutu (a/n) Limited, P.O. Box 2681, Garden of Eatin', Ratuch Street, Accra, Ghana.
- 3 The object for which the company is established shall be to carry out the business of a company as defined in the Companies Act, 1963, in Ghana.
- 4 The liability of each member of the company shall be limited to the amount subscribed by him.
- 5 The authorized capital of the company is U.S. \$42,000,000 divided into 10,000,000,000 common shares of U.S. \$0.004 each having the right and privilege attached thereto to participate in the assets of the company. Article 4 of the Memorandum of Association provides for the issue of 500,000,000 preference shares of U.S. \$0.004 each having the right and privilege attached thereto to participate in the assets of the company.
- 6 The company shall have the power to register by way of continuation a body corporate limited by shares under the law of any jurisdiction in Ghana and to be registered in Ghana.
- 7 It is hereby declared that the intent of the Memorandum of Association and the Articles of Association is that the company shall be a company.

THE OMAHA TRADING COMPANY (REVISED)
EXEMPT OMAHA LIMITED BY SHARES

Table A in the Schedule to the Companies Act does not apply to these Articles. In these Articles, unless the subject or context suggests otherwise, the following terms and expressions shall bear the following meanings.

“manly” Manufacturing International Corporation.

“manly Act” the Manly Act (Act No. 22 of 1963) and any amendments thereto for the time being in force and in force at any time with retrospective effect.

“Exchange Rate” the rate of exchange, or any rate, or any amendment thereof, as applicable at any time to any exchange.

“Member” a member of the company, as defined in the Companies Act.

“Article” the articles of association of the company, as amended from time to time by special resolution.

“Share” () in the company, including a fraction of a share.

“Common Share” that entitles the holder to exercise common voting rights and to receive dividends, having the meaning given in the Memorandum and Articles of Association of the company, in the Companies Act, with the necessary modifications.

“Preferred Share” those shares in the company which are entitled to a preferential dividend in accordance with the provisions of the Memorandum and Articles of Association.

“Preferred Share” those shares in the company which are entitled to a preferential dividend, having the meaning given in the Memorandum.

“Dividend” any sum paid or payable in respect of shares.

“Auditor” any person appointed as auditor.

“Mē m̄ θr

h t h a n e m f a n i n g g i v e n i n t h a m p a n e Act-

“R e g i t e r f M e m θ r

m f a n t h r e g i t e r m a i n h i n e i n a c c r a n c e w i t h t h a m p a n e Act a n d i n d e u n e t h r w i e a e d a n y u d p o i a e R e g i t e r f M e m θ r -

“O r d a r / R e u t i n

m f a n a r e u t i n n e d d b a i m p e m a j r i v f m f e t a n n e h i f 1 2) f t h M e m θ r a , d i n g e n t i t e d d , v e i n p e r n r b p r x y , r , i n t h a e f c r p a t i n , b u d b a u t h r i z e d r e p e n a t i v e , a t a g e n e r a l m e e t i n g - I n c m p u n g u c h i m p e m a j r i v w a n a p l l i a n a n d r e g a r d a l l d m a t t h a u m θ r f v e t w h c h e a c h M e m θ r i e n t i t e d b t h A r t i c l e -

“S e c a l R e u t i n

m f a n a r e u t i n n e d d a t f a t t h e e - f u r t h 3 4) f t h M e m θ r a , d i n g e n t i t e d d , v e i n p e r n r b p r x y , r , i n t h a e f c r p a t i n , b u d b a u t h r i z e d r e p e n a t i v e , a t a g e n e r a l m e e t i n g - I n c m p u n g u c h t h e e - f u r t h r e q u i r e m e n t w a n a p l l i a n a n d r e g a r d a l l d a d t t h a u m θ r f v e t w h c h e a c h M e m θ r i e n t i t e d b t h A r t i c l e -

“B a r d

m f a n t h b a r d f d e c t r f t h m p a n y -

“d e c t r

m f a n t h d e c t r f r t h t i m e d i n g f t h m p a n y -

“S e c r e t a r y

m f a n a n y p e r n a p p i n e d t p e r f r m t h a u d t e f e c r e a r y f t h m p a n y -

“A u d i t r

m f a n t h p e r n f r t h t i m e d i n g p e r f r m i n g t h a u d t e f a u d i t r f t h m p a n y -

“h i j a l M e e t i n g

m f a n g e n e r a l m e e t i n g a l d a n d c n u d c e d b p h i j a l a t e n a n c e a n d a r t i c i a t i n b M e m θ r a n d r p r x e -

“d e c t r n i c M e e t i n g

m f a n g e n e r a l m e e t i n g a l d a n d c n u d c e d b a t e n a n c e a n d a r t i c i a t i n b M e m θ r a n d r p r x e b m f a n f e d e c t r n i c f a c i l i t e , w h i t u c h e d e c t r n i c f a c i l i t e a l l e n a t e c m m n i a t i n a m n g a t e n e -

“d e c t r n i c m m n i a t i n

m f a n c m m n i a t i n e n t , t a n m i t e d c n v e e d a n d e e i v e d b w i e , a d , p t i a l m f a n r t h r i m i a r m f a n i n a n y f r m t h u g h a n y m e d m -

“R S

m f a n t h h a e u r i t e R e g i t e r m m i j n -

“Exchange” mean any purchase or sale of goods or services in which the seller may deliver the goods or services at the time of purchase.

“Recognized Foreign Currency” shall have the meaning ascribed in Part I of Schedule I of the Finance Act, 1957 (Act No. 57 of 1957) and any amendment thereto or any amendment thereto in force and in effect on the date of the commencement of the operation of this Act.

“Registered Office” mean the office of the company in which the company is registered.

“Mahatma” mean the Mahatma of the Republic of India.

“Foreign Exchange” mean the foreign exchange of the Republic of India.

“Sale” mean the sale of the goods and services of the company.

“Year” mean a financial year.

“Month” mean a financial month.

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2.1 “Writings” mean any document or any other thing in writing.

2.2 “Writings” mean any document or any other thing in writing.

2.3 “Writings” mean any document or any other thing in writing.

2.4 “Writings” mean any document or any other thing in writing.

2.5 “Reference” mean any reference to the provisions of the Finance Act, 1957.

2.6 Any phrase introduced by the word “including”, “in part” or “and” shall be construed as including the things mentioned therein.

2.7 “Foreign exchange” mean any reference to the provisions of the Finance Act, 1957.

- 2.8 Reference in the Article to a document being executed, including reference to it being executed in or in and in or for a particular territory or in or for a particular territory.
- 2.9 Any word or expression in this Act and any application of law in force here, if not inconsistent with the subject or context in which it appears, have the same meaning in the Article as that part of the word "company" including any body corporate.
- 2.10 Reference to a meeting: (1) shall not be taken to require more than the presence of any quorum of members and a quorum of members; (2) shall mean a meeting convened and held in any manner permitted by the Article; (3) shall, where the context so requires, include a meeting by correspondence; (4) shall apply to a meeting, a meeting, a meeting, a meeting, a meeting and a meeting in all parts of the same meaning.
- 2.11 Where the Article vests any power in any person, the power may be exercised by or on behalf of that person.
- 2.12 The company shall comply with all applicable laws, regulations and the Exchange Rules, regarding the company's financial statements, and the company's financial statements.

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- 3 The authorized share capital of the company at the date of the Article is U.S. \$42,000,000.00, divided into 10,000,000,000 shares of U.S. \$0.004 each and 500,000,000 shares of U.S. \$0.004 each.
- 4 The company may in a general meeting increase or decrease the total number of shares authorized to be issued to the total number of shares.
- 5 Subject to the provisions, if any, in the Memorandum and the Article and the authorization of the company in a general meeting and with the consent of any right attached to any existing shares, the Board may, at its discretion, issue or grant to any person or persons (including a corporation or other body corporate) with or without preference or any other special rights, such as the right to vote, the right to receive dividends, the right to participate in the assets of the company, and such other terms and conditions as the Board may determine. The company shall not issue shares to the Board.
- 6 The general meeting or the Board authorized by the general meeting may, at its discretion, vary or amend the terms of any shares issued to the company, and such variation or amendment shall be binding on the company.

7 Up na ppr va l f t A gene a l mee ting ra ppr va l f t A ba r da au th rize d b t A gene a l mee ting, u c hu m b r f m m n a h e , r t A r a h e r e a r t e f t A m a n y, a m a y b e q u e r r u c h r p e a l l b e e r v e d r i u a n c e i n c m e c t i n w i t h a n p u n, r i g h v a r a n t r t A r e a r t e f t A m a n y r a n y t A r p e r n t a t i e x e r c i a b e f r, c n v e r t e i n t, e x c h a n g e a b e f r r t A r w i e i u a b e i n e p e c t f u c h m m n a h e r t A r a h e r e a r t e f t A m a n y.

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8 b e f e r e d a h e m a y b i u e d r m t i m e t t i m e i n e r m e e r e b t A m a n y. W a n i u i n g b e f e r e d a h e , t a h e u t i n p r v i n g f r t A i u e f u c h e r e f b e f e r e d a h e a e d a t t a g e n e a l m e e t i n g r t A h e u t i n b t A b a r d a a u t h r i z e d b t A g e n e a l m e e t i n g) a l l a e a n d e x p e r a m e a n d a i g n a t i n f u c h b e f e r e d a h e (i n d o n g w r d i n d a t i n g t a v t i n g p w e r a t a c a d a r t , i f a n y, a n d i n d o n g " e t r i c e d v t i n g r " l i m i t d v t i n g w a r t a v t i n g r i g h a t a c a d a r t a e n t t a m t a v a b e), v t i n g p w e r u l l r l i m i t e d r w i t h u t v t i n g p w e r), p r e f e r e n c e a n d e a t i v e, p a r t i c i p a t i n g, p u n a l r t A r p e c a l r i g h a n d q u a l i f i c a t i n, l i m i t a t i n r e t r i c t i n t a h e f.

9 u b e c t t t A m e m a n u d m, t a h e A r t i c l e, a p p l i c a b e a w a n d a e x p e a u t h r i z a t i n f t A g e n e a l m e e t i n g f t A m a n y, t a b a r d a m a y c r e a t e e r m e e r e f b e f e r e d a h e n u c h e r m a n d e n d u n a i t m a y f r m t i m e t t i m e a e r m u n e, i n d o n g u b t n t l i m i t e d t a f l l w i n g.

- 9.1 T A u m b r f b e f e r e d a h e t c n t u e f u c h e r e a n d a d j u n c t i v e a i g n a t i n t a h e f.
- 9.2 T A d v l o n d a e n t a b e f e r e d a h e f u c h e r e, t a d v l o n d a y m e n t a h e, t a p e r i d i n e p e c t f w h e h d v l o n d a e p a v a b e " (a n d w a t a r t a y a l l b u m a t i v e a n d i f u m a t i v e, t a a h e r a e f r m w h e h d v l o n d a a l l a c u m a h e).
- 9.3 W a t a r t a b e f e r e d a h e f u c h e r e a l l b c n v e r t e i n t, r e x c h a n g e a b e f r, a h e f a n y t a r c a s r a n y t A r e r e f t A m a n y a n d a c n v e r i n p r i c e r a e, r t A h e a t w h e h u c h e x c h a n g e m a y b m a a w i t h u c h a y t m e n t, i f a n y, a a l l b a e a n d e x p e e d r p r v i d d i n u c h e u t i n.
- 9.4 T A p r e f e r e n c e, i f a n y, a n d a m u n t t a h e f, w h e h t a b e f e r e d a h e f u c h e r e a l l b e n t i t e d r e c i v e u p n t a w i n d u g u p f t A m a n y.
- 9.5 T A v t i n g r i g h, i f a n y, a t a c a d t a b e f e r e d a h e f u c h e r e.
- 9.6 T a n b e r e t r i c t i n a n d r i g h f f i r t r e u a l w i t h e p e c t t t A b e f e r e d a h e f u c h e r e a n d.

9.7 uch tAr fEr m, c n t n , p e c a l r i g h a n d p r v i j n a m a y e e m a d i a l e t t a
S a r d t w i t h a n g t a f i x i n g f t a u m b e r f e e r e d h e c n t u n g a
m r t u a r e r e u p n t a j u a n c e t a e f , t a p a r a t a n t u m e t a f e r m a y a u t h r i z e
t a j u a n c e f a d t u m a l e e r e d h e f t a a m e e r e u l e c t a l w a y t t a
m a n e A c t , t a M e m a n u m a n d t a e A r t i c l e .

(3)

10 T a h l o r f m m n s h e h i l l b .

10.1 E n t i t e d t w i t h a n d i n a c c r a n c e w i t h t a e p v a n t p r v i j n f t a e A r t i c l e .

10.2 E n t i t e d t a t e n d e n a l m e e t i n g f t a m a n y a n d h i l l b e n t i t e d t n e v e f f r
e a c h m m n h e e g i e e d i n h n a m e i n t a e g i e r f M e m b e r , b t h i n
a c c r a n c e w i t h t a e p v a n t p r v i j n f t a e A r t i c l e .

10.3 E n t i t e d t r i g h u n e r a n d e u l e c t t t a p r v i j n i n e a t i n t w i n d u p f t a
m a n y p r v i d e f r i n t a e A r t i c l e .

11 A l l m m n s h e h i l l a n k a r i a u w i t h e a c h t a r i n a l l e p e c t , i n d i n g t a r i g h t
w i t h a n d i n m e n t a n d e t t r i b u t i n u p n t a w i n d u p f t a m a n y .

12 M m m n s h e j u e d b t a m a n y a e e n t a l l e p i e d w i t h h a e u r i t e
e p i t e a n d p a r i n g , m a n y i m i e d t a j u a n c e , l i t i n g , e g i t a t i n , t a n g a n d t a r
m a t e r f t a m a n y / M m m n s h e h i l l e g v e r e d b t a a w , e g a t i n a n d
n m a t i v e d o m e n t f a m a n d h a . I n h a r a M m m n s h e f t a m a n y
c n t i n e t i t n t a h i n g h i t c k e x c h a n g e , t a m a n y h i l l c i m p l w i t h t a a w a n d
e g a t i n f a m a n d h a a n d t a e p v a n t r e q u e m e n t f t a e u r i t e e g a t i
a u t h r i t e f a m a n d h a n t a e d e h e n e r p i e .

(4)

13 U n e t a r w i e a e d i n t a e x c h a n g e r u e r t a e A r t i c l e , a n y M e m b e r m a y t a n f e r a l l
r a r t f h s h e t a n t a r p e r n f i e e f r m e t r i c t i n .

14 T a n f e r f a n y s h e h i l l b e u d e d t w r i t i n g a n e f f e c t d b a n i n u m e n t f t a n f e r i n
t a u u a l c m m n f r m r i n u c h t a r f r m a t a p a r d m a y f r m t i m e t t u m e a p p r v e . T a
i n u m e n t f t a n f e r h i l l b e x e a e d b r n d h i l l f t a t a n f e r r a n d b r n d h i l l f
t a t a n f e e w i t h a m a n a l i g n a u e r f a c i m i e i g n a u e , w h e h m a y b n a c h e i m p r i n t e d
r t a r w i e) , p r v i d e d t h t i n t a e e f e x e a t i n b f a c i m i e i g n a u e , u c h f a c i m i e
i g n a u e h i l l b e a n a l a t i f a c t i t t a p a r d t a p a r d m a y d e n e w i t h t a
e x e a t i n f t a i n u m e n t f t a n f e r b t a t a n f e e a i t c n i e r a p p r p r a e t d .

A l l i n u m e n t f t a n f e r m t b e p t a t t a e g i e e d f f i c e f t a m a n y r a t u c h t a r
p a c e a t a p a r d m a y a p p i n t , a n d h i l l b u d e r e h a m e d b t a m a n y .

15 The holder of the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

16 The company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

16.1 The instrument of transfer of shares shall be deemed to be the instrument of transfer of shares and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

16.2 The instrument of transfer of shares shall be deemed to be the instrument of transfer of shares and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

16.3 The instrument of transfer of shares shall be deemed to be the instrument of transfer of shares and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

16.4 In the case of transfer of shares, the instrument of transfer shall be deemed to be the instrument of transfer of shares and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

16.5 The instrument of transfer of shares shall be deemed to be the instrument of transfer of shares and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

16.6 A fee of one rupee shall be payable for the registration of the instrument of transfer of shares and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

17 If the holder of the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

18 The instrument of transfer of shares shall be deemed to be the instrument of transfer of shares and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

(5)

19 Subject to the provisions of the Companies Act, the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

20 Subject to the provisions of the Companies Act, the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association and the company shall be deemed to be the subscribers to the memorandum of association.

Article 1 and the authorization of the Board in accordance with section 37(3) of the
Companies Act 1949 (in force from time to time), and the company's memorandum of association
with the application of law, and the regulations and the exchange rules.

- 21 The company is authorized to purchase any common share of the company's exchange, with
the maximum number of common shares that may be purchased shall be equal to the number
of shares outstanding in the company's common shares. The company is authorized to purchase
the shares of the company at the time of the purchase and the purchase shall be determined
by the board of directors in the general meeting of the company and the board of directors
in the general meeting of the company, provided however, that (1) the purchase of shares shall
be in accordance with the application of law, and the regulations and the exchange rules and (2) at
the time of purchase, the company is authorized to use in the ordinary course of its
business.
- 22 The company is authorized to purchase any common share of the company's exchange in
the ordinary course of business and in the purchase of shares between the company and the
company's authorized members, with the purchase of shares shall be in accordance with the
application of law, and the regulations.
- 23 The company is authorized to purchase any share of the company's exchange in the
ordinary course of business and in the purchase of shares between the company and the
company's authorized members, with the purchase of shares shall be in accordance with the
application of law, and the regulations.

28 A per n De ming entitē dt a hie p n uant t Articē 26 hll' B entitē dt t h a mē
- d v i n d a n d t h r i g h t w h c h h a w u l d B e n t i t e d f h a w e t h a f r m e r e g i e r e d h l o r
f t h a h e , e x c e p t t h t h a h l l n t , o f e d i n g e g i e r e d a M e m b r i n e p e c t f t h
- h e , S e n t i t e d i n e p e c t f u c h h e t e x e r c i e a n r i g h c n e r e d t u c h h l o r f
- S a h e i n e a t i n t m e e t i n g f t h S m a n y .

29 In e f f t h e a t h f a M e m b r , t h e r n a l i e p e e n a t i v e f t h e c a e d w a h e h a w a
- e h l o r , r t h a u r v i n g j i n t h l o r w a h e t h e c a e d w a a j i n t h l o r , h l l ' B t h
- n l p e r n e c g n i e d b t h m a n y a h v i n g a n y t i t e t h i n e t i n t h a h e .

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30 T h m a n y h l l ' B e n t i t e d t e l l a n y h a e f a M e m b r r t h a h e t w h c h a p e r n
- i e n t i t e d p n u a n t t A r t i c e 26 r b p e a t i n f a w i n u c h m a n e r a i t e m a p p r p r a e
- i f a n d p r v i d e d t h t .

30.1 A l l c a q e r v a r a n t , n t b i n g e t a n t h e e 3) i n u m b e r , f r a n y u m n a y a l e i n
- a h t t h h l o r f u c h h e h a w e e m a i n e d n a a d f r a p e r i d f t w e i v e (12)
- v e a r .

30.2 I n r i n g u c h 12 y e a r p e r i d a t f a t t h e e 3) d v i n d i n e p e c t f t h a h e i n
- q e t u n h a w e d e m e n a y a l e a n d i n d v i n d u r i n g t a t p e r i d a b e n c h i m e d b t h
- M e m b r .

30.3 U p n e x p i r y f t h 12 y e a r p e r i d n e r A r t i c e 30.1 , t h m a n y h a e u e d n t i e t
- b g i v e n i n a c c r a n c e w i t h a p p l i c a t i o n a w , u p r e g a t i n a n d t h e x c h a n g e u p
- f i t i n e n t i n t e l l u c h h e , a n d p e r i d f t h e e 3) m n t h a e i p e d i n c e u c h
- n t i e a n d t h e p a n t e x c h a n g e a b e n n t i e d f u c h i n e n t i n a n d .

30.4 T h m a n y h i n t u r i n g t h 12 y e a r p e r i d n e r A r t i c e 30.1 r d f i e t h e x p i r y f
- t h 3 - m n t h p e r i d n e r A r t i c e 30.3 i e e i v e d a n y i n d a t i n f t h a w a e a b u t r
- e x i e n c e f t h M e m b r r t h a p e r n e n t i t e d t u c h h e b t a n m y j n .

31 T g i v e e f f e c t a n y a p e c n e m p o e d p n u a n t t A r t i c e 30 , t h m a n y n a y a p p i n t a n y
- p e r n t e x e a t a n f e r r a n i m e n t f t a n f e r f t h a i d h e a n d u c h t a r
- d o m e n t a a e n e e a r t e f f e c t t h a n f e r a n d u c h d o m e n t h l l ' B a e f f e c t i v e a i f
- t h y h d e n e x e u e d b t h e g i e r e d h l o r f r p e r n e n t i t e d b t a n m y j n t u c h
- h e , a n d t h t i t e f t h a n f e e h l l n t d a f f e c e d b a n y i n e g a r i v r i n v a l i d i n t h
- p r e e i n g e a t i n g t a r e t .

32 T h n e t p r e e d f a n y a p n u a n t t A r t i c e 30 h l l ' B i n g t t h m a n y a n d n a y b
- e m p l o y e d i n t h a b i n e f t h m a n y r i n v e e d i n u c h i n v e t m e n t t a r t a n h i e r
- t a r e u r t e i n r f t h m a n y r i t h l i n g c m a n y , i f a n y) r t a r w i e u t i z e d
- t h h a r d m a y f r m t i m e t i m e e r m i n e . T h m a n y h l l a c c u n t t t h a f r m e r M e m b r
- r t a r p e r n e c m i n g e n t i t e d b t a n m y j n f r a n a m u n t e q a l t u c h e t p r e e d a n d
- h l l e n e r t h a n e f u c h f r m e r M e m b r r u c h t a r p e r n i n t h a b k f t h m a n y
- a a c e d t r f r u c h a m u n t , w a r a n u t h l l ' B e a e d n r i n e e t b n a y a l e i n
- e p e c t f u c h e t p r e e d a n d t h m a n y h l l n t b e q u i e d t a c c u n t f r a n y m n e y
- e a n e d n t h a a m e .

33 Every person whose name is entered in a Member in the Register of Member shall be entitled without payment to receive, within twenty (20) days after the allotment of shares to him, a certificate for all the shares which he is entitled to receive in respect of the shares allotted to him. The certificate shall be in such form as may be determined by the Board and shall be subject to the payment of such fee as may be determined by the Board. In respect of the shares allotted to him, he shall be entitled to receive a certificate for the shares allotted to him and to deliver a certificate for the shares allotted to him to the holder of the shares allotted to him.

All transfer and other documents relating to the shares of the company shall be subject to the provisions of the Articles of Association.

34 Every certificate shall specify the number of shares in respect of which it is issued and shall be in such form as may be determined by the Board and shall be subject to the payment of such fee as may be determined by the Board. The certificate shall be issued to the person named therein, who shall be deemed to be the holder of the shares specified therein and shall be subject to the provisions of the Articles of Association. The certificate shall be issued to the person named therein and shall be subject to the provisions of the Articles of Association.

35 If a certificate is issued to a person and it may be renewed, the person shall be liable to pay such fee as may be determined by the Board in respect of the certificate and to the person named therein. If the certificate is renewed, the person named therein shall be deemed to be the holder of the shares specified therein and shall be subject to the provisions of the Articles of Association.

36 If a certificate is not required to be issued to a Member according to the Exchange Rules, a fee shall be payable in respect of the certificate.

37 The company shall maintain a register of all shares in accordance with the Companies Act and the Exchange Rules, which shall contain the names of all the persons who are entitled to the shares and the number of shares held by each of them. The company shall be deemed to be the holder of the shares specified therein and shall be subject to the provisions of the Articles of Association.

38 The company, its agents or any other person shall not be liable for any loss or damage to the shares of the company or to the interests of the members of the company in respect of the shares of the company or to the interests of the members of the company in respect of the shares of the company.

39 The manly all n t b hge dt ec gnize any per na h l'ngany hrfu p nany ur t
 and all n t b h n d t ec gnize even w an hving n tce t h e f) a n y eq ta b,
 c ntngent, u f e, r r r t a l i n t e r t i n a n y h e, r a n y i n t e r t i n a n y f a c t u a l p a r t f a
 h e, r a n y t a r r i g h i n t e p e c t f a n y h e e x c e p t a n a b u e r i g h t t a e n t i e t h e f
 i n t a r e g i e e d h l' r u n e t a r w i e p r v i d n e r t a m a n e Act r t a e Article .

40 The regitatu n fan y tan fr f h e r a n y e c i f i c c a t h e f m a y, n f u r e e n (14)
 a y / n t i e b i n g g i v e n i n a c c r a n c e w i t h a p p l i c a t i o n a w, u f r e g a t u n a n d t a
 e x c h a n g e u f, b u p e n d a n d t a / r e g i e r f m e m b r c i e d t u c h t i m e a n d f r u c h
 p e r i d a t a h a r d m a y f r i m t i m e t t i m e e r m i n e, p r v i d a l v a y t a t u c h e g i t a t u n
 a l l n t b u p e n d r t a / r e g i e r c i e d f r m e t a n t h r y (30) a y i n a n y y e a r (r u c h
 i n g e r p e r i d t a m e m b r m a y b O r d a r / p e u t i n e r m i n e p r v i d a t a t u c h p e r i d
 a l l n t b e x e n d a b y n d i x t y (60) a y i n a n y y e a r).

41 Except w an t a / r e g i e r f m e m b r i c i e d t a / r e g i e r f m e m b r m a i n a i n e d i n g
 K n g a l l u d r i n g u b i n e h u r b k e p t p e n t a n y m e m b r f r i n p e c t i n w i t h t c a r g e .

42 The manly ma i n a i n a / r e g i e r f m e m b r f / m m n h e a n d e p i t i t i n
 a n g a i t a m a n a g e m e n t f w h c h i e n t u e d b t a m a n y s w i t h h a e u r i t e
 e p i t e a n d f a r i n g m a n y i m i e d, l a r e g i e e d i n u c h / r e g i e r f m e m b r f
 m m n h e a e e g a l w e r f r e f a n t h e .

H . 3

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43 All m e m b r a l l h a v e t a r i g h t p e a k a t a g e n e r a l m e e t u n g a n d a l l b e n t i e d t m a k e
 e n q u i r e r a e m e n t t t a c h i r m a n f t a m e e t u n g, v e r a l l r i n w r i t e n f r m, i n e p e c t f
 w h c h t a c h i r m a n f t a m e e t u n g, r e f a n t s u e c t r r e n i r m a n a g e m e n t f t a m a n y
 a l l i e p n d u c h a r i g h a l l b e m e d t h a v e b e n u d e x e r c i e d i f t a e n q u i r e r
 a e m e n t m a y s b a r d r e e n b a l l r n e f t a p e r n p r e n t a t t a m e e t u n g.

44 An y p e r n e g i e e d a m e m b r n t a e c r d a t e f r a g e n e r a l m e e t u n g a l l h a v e t a r i g h t
 t v e a t t a m e e t u n g, w a t a r b h w f a n d r b p l l, e x c e p t w a r e u c h m e m b r i
 r e q u e d b a p p l i c a t i o n a w, u f r e g a t u n a n d t a e x c h a n g e u f t a b a i n f r m v t u n g
 r e t r i c e d t v t u n g n l f r a g a n t a n y p a r t i a r e u t i n f t a m a n y. W a r e t a
 m a n y h k n w e g e t a t a n y m e m b r i v t u n g i n c n t a v e n t i n f u c h e q u e m e n t, a n y
 v e a t b r n b a l l f u c h m e m b r a l l n t b c u n e d

45 An y c r p a t u n r t a r n n - n a t u r a l p e r n w h c h i a m e m b r m a y a u t h r i z e u c h e r n a i t
 t h n k f i t a i t r e p e s e n a t i v e t a t e n d y g e n e r a l m e e t u n g f t a m a n y r f a n y c a f
 m e m b r, a n d i n u c h e e, i t a l l b t r e a e d a b i n g p r e e n t i n p e r n. T a p e r n
 a u t h r i z e d a l l b e n t i e d t e x e r c i e t a a m e p w e r n b a l l f t a c r p a t u n r t a r
 n n - n a t u r a l p e r n w h c h a r e p r e e n t a t a c r p a t u n r t a r n n - n a t u r a l p e r n c u l d
 e x e r c i e i f i t w e r e a n i n d i v i d u a l m e m b r.

46 Ifa / Rec gnize d Faring ju e i a Mem Br, it may au thri ze u ch h e r n a , it t h n k fit t
acta it pr x e r r e p e e n a t i v e a t a n y g e n e r a l m e e t i n g f t a m a n y r f a n y c a f
M e m B r - u c h r x e a n d e p e e n a t i v e a l l b e n t i t e d t e x e r c i e r i g h t e q u a l i t t a
r i g h t f t a r M e m B r , i n c l u d i n g t a r i g h t p e a k a n d v e .

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47 T h a h e a p t i f t a m a n y i d v i d u i t m m n h e a n d h e r e d h e , w h i t
M e m B r a r e e n t i t e d t a r i g h a t a c h a d t a r t i n a c c r a n c e w i t h a p p l i c a t i o n a w , u p r
i g h a t i n , t a e x c h a n g e u p , t a e A r t i c l e a n d t a e r m a n d c n t i n f i u a n c e f
S h e .

48 U n l e t h a r w i e p r v i d d b t a e r m f i u a n c e f t a h e , t a r i g h a t a c h a d t a n y
c a f h e m a y b v a r e d w i t h t a a n c t i n f a e c a l i e u t i n n a e a t a e n a e
g e n e r a l m e e t i n g f t a h l o r f t a h e f t a t c a . T h a p r v i i n f t a e A r t i c l e
i h a t i n g t g e n e r a l m e e t i n g a l l m a t u m a n d a p p l o t e v e r u c h e n a e g e n e r a l
m e e t i n g , e x c e p t t a t t a f i l l w i n g q u m a l l b a t i f e d .

48.1 t h a n e a r y q u m a l l b t w r m e M e m B r w h h l a t f a t r e t h r d 13) f
t a j u e d h e f t a t c a a e p e e n t i n p e r n r b p r x a t u c h e n a e (g e n e r a l
m e e t i n g , r S

48.2 A t a n a j u m e d m e e t i n g f u c h e n a e g e n e r a l m e e t i n g , n e h l o r f t a h e f
t a t c a p e e n t i n p e r n , r h p r x , a l l b a q u m .

T h a p r v i i n f t h A r t i c l e a l l a p p l o t a n y c h a n g e r a b g a t i n f r i g h t f h e
f r m i n g p a r t f a e n a e c a t a c h u b c a f t a c a w h c h u b i n g t r a e d i f f e r e n t i
t r a e d a a e n a e c a i n p e a t i n g t h A r t i c l e .

49 T h a r i g h c n f r e d p n t a h l o r f t a h e f a n y c a a l l n t u n e t a r w i e
e x p e l p r v i d d b a p p l i c a t i o n a w , u p r i g h a t i n , t a e x c h a n g e u p , t a e A r t i c l e
r t a e r m f i u a n c e f t a h e f t a t c a , b e m e d t b a f f e e d r v a r e d
m a e r a l l b t a c r a t i n , j u e s r d t r u b t i n f u r t a r h e a n k i n g p a r i n a u r
p e e n a e t a e w i t h r b e e m p t u n r e p r c a e b t a m a n y f a n y S h e f a n y t a r
c a .

(3)

50 I u n a n t t a p p l i c a t i o n a w , u p r i g h a t i n , t a e x c h a n g e u p a n d t a e A r t i c l e , t a
g e n e r a l m e e t i n g f t a m a n y a l l e x e r c i e , i n c l u d i n g u b t n t l i m i t e d t , t a f i l l w i n g
a u t h r i t e b v a y f o r t a r i e u t i n r e c a l i e u t i n . A l l m a t e r t h a t a n d
i e i n e d b O r d a r i e u t i n m a y a l l b e s e i n e d b e c a l i e u t i n .

51 T h a g e n e r a l m e e t i n g f t a m a n y a l l b O r d a r i e u t i n a p p r v e t a f i l l w i n g .

(1) t e r m i n e a n y u n a m e n t a l c h a n g e f t a m a n y i u b i n e .

- (2) t a p p r v e i n c i s a e f t a m a n y i h i e e a p i a l (i n c l u d i n g t h e m m n h i e , t h e f r e e d h i e , e a r t h c o n v e r t i o n i n t o s h i e , v a r a n t a n d t h e e a r t h a f f e c t i n g t h e m a n y i h i e e a p i a l) .
- (3) t a p p r v e a n c e l a t i n f a n y h i e t h a t t h e a f f a i r i n g t h e f a n t e u o t i n h a v e n t b e n a k e n r a g r e e d t o b a k e n b a n y p e r n .
- (4) t a p p r v e c n l i a t i n f a l l r a n y f t a m a n y i s h i e i n t s h i e f a r g e r p a r v a u e t a n t h a e x i t i n g s h i e .
- (5) t a p p r v e d i v i d e n f a l l r a n y f t a m a n y i s h i e i n t s h i e f a r g e r p a r v a u e t a n t f i x e d b t a m e m a n u d m r i n t s h i e w i t h t h e s a u e .
- (6) t a p p r v e t h e m a n y i p r o f i t t r u b t i n p a n a n d i e c v e r y p a n .
- (7) t h e v e w a n d a p p r v e t h a n n a l r e p o r t f t a m a n y .
- (8) t a p p r v e t h e m a n y i e q u i v a l e n t p a n (i n c l u d i n g t c k p t i n , t r i c e d t c k a n d t c k a p p r e c a t i n r i g h , e t c .) .
- (9) t a p p r v e p r v i d e n f g a a n e e b t a m a n y t e n t i e u t i l i z e t h e c e f t a m a n y i c n l i a t e f i n a n c i a l a f f e m e n t i n a m u n t n t e x c e e d i n g 30% f t a m a n y i a u t h o r i z e d t a p a e t i n t h a t e t f i n a n c i a l p e r i o d w i t h i n t h e y e a r , r t e n e r p r i e w i t h i n t h a c e f t a m a n y i c n l i a t e f i n a n c i a l a f f e m e n t t a t a r e " c n e c e d e r n u n e r t h a u p G v e r n i n g t h a i t i n g f e a r t h e n t h a t c k e x c h a n g e f o r n g K n g i m i e d e x o u d i n g t h e t a t m e e t t h e e x e m p t i n c n l i n t h a n n e r) .
- (10) t h e c l a n a p p i n t m e n t r e m v a l f a n y s u b j e c t r (i n c l u d i n g a m a n a g i n g r t h e e x e c u t i v e s u b j e c t r) a n d a p p i n t a n e w s u b j e c t r u p n e m v a l f a n y s u b j e c t r t p r e e d w i t h t h a t e r u d t e e x c e p t w h a t h a r d i a u t h o r i z e d m a k e u c h a p p i n t m e n t r e m v a l u n e r t h e a r t i c l e) .
- (11) t a p p r v e p a y m e n t f a n y c o m p e n a t i n t a n y s u b j e c t r f r m e r s u b j e c t r f r e m v a l r e t i r e m e n t b y n d t h a c e a a g r e e d e n t a t a l l .
- (12) t a p p i n t r e m v e a u t r f t a m a n y , a n d t e r m i n e t h a a u t r i r e m n e a t i n .
- (13) t a p p r v e m a j o r i t a n a c t i n t h a t a l l b a p p r v e d b t a g e n e r a l m e e t i n g i n a c c r a n c e w i t h a p p l i c a t i o n l a w , u p r e g u l a t i n a n d t h e e x c h a n g e u p (t h a t a n t a n a c t i n p r v l o d f r u n e r a r t i c l e 52(6)) .
- (14) t a p p r v e r e d r e c m e c e t a n a c t i n f t a m a n y t a t a l l b a p p r v e d b t a g e n e r a l m e e t i n g i n a c c r a n c e w i t h a p p l i c a t i o n l a w , u p r e g u l a t i n , t h e e x c h a n g e u p a n d t h e n e c e d e r e a e t a n a c t i n m a n a g e m e n t l i c y f t a m a n y a n d .

(15) tArmatEr tHt maY B rE IVE db Or dAr R u t i nu n d r a p p l i c a t i o n a w , u r r e g a t i n , t h e x c h a n g e / u r a n d t h e A r t i c l e .

52 T h e g e n e r a l m e e t i n g f t h e m a n y h i l l b s e c a l l e u t i n a p p r v e t h e f i l l w i n g .

(1) t a p p r v e m e r g e r , v u n a r y w i n d i n g p a n d t h e c a n g e f f r m f t h e m a n y .

(2) t a p p r v e a n y a m e n d m e n t t o t h e M e m a n u a l r t h e A r t i c l e , r t a d p t a n e w M e m a n u a l m a n d A r t i c l e f A c a t i n f t h e m a n y .

(3) t a p p r v e r e d u c t i n f t h e t h e I n m e r f i u e d h e f t h e m a n y i n c o d i n g a n y r e d u c t i n r e p r e h e f h e n t c v e d b S e n e a l m a n a t e g a n e d b M e m e r a t a g e n e a l m e e t i n g) p r v i d e t h a t t h e r e q u e m e n t f t h e m a n y A c t a i e c m p l e d w i t h .

(4) t a p p r v e v u n a r y w i t h a v a l f h e f r m t a n g n t h a u r e n t e x c h a n g e a n d t h e r m i n e n t t t a n t h a u r e n t e x c h a n g e , r t a c l e n a p p l i n g t t a n t h e r e x c h a n g e .

(5) t a p p r v e p r v i n f g a a n e e b t h e m a n y t e n t i t e u t l e t h e c e f t h e m a n y / c n l i a t e f i n a n c i a l a e m e n t i n e a e f t h e g a a n e e a m u n t w i t h i n n e y e a r e x c e e n g 30% f t h e m a n y / a u t e d t a l a e t i n t h e t a u t e d a c c u n t .

(6) t a p p r v e t h e p r e h e r a f f m a t r a l a e t f t h e m a n y w i t h i n n e y e a r w h e h e x c e e d 30% f t h e m a n y / a u t e d t a l a e t i n t h e a e t f i n a n c i a l p e r i o d a n d .

(7) t A r m a t E r r e q u e d t B r E I V E d b s e c a l l e u t i n u n d r a p p l i c a t i o n a w , u r r e g a t i n , t h e x c h a n g e / u r a n d t h e A r t i c l e .

53 u b j e c t t a p p l i c a t i o n a w , u r r e g a t i n a n d t h e x c h a n g e / u r , a w r i t e n r e u t i n i g n e d b r n d h i l f e a c h m e m e r e n t i t e d t v e n i t a t a g e n e a l m e e t i n g h i l l b a e f f e c t i v e a a r e u t i n n e e t a t a g e n e a l m e e t i n g . T h e u t i n n a y B r e d i n g e v e n i c e f a d u m e n t i f e a c h d u m e n t i g n e d b n e r m e m e r . T h e c e q a n d h a x c e .

54 T t h e x e n t p e r m i t t e d b a p p l i c a t i o n a w , u r r e g a t i n , t h e x c h a n g e / u r a n d t h e A r t i c l e , t h e g e n e a l m e e t i n g m a y a u t h r i t e t h e b a r d e x e r c i e i t a u t h r i t e b a p p r p r a e p r e u d e .

(4)

55 T h a n n a l g e n e a l m e e t i n g h i l l b a l d w i t h i n i x (6) m n t h a f e r t h e n d f e a c h f t h e m a n y / f i n a n c i a l y e a r u n t e a i n g e r p e r i o d u l d n t i n f r i n g e a p p l i c a t i o n a w , u r r e g a t i n , r t h e x c h a n g e / u r) . T h a n n a l g e n e a l m e e t i n g h i l l b a l d t u c h t i m e a n d a t u c h p a e a t h e b a r d h i l l f r m t i m e t i m e t e r m i n e .

56 The Board shall have the authority, at any time and at any place, to adjourn the meeting from time to time and from place to place, and to reconvene the meeting at any time and at any place, and to do all things necessary to carry out its powers and duties. In addition, the Board may, in its discretion, determine that the meeting shall be held in person or by electronic means.

57 Member who, in violation of the provisions hereof, holds more than 10% of the voting rights, shall have the right to propose, in writing to the Board, the election of one or more directors to fill the vacancies created by the resignation of any director. If the Board fails to act on such proposal at a meeting held within ten (10) days of the receipt of such proposal, the member proposing such election shall have the right to call a special meeting of the Board, and the Board shall have no authority to call a meeting of the Board.

58 If the Board agrees to hold a meeting in person, it shall, in accordance with the applicable law, the regulations and the Exchange Act, cause to be printed and distributed to the members of the corporation, at least ten (10) days before the meeting, a notice of the meeting, which shall include the date, time and place of the meeting.

59 The Board shall have the authority to incur any liability which may be incurred by the corporation in connection with the performance of its duties. The Board shall also have the authority to incur any liability which may be incurred by the corporation in connection with the performance of its duties.

(5)

60 The fees for the general meeting shall be given to the members of the corporation in accordance with the provisions of the Exchange Act, and the members shall be entitled to receive such fees from the corporation.

61 The notice shall specify: (1) the time and date of the meeting; (2) the place of the meeting; (3) if the general meeting is to be held by electronic means, the date and time of the meeting; (4) the purpose of the meeting; (5) the names of the persons who are entitled to attend the meeting; (6) the names of the persons who are entitled to speak at the meeting; and (7) any other matters which may be discussed at the meeting.

62 At least twenty (20) days before the date of the general meeting, the Board shall give notice of the meeting to the members of the corporation. The notice shall specify the date, time and place of the meeting, and shall also specify the matters to be discussed at the meeting.

63. When a general meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as if the adjourned meeting were a separate meeting, and the adjourned meeting shall be held at the same place as the original meeting.

64. If any share registered in the name of a firm or person, the person first named in the register of members shall be deemed to be the holder of the shares for all purposes and subject to the provisions of Article 4, all matters connected with the shares.

65. The accounts of the company given notice for a general meeting (in case of a winding up or otherwise) shall be in accordance with the provisions of the Companies Act, 1956, and the provisions of the Companies Act, 1956, shall apply to the accounts of the company given notice for a general meeting.

66. A general meeting of the company shall, without prejudice to the provisions of Article 62, be deemed to be a general meeting if the members of the company are present in person or by proxy or by any other means permitted by the provisions of the Companies Act, 1956, and the provisions of the Companies Act, 1956, shall apply to the meeting.

66.1 In the case of a general meeting called at a general meeting, a Member entitled to attend and vote thereat shall be entitled to attend and vote.

66.2 In the case of a general meeting, a Member shall be entitled to attend and vote at a meeting which he is entitled to attend and vote at if he holds at least 95% of the shares of the company.

67. The power of determining the rights of members of the company shall be exercised by the Board of Directors, and the Board of Directors may, subject to the provisions of the Companies Act, 1956, and the provisions of the Companies Act, 1956, determine the rights of members of the company in relation to the shares of the company, and the Board of Directors may, subject to the provisions of the Companies Act, 1956, and the provisions of the Companies Act, 1956, determine the rights of members of the company in relation to the shares of the company, and the Board of Directors may, subject to the provisions of the Companies Act, 1956, and the provisions of the Companies Act, 1956, determine the rights of members of the company in relation to the shares of the company.

A resolution of the Board of Directors shall be deemed to be a resolution of the company if it is passed by a majority of the members of the Board of Directors, and the provisions of the Companies Act, 1956, shall apply to the resolution.

68 The instrument appointing a proxy shall be in writing and may be made by a person or persons authorized by the instrument for the purpose of executing the same (including the execution of a power of attorney) or by the attorney-in-fact of a person so authorized, or by the executor, administrator, guardian, or trustee of the estate of a person so authorized, or by any person authorized in writing by a member.

69 The instrument appointing a proxy may be executed by a party to a meeting and shall be in writing and shall be filed with the secretary of the corporation.

70 A member may in its discretion appoint a proxy to exercise its voting rights in any meeting of the corporation, and the proxy may be given in writing and may be given to any person or persons, and may be given to a committee or committees, and may be given to a corporation or other organization, and may be given to a partnership, and may be given to a trust, and may be given to a trustee, and may be given to a power of attorney, and may be given to a power of attorney-in-fact, and may be given to a power of attorney-in-fact of a person so authorized, or by the executor, administrator, guardian, or trustee of the estate of a person so authorized, or by any person authorized in writing by a member.

732.1 uch Member) all in dividual r c l p c t i v e h l 3% r m e f t a t a l u m d r f s h e j u e d b t a m a n y w i t h v t i n g r i g h t .

732.2 T h e g i v e n t i m e , t h a n t i c e a l l t o b e o v e r d t t a e c e h a r a t a t t a p r i n c i p a l e x e c u t i v e f f i c e f t a m a n y n t f t a n j x t h (6 0) a n d n r m e t a n n i e t h (9 0) a n d p r i r t t a f i r t a n n i v e r a r y f t a p r e c e d i n g y e a r a n n a l g e n e r a l m e e t i n g p r v i d d h w e v e r , t h a t i n t h e v e n t t h a t t a a l e f t a a n n a l g e n e r a l m e e t i n g j a d a n c e d b m e t a n t h r t h (3 0) a n d r a d v e d b m e t a n j x t h (6 0) a n d f r m u c h a n n i v e r a r y a l e , t h a n t i c e m t t o b e o v e r d n t e a r l i e r t a n t a n n i e t h (9 0) a n d p r i r t u c h a n n a l g e n e r a l m e e t i n g a n d n t h e r t a n t a c l e f u b j e n t a h e r f t a j x t h (6 0) a n d p r i r t u c h a n n a l g e n e r a l m e e t i n g r t a e n t h 1 0) a n d f i l l w i n g t a a n w h e h a b i c a n n u n e m e n t f t a a l e f u c h m e e t i n g j f i r t m a d .

732.3 T h e i n p r p e r w r i t t e n f r m , t h a n t i c e m t e t f r t h a t e a c h m a t e r u c h M e m b e r p r p e t b i n g o f t h e t a a n n a l g e n e r a l m e e t i n g , i n c l u d i n g (i) a b e f o r e c r i p t i n f t a u b j e c t a n d t h e b u g h o f t h e t a a n n a l g e n e r a l m e e t i n g a n d t h e a n f r t a n a c t i n g u c h u b j e c t a t t a a n n a l g e n e r a l m e e t i n g ; (i i) t h e n a m e a n d a d d r e s s o f e a c h M e m b e r a s r e c o r d e d i n t h e R e g i s t e r o f M e m b e r s ; (i i i) t h e c a r e e r e a n d u m d r f s h e f t a m a n y w h e h a s w e d o r f i c a l l y r e g i s t e r e d i n t h e n a m e o f u c h M e m b e r ; (i v) a b e f o r e c r i p t i n f a l l a r a n g e m e n t r u n d e r a n d i n g b e t w e e n u c h M e m b e r a n d a n y t h e r p e r n r p e r n i n c l u d i n g t h e i r n a m e) i n c o n n e c t i o n w i t h t h e p r o p a l f u c h u b j e c t o f u c h M e m b e r a n d a n y m a t e r i a l i n r e t o u c h M e m b e r i n u c h u b j e c t a n d (v) a r e p r e s e n t a t i o n t h a t u c h M e m b e r i n e n d t a p p e a r i n p e r n r b p r x y a t t a a n n a l g e n e r a l m e e t i n g t b i n g u c h u b j e c t o f t h e m e e t i n g .

732.4 O n c e t h e r e v a n t u b j e c t a b e n p r p e r i b u g h o f t h e t a a n n a l g e n e r a l m e e t i n g i n a c c r a n c e w i t h t h e p r o c e d u r e a b o v e , n t h i n g i n A r t i c l e 7 1 t 7 2 a l l t o b e o v e r d t p e o t a n a c t i o n a t t a a n n a l g e n e r a l m e e t i n g f a n y u c h u b j e c t . I f t h e c h a i r m a n o f t h e t a a n n a l g e n e r a l m e e t i n g d e t e r m i n e s t h a t u c h u b j e c t v a n t p r p e r i b u g h o f t h e t a a n n a l g e n e r a l m e e t i n g i n a c c r a n c e w i t h t h e f i e g i n g p r o c e d u r e , t h e c h a i r m a n a l l o c a l e t t h e m e e t i n g t h a t t a u b j e c t v a n t p r p e r i b u g h o f t h e m e e t i n g a n d t h a l l n t b e t a n a c e d .

733 For n m i n u t i o n f r e e p e c t i o n f a c t o r , i n a d d i t i o n t o t h e r e q u e m e n t u n d e r A r t i c l e 73.1, u c h M e m b e r n t i c e a l l t o b e g i v e n i n c o m p l a n c e w i t h t h e f i l l w i n g r e q u e m e n t .

733.1 For a n m i n u t i o n f n n - i n d e p e n d e n t d e c t r a n d a t e , u c h M e m b e r) a l l i n d i v i d u a l r c l p c t i v e h l 3% r m e f t a t a l u m d r f s h e j u e d b t a m a n y w i t h v t i n g r i g h t i n t h e a e f n m i n u t i o n f n n - i n d e p e n d e n t d e c t r a n d a t e , u c h M e m b e r) a l l i n d i v i d u a l r c l p c t i v e h l 1% r m e f t a t a l u m d r f s h e j u e d b t a m a n y w i t h v t i n g r i g h t .

73.3.2 If u ch M em b r i e n t i t e d t v e n i f r a p e c i f i c c a r e g i f f e c t r a t t a g e n e r a l m e e t i n g , h r i g h t n m u a e p e r n f r e p e c t u n a a n e c t r a t t a r e p v a n t m e e t i n g a l l b l i m e d t u c h c a r e g i f f e c t r .

73.3.3 T b g i v e n t i m e l , i n t a e v e n t t a m a n y a l l a n e x t a r . t a y g e n e r a l m e e t i n g f r t a p r e f e c t u n g n e r m e n e c t r t a p a r t a n y M e m b r e n t i t e d t v e f r t a e p e c t u n f u c h e c t r) a t u c h m e e t i n g a n d a t i n g t a r e q u e m e n t p e c i f e d b v e n a y n m u a e a p e r n r p e r n a t a e n a y b) f r e p e c t u n t u c h p i t u n) a a e p e c i f e d i n t a m a n y i n t e f u c h m e e t i n g , u b t n i f t a n t e r e q u e d a e f a l l b l i g e d t t a t f u r e e n (1 4) a y p r i r t t a a e f t a g e n e r a l m e e t i n g f e p e c t u n u b t n e a r l e r t a n t a a y a f e r a n t e h f t a n t e f t a g e n e r a l m e e t i n g a p p i n e d f r u c h e p e c t u n .

73.3.4 T b i n p r p e r w r i t e n f r m , t a n t e m t e t f r t h t a f l l w i n g i n f r m a t i n .

a) A t e a c h p e r n n m u a e d b u c h M e m b r . (1) t a n a m e , a g e , u b i n e a d e a n d e p e n t a l a d e f t a p e r n (1 1) t a p r i n c i p a l c u r a t i n r e m p l o y m e n t f t a p e r n (1 1) t a c a r e r e a n d u m b r f a e f t a m a n y w h c h a e w r e d e n e f i c a l l r e g i e r e d i n t a n a m e f t a p e r n (i f a n y) a n d (1 4) a n y t a r i n f r m a t i n e a t i n g t t a p e r n t a t w u l d b e r e q u e d t b e c l e d p u a n t t a n e x c h a n g e r u p .

b) A t t a M e m b r g i v i n g n t e . (1) t a n a m e a n d e c r d a d e f u c h M e m b r a r e c r d i n t a r e g i e r f M e m b r (1 1) t a c a r

73.3.7 Article 73.3 of the Constitution of the Republic of South Africa, 1996, which provides that the Commission for the Promotion and Protection of the Rights of Women and Children (the Commission) shall have the authority to investigate and report on the human rights of women and children and to advise the State on the measures to be taken to protect and promote their rights.

(8)

79 Per n a t e n g a n d a r t i c y l i n g i n a n t i c e t r i c M e e t i n g r a h b i d f b h i a i M e e t i n g a n t i c e t r i c M e e t i n g a l l e n u s e a q u a e e t r i c f a c i l i t e a r e a v a l i d t h u g h t t h a m e e t i n g . T h a i n a b l i t y f r e r m i e p e r n t a c c e t h a m e e t i n g , r e n t u e t a c c e t h a m e e t i n g , w i t h t h a e t r i c f a c i l i t e a l l n t a f f e c t t h a v a l i d f t h a p r e e t i n g a t t h a m e e t i n g r a n y r e u t i n a e d t h e n .

80 T h a c h i r m a n f t h a g e n e r a l m e e t i n g m a y a l l w i t h t h a c n e n t d e c t u n f a n y g e n e r a l m e e t i n g u n d e r c n v e n e d a n d n o r a n d a l l i f d e c e d b t h a m e e t i n g a s u r n t h a m e e t i n g f r m t i m e t t i m e (r i n t i m e) a n d r f r m p a c e t p a c e a n d r f r m n e f r m t a n t h a r a b h i a i M e e t i n g a n t i c e t r i c M e e t i n g r a c m b a t u n f b t h .

(9)

81 M e m b e r a l l d e n t i t e s v e a t a n y g e n e r a l m e e t i n g u n d e r a r e g i s t e r e d a M e m b e r n t h a f e c r e d i t f r u c h m e e t i n g .

82 u n d e r t t a n y r i g h t r e t r i c t u n f r t h a t i m e d i n g a t a c h a d t a n y c h a f a r e e v e r y M e m b e r f i e c r e d e n t i n p e r n r b p r x y a l l h a v e n e v e f r e a c h h a r e s e g i t e r e d i n h a n a m e i n t h a r e g i t e r f M e m b e r .

83 M e m b e r a n d p r x y p r e s e n t a t t h a g e n e r a l m e e t i n g a r e e x p e c t e d v e f r r a g i n t e a c h r e u t i n a c i d n a p l l .

I n t h a c a e f j u n t h l o r f i e c r e d t a v e f t h a e n i r w h e n e r a v e w a t h a r i n p e r n r b p r x y a l l d a c c e p e d t h a e x c l i n f t a v e f t h a r j u n t h l o r a n d r t h a p r p e e n i r e a l l d e r m i n e d b t h a r e r i n w h e h t h a n a m e a n d i n t h a r e g i t e r f M e m b e r .

84 h e t a t a r e d n e f i c a l l w i d b t h a m a n y a l l n t d v e d e i t a r d e c t o r i n d e c t o a t a n y g e n e r a l m e e t i n g a n d a l l n t d c u n e d i n d e r m i n i n g t h a t a l i u m b e r f u t a n i n g h e a t a n y g i v e n t i m e .

85 T h a c h i r m a n f a g e n e r a l m e e t i n g m a y a l l w a f e u t i n t h a t i e a e n e l t a p r e u d a l p r a d i n i t a t i v e m a t t e r t d v e d n b a h w f a n d a n e a c h M e m b e r r p r x y m a y a t n e n e v e r t h a p r p e f t h A r t i c l e p r e u d a l a n d a d i n i t a t i v e m a t t e r a e t h e t a t a) a r e n t n t h a g e n e r a l r e c i f e d i n t h a c i r u l r f t h a g e n e r a l m e e t i n g a n d h e a e t n a i n a i n t h a r e r i c n u d e t f t h a m e e t i n g r a l l w t h a u b i n e f t h a m e e t i n g t d p r p e r i a n d e f f e c t i v e a l l w i t h w h t a l l w i n g a l l M e m b e r a r e a n a t e p p u n i t e x p r e t h a r v e w .

86 O b e c t i n t t h a q u a l i f i c a t i n f a n y M e m b e r t v e a t t h a r e p a n t g e n e r a l m e e t i n g a l l d a r e d a t t h a g e n e r a l m e e t i n g r a t a n y a s u m e d m e e t i n g t h a r e f . A n y u c h e c t i n a l l d e f e r e d t h a c h i r m a n f t h a m e e t i n g f r d e r m i n a t i o n w h e r e c i r i n a l l d e f i n a l a n d c n o l i v e . O b e c t i n n t a r e d a t t h a g e n e r a l m e e t i n g r a n y a s u m e d m e e t i n g t h a r e f r d e c l i n e d b t h a c h i r m a n a l l n t a f f e c t t h a v a l i d f a n y v e b t h a r e p a n t M e m b e r a t u c h g e n e r a l m e e t i n g .

()

87 T h e m e m b e r s o f t h e t r a d e u n i o n s (9) r e c h t a r u m d r a m a y b e f i x e d f r o m t i m e t o t i m e b y t h e b o a r d p r o v i d e d h o w e v e r , t h a t i n g a t h a t t i m e a r e i n t e r n a t i o n a l e x c h a n g e , t h e b o a r d h a s i n d e e d u c h n e m e m b e r s o f t h e t r a d e u n i o n s (e x c l u d i n g a l l e m p l o y e e s) a p p l i e d t o t h e l a w , u n d e r r e g u l a t i o n r e l a t i n g t o e x c h a n g e u n i o n r e q u i r e m e n t s .

88 T h e b o a r d m a y b e u n i o n e f f e c t a c a r m a n f r o m t h e b o a r d .

89 A p e r s o n h a s t o b e q u a l i f i e d a s a m e m b e r o f t h e t r a d e u n i o n a p p l i e d t o t h e l a w , u n d e r r e g u l a t i o n a n d t h e e x c h a n g e u n i o n t o b e a p p l i e d t o a

93.2 If a ⁰ f t A ⁰ s u e c t r (e x c l u d i n g t h e s u e c t r t h e m s e l f) a s u t i n r i g n a n t i e e f f e c t i n g t h e m v a l f u c h s u e c t r f r o m h i s f f i c e , p r v l d t h t t h e b a r d a l l i m m e d i e p r i r t u c h n t i e b i n g d i v e r s e m p r e a t f a t f u r (4) p e r n t h e s u e c t r t h e m s e l f .

93.3 If A i p r h b e d f r m b i n g a s u e c t u n d e r a n y a p p l i c a t i o n a w , u e r r e g u l a t i o n a n d t h e e x c h a n g e u e .

93.4 If A a b e n t i m e l f (w i t h u t b i n g r e p e s e n t e d b a p r x y r a n a l e r a e s u e c t r a p p i n e d b i m) f r o m t h e c n e u t i v e m e e t i n g f t h e b a r d w i t h u t p e c a l i f a v e f a b e n c e f r o m t h e b a r d a n d t h e b a r d a s a s u t i n t h t h e h b f a n f u c h c n e u t i v e a b e n c e v a e d t h e f f i c e .

93.5 If A e , b e m e h n k u p t r m a k e a n y a r a n g e m e n t r e m p o i t i n w i t h h e c r e d i t r g e n e r a l l .

93.6 If A i f u n d u f f e r i n g f r o m m e n a l p r o r r b e m e f u n u n d m i n d

94 T h e m v a l f s u e c t r u n d e r t h e A r t i c l e , t h e r i g h t c h a i n c o m p e n a t i o n r a n a g e n y a l e t u c h r e m v e d s u e c t r a p r v l d d f r i n a n y s e r v i c e c o n t a c t i n e p e c t f t h e f r m i a t i o n f h a p p i n t m e n t a a s u e c t r r f a n y t h a p p i n t m e n t r f f i c e a l l i n t b a f f e c t a a s u l t f t h e f r m i a t i o n f h a p p i n t m e n t a a s u e c t r .

95 T h e s u e c t r i n s e r v i c e m a y a c t n t w i t h a n y i n g a n y v a c a n y i n t h e b a r d u b t i f a n d i n g a t h i r n m d r i e u d e d b i o w t h a n m d r f i x e d b r p u a n t t a p p l i c a t i o n a w , u e r r e g u l a t i o n , t h e e x c h a n g e u e r t h e A r t i c l e a t h e e a r y q u m f m e e t i n g f s u e c t r , t h e s u e c t r i n s e r v i c e m a y a c t n l f r t h e p r e f i n c e a i n g t h e u m d r f s u e c t r t t a t q u m , r f u m m n i n g a g e n e r a l m e e t i n g f t h e m a n y .

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96 T h e m e n a t i o n t o b a i d t h e s u e c t r a l l b e f e r m i n e d b t h e b a r d f r o m t i m e t o t i m e a n d b e m e d t a c o u e f r o m a l t a l .

97 T h e b a r d m a y b e u t i n a p p r v e a d i t i n a l e m e n a t i o n t a n y s u e c t u n d e r a k i n g a n y p e c a l w r k r s e r v i c e f r , r u n d e r a k i n g a n y p e c a l m u j n n d a l l f , t h e m a n y t h r t h a n h r d a r y r u t i n e w r k a a s u e c t r .

98 A s u e c t r (e x c l u d i n g a n i n d e p e n d e n t n e x e c u t i v e s u e c t r) m a y h l d a n y t h r f f i c e r p a c e f p r s i t u n d e r t h e m a n y (t h r t h a n t h e f f i c e f a d r) i n c o n j u n c t i o n w i t h h e f f i c e f s u e c t r f r u c h p e r i d a n d n u c h e r m a t e m e n a t i o n a n d t h r w i e a t h e b a r d m a y f e r m i n e .

99 A Subject r (excl) ngan in pen sent n n ex e ti ve Subject r) na y act, in f e ti n t ma te r
u t i e t a c p e f u d t e f d e c t r , b h m e l f r h f i r m i n a p r f e i n a l e a p a c i t y f r t a
m a n y a n d a r h f i r m a l l b e n t i t e d t e m n e a t i n f r t a p r f e i n a l e r v i c e
p r v i e d u c h e m n e a t i n a l l b e n a d d u n t h e m n e a t i n a a Subject r -

100 T A b a r n a y n b a l l f t a m a n y n a y a g a u i t r p e n i n r a l l v a n c e n e t u e m e n t
t a n y Subject r w h a a l a n t a r a a r e d f f i c e r p a e f p r f i t w i t h t a m a n y r t
h w i d w r e p e n e n t a n d a y m a k e c n t r i b u t i n t a n y u n d a n d a y p e m u m f r t a
p r c a e r p r v i n f a n y u c h g a u i t , p e n i n r a l l v a n c e -

101 u b e c t t a p p l i a b e a w , u p r e g a t i n a n t a e x c a n g e u e , a Subject r r a n
a l t e r n a e Subject r n a y b r d e c m e a d e c t r , e n i r m a n a g e r r t a r m e m b e r f a n y t a r
c m m n y r t a r w i e i n e e e d i n a n y c m m n y , a n d n u c h Subject r r a l t e r n a e Subject r
a l l b a c c u n a e t t a m a n y f r a n y e m n e a t i n r t a r b e f i t e e i v e d b h m
t a r f u n e t a r w i e a e d n e t a e x c a n g e u e -

102 T A Subject r a l l b e n t i t e d t e i m b r e d f r t a r t a v e l l i n g , a c c m m a t i n a n d t a r
e x p e n e m e n t z t j g m b w r c r T d h k e z t j g m x , w g r c r T d h d h 6 m g b g x u b i n x r c r T d h i , Y e r w i e z T

- 106 Ana l e r m a e s u b j e c t r a h i l l b e m e d f r a l l p r e t b a s u b j e c t r . T a l e r m a e s u b j e c t r , a w e l l a , t a s u b j e c t r a p p i n t u g u c h a l e r m a e s u b j e c t r , a h i l l b e p n i l e f r t a l e r m a e s u b j e c t r a c t a n d o f u l l .
- 107 Ana l e r m a e s u b j e c t r a h i l l b e n t i t e d t e c e i v e n t i c e f a l l m e e t u n g f t a b a r d a n d f a l l m e e t u n g f c m m i t e e f t a b a r d f w h c h h a p p i n t r i a m e m b e r , a n d t a t t e n d a n d v e a t e v e r y u c h m e e t u n g a t w h c h t a s u b j e c t r a p p i n t u n g h m j n t p e r n a l l p e f e n t , a n d g e n e r a l l t p e r f r m a l l t a u n c t u n f h a p p i n t r a a s u b j e c t r i n h a b e n e .
- 108 Ana l e r m a e s u b j e c t r a h i l l c a e t b a n a l e r m a e s u b j e c t r i f h a p p i n t r c a e t b a s u b j e c t r .

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- 109 u s e c t t a p p l i c a t i o n o f l a w , u s e r r e g u l a t i o n , t a e x c h a n g e / u s e a n d t a e a r t i c l e , a n d a n y a u t h o r i t a t i o n g a n e d a t g e n e r a l m e e t u n g f t a m a n y , t a b a r d a h i l l m a n a g e t a b i n e f t a m a n y a n d e x e r c i s e a l l t a p w e r f t a m a n y .
- 110 u s e c t t a p r v i j n f t a m a n y e a c t a n d t a e a r t i c l e , t a b a r d a n y e x e r c i s e t a f i l l w i n g a u t h r i t e a n d u d t e .
- 110.1 T f r m a e p r p a l f t a m a n y t i n c e a e r e u d e t a u m b e r f s a e a u t h r i t e d t b i u e d a n d t a u m b e r f i u e d s a e .
- 110.2 T a c t i o n t a i u a n c e f g e n e r a l b n d b t a m a n y e x c e p t f r t a i u a n c e f c n v e r t i e b n d w h c h a e u s e c t t a p p r v a l a t t a g e n e r a l m e e t u n g .
- 110.3 T a c t i o n t b r r w m n e y a n d t m r t a g e r c h a r g e t a m a n y i u n e r a k i n g , p r p e r y a n d n a l l d a e a p i a l i n w h e r i n p a r t t a i e u n d (t a r t a n t a g a a n e e p r v l d n e r a r t i c l e 51.9) .
- 110.4 u s e c t t p r v i j n f a p p l i c a t i o n o f l a w , t a c t i o n c h a n g e i n u e f t a a i e d i n d f t a m a n y .
- 110.5 T f r m a e p r p a l f r t a m e n d e n t f t a m e m a n u d m r t a e a r t i c l e .
- 110.6 T f r m a e t a g v e r a n c e p a c t i c e a n d p l i c e f t a m a n y .
- 110.7 T f r m a e t a m a n y i p r f i t d t r i b u t i o n p a n a n d i e c v e r y p a n .
- 110.8 T a p p r v e t a a n n a l f i n a n c a l u b g e t p l a n f t a m a n y .
- 110.9 T a p p r v e m a t e r a l t a n a c t i o n a n d e a e d r c n n e c e d t a n a c t i o n t a t a h i l l b a p p r v e d b y t a b a r d i n a c c r a n c e w i t h a p p l i c a t i o n o f l a w , u s e r r e g u l a t i o n , t a e x c h a n g e / u s e a n d t a r r e q u e m e n t .

110.10 T a p p r o v e t h e p r o v i s i o n s g a n g e b u t a m a n y t e n e r p r i e w i t h i n t h e c o e f f i c i e n t R m a n y / c n i a l f i n a n c i a l a e m e n t w h e h a s e n t " c n n e c t e d p e r n u n e r t h e u p G v e r n i n g t h e j u n g f e s u r t e n T h e t c k e x c h a n g e f u n g K n g i m i e .

110.11 T a p p o i n t a n y p e r n t b a s e d u e t r e t a r t f i l l a e u a l v a n c y r a a n a d u n t t h e e x i t u n g u e t r e t r , p r o v i d e d t h a t t h e t a l u m b e r f u e t r (e x c e p t i n g a l e m a e u e t r) a l l n t e x c e p t a t f i x e d n e r t h e A r t i c l e .

110.12 T h e c o u n t h e m e m b e r s h i p f u e t r .

110.13 T h e c o u n t h e a p p o i n t m e n t a n d d i m i a l f t h e m a n y c h e f f e x e c u t i v e o f f i c e r , t h e e c e h a r y f t h e b a r d t h e p e r n i n c a r g e f f i n a n c e a n d t h e e n i r m a n a g e m e n t , a n d t h e c o u n m a t e r f t h e r e m e m b e r s h i p , e v a r d a n d p a n i h e n t .

110.14 T h e p r o p e t t h e g e n e r a l m e e t i n g t a p p o i n t r e c a n g e t h e a u t h o r i t y f t h e m a n y .

110.15 T h e c o n v e n e a g e n e r a l m e e t i n g a n d e a n y u t a r e u t i n a e d a t t h e g e n e r a l m e e t i n g .

110.16 O t h e r a u t h o r i t y a n d u t e t h e a p p l i c a t i o n o f l a w , u p r e g u l a t i o n , t h e e x c h a n g e u p , t h e A r t i c l e a n d t h e r e q u i r e m e n t .

111 A l l c h a q e , p r o m i s e s , a n d i t , a l l f e x c h a n g e a n d t h e r e g u l a t i o n i n t u r n e m e n t a n d i l l e c e p t f r o m n e a r d t h e m a n y a l l b e i g n e d d o w n , a c c e p t e d e n d r e d r t h e w i t h e x e c u t e d a t h e e m a y b e i n u c h m a n n e r a t h e b a r d a l l d e r m i n e b e u t i n r i n a c c r a n c e w i t h t h e i n t e r n a l u p a n d e g u l a t i o n f t h e m a n y .

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112 T h e b a r d m a y e t u p a n y c o m m i t t e e c o n s i t i n g f r o m r e s p e c t i v e u e t r , r a p p o i n t a n y p e r n a i t a g e n t f r o m a n a g i n g t h e a f f a i r s f t h e m a n y , a n d m a y a p p o i n t a n y p e r n t b a s e m e m b e r s f t h e a f f e m e n t i n e d c o m m i t t e e .

113 T h e b a r d m a y a p p o i n t a n y f i t p o w e r t a n y c o m m i t t e e f t h e b a r d e t u p i n a c c r a n c e w i t h A r t i c l e 112. T h e t h e x e n t a p p l i c a t i o n , t h e p r o c e e d i n g f a c o m m i t t e e f t h e b a r d a l l b e g o v e r n e d b y t h e A r t i c l e r e g u l a t i n g t h e p r o c e e d i n g f t h e b a r d .

114 T h e t h e x e n t p e r m i t t e d b y a p p l i c a t i o n o f l a w , u p r e g u l a t i o n , a n d t h e e x c h a n g e u p , t h e b a r d m a y a u t h o r i z e t h e e n i r m a n a g e m e n t f t h e m a n y t e x e r c i s e e f f a u t h o r i t y a n d u t e t h e f t h e u g h a p p r o p r a e p r o c e d u r e , r e p r e s e n t a n y u e t r h o l d i n g a n y e n i r m a n a g e m e n t p a r t i n u c h f t h e r p o w e r a t h e c o n t r o l a n d t h e e x e r c i s e d b y h i m .

115 A n y u c h o f f e r a t i o n i n a c c r a n c e w i t h A r t i c l e 112 t o 114 m a y b e m a d e b y t h e b a r d u n l e s s t a n y c o n t r a n t h e b a r d m a y i m p e , a n e t h e r c o n t r a n t w i t h r t t h e e x c e p t i n f t h e r w n p o w e r a n d m a y b e v e k e d r a t e e d .

116 The Board may appoint any company, firm, person or body of persons to be agent for the company and to sign such power, authority and direction in respect of the exercise of the powers of the Board under the Article) and such power and direction shall be subject to such conditions as the Board may think fit, provided however, that such agent shall not be liable in respect of the Board's powers and duties to be exercised by the Board at any time.

(6)

117 Under the provisions of the Article, the Board shall meet to get the first transaction of the day, convening, adjourning and the Board may regulate the Board's meeting in its absence.

118 The fact that fourteen (14) or more directors are present at a meeting of the Board shall be sufficient to constitute a meeting of the Board and the Board may act notwithstanding the absence of any director. The Board may also act by a committee of directors, provided that the committee shall not be authorized to exercise powers which are conferred on the Board as a whole. The Board may also act by a committee of directors, provided that the committee shall not be authorized to exercise powers which are conferred on the Board as a whole.

119 The Chairman of the Board may, and the Secretary of the Board may, in the absence of the Chairman, call a meeting of the Board and may, in the absence of the Chairman, preside at such meeting. The Board may also act by a committee of directors, provided that the committee shall not be authorized to exercise powers which are conferred on the Board as a whole.

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120 A duly convened meeting of the Board shall be a quorum, provided that the Board shall have the power to alter the quorum.

121 The quorum may be fixed by the Board at any meeting and may be varied from time to time. The Board may also act by a committee of directors, provided that the committee shall not be authorized to exercise powers which are conferred on the Board as a whole.

122 A director may participate in a Board meeting by means of a written communication, and the Board may act notwithstanding the absence of any director, provided that the communication shall be received by the Board in accordance with the provisions of the Article.

123 A director, if he is unable to attend a meeting of the Board, may authorize another person to attend the meeting on his behalf, provided that the person so authorized shall be a director of the company and shall be authorized in writing by the director to do so.

124 A Board meeting at which a quorum is present may be called in accordance with the provisions of the Article notwithstanding the absence of any director, provided that the meeting shall be called in accordance with the provisions of the Article.

125 The chairman of the Board shall be elected by the Board at the first meeting, or, if at any meeting the chairman is not present within five (5) minutes after the time appointed for the meeting, the directors present may, in the absence of the chairman, elect a chairman for that meeting.

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126 Except as otherwise provided by the Articles, the directors may, at any meeting, elect a chairman of the Board. The chairman shall have the same powers and authority as the chairman of the Board.

127 Where a director is elected to the Board at the first meeting, the directors shall elect a chairman of the Board at the first meeting. The chairman shall have the same powers and authority as the chairman of the Board. The chairman shall be elected by the Board at the first meeting. If the chairman is not elected at the first meeting, the directors shall elect a chairman at the first meeting.

128 The chairman of the Board shall, in addition to his office, be a director of the Company. The chairman shall be elected by the Board at the first meeting.

129 Where the Board is required to meet for any special purpose, the chairman of the Board shall be elected by the Board at the first meeting, or, if at any meeting the chairman is not present within five (5) minutes after the time appointed for the meeting, the directors present shall elect a chairman for that meeting.

130 A director of the Board who is elected to the Board at the first meeting shall be deemed to have accepted his office at the time he is elected, and he shall be bound to attend the first meeting of the Board after the date of his election. If a director is elected to the Board at a meeting other than the first meeting, he shall be deemed to have accepted his office at the time he is elected, and he shall be bound to attend the first meeting of the Board after the date of his election.

131 All acts done by any meeting of the Board or any committee of the Board shall be valid notwithstanding that it is afterwards discovered that there was some defect in the appointment of the directors or any committee of the Board, or that they were disqualified, provided that the persons who acted as directors or members of the committee were in good faith and bona fide acted.

132 A director in writing (in the register or otherwise), resigns his office as a director of the Board, and the resignation shall be deemed to have taken effect from the date of the receipt of the resignation by the Board, or from the date of the next meeting of the Board, whichever is the later date.

133 a meeting of the Board of Directors of the Company shall be held at the office of the Secretary of the Company at such time and place as the Board of Directors shall determine.

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134 The Board of Directors shall have the authority to employ, discharge, suspend, or otherwise deal with any officer, director, or other person in the service of the Company, and to determine the compensation and benefits of any such person.

135 Every officer or director of the Company shall be subject to the removal or suspension by the Board of Directors at any time for cause, and the Board of Directors shall have the authority to fill any vacancy created by the removal or suspension of any officer or director.

136 A director or officer of the Company shall be liable to the Company for any loss or damage caused by his or her negligence, fraud, or willful or wanton misconduct.

137 The Company shall be subject to the laws, rules, and regulations of the Exchange, and the Board of Directors shall have the authority to take such action as may be necessary to comply with the same.

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138 The Board of Directors shall be authorized to incur such expenses as may be necessary for the operation of the Company, and to determine the amount and mode of payment of such expenses.

139 The Board of Directors shall have the authority to (1) audit and cause to be audited the accounts of the Company; (2) determine the compensation of the officers and directors; (3) determine the compensation of the employees; and (4) exercise such other powers as may be necessary to carry out the purposes of the Company.

140 The following document is hereby adopted as a permanent part of the constitution of the company and shall be read to the members of the company at the meeting of the board of directors of the company on the 21st day of November 1960. The members of the company shall be bound by the provisions of this document.

141 The following document is hereby adopted as a permanent part of the constitution of the company and shall be read to the members of the company at the meeting of the board of directors of the company on the 21st day of November 1960. The members of the company shall be bound by the provisions of this document.

142 Under the terms of the above resolution the board of directors of the company shall have the authority to do all such things as may be necessary or expedient for the carrying out of the purposes of the company.

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143 After the passing of the above resolution the board of directors of the company shall have the authority to do all such things as may be necessary or expedient for the carrying out of the purposes of the company.

144 The members of the company shall be bound by the provisions of the constitution of the company as amended from time to time by the board of directors of the company.

145 The members of the company shall be bound by the provisions of the constitution of the company as amended from time to time by the board of directors of the company.

146 Upon the passing of the above resolution the board of directors of the company shall have the authority to do all such things as may be necessary or expedient for the carrying out of the purposes of the company.

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1614 W h e r e f o r m e p e r n o c m e n t i f d t h e i n c n e q e n c e f t h a t h r
h n k u p t c / f a m e m b r , t h a m a n y m a y g i v e t h a n t i c e i n a n y m a n n e r i n w h e h t h a
a m e m i g h t h a v e b e n g i v e n i f t h a t h r h n k u p t c / f u c h m e m b r a d n t c u r e d

162 A m e m b r h i l d e n t i f d t h a v e n t i c e e r v e d n h m a t a n y a d e w h e h a h n t i f e d
t h a m a n y , w a t h r w i t h n r u t i t a a y m a n I a n d .

163 A f t e r i t i n g n a n g h a t c k e x c h a n g e , t h a m a n y h i l m a k e a n n u n e m e n t a c c r d i n g t
r e q u e m e n t f s a n d a n g h a t c k e x c h a n g e . t i c e j u e d b t h a m a n y t
h l o r f / m s m m n a n e h i l i n a d d u n t e r v i c e f t i c e t a l l m e m b r i n
a c c r d i n c e w i t h a r t i c l e 160 t 161 . b a t t h a m e t i m e a n n u n e d n m e a r i g n a e d b
- O n e t h a n n u n e m e n t , i f a e d i t w i l l b e m e t a t a l l h l o r f / m s m m n
a n e h a v e r e c i v e d u c h n t i c e .

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164 T h a m a n y m a y , i f t h a b a r d d e r m i n e , h a v e a s a l a a u t h r i z e d b t h a b a r d i n t h a t
b h l o r v e r i n t u m e n t t w h e h t h a s a l a b e n a f f i x e d h i l d i g n e d b n e p e r n w h
h i l d e i t h a r a v e c t r r t a e c e h a r f t h a b a r d r m e t a r p e r n a u t h r i z e d b t h a
b a r d f r u c h n r e . T h a s a l h i l n t b u e d w i t h t a u t h r i t y f t h a b a r d

165 T h a m a n y m a y h a v e f u e i n a n y p l a c e r p h e u t i t a a y m a n I a n d n e r m e
u d i a e s a l e a c h f w h e h h i l d a f a c i m i f t h a m m n s a l f t h a m a n y . I f t h a
b a r d d e r m i n e , t h a m a n y m a y a d d n t a f a e f t h a u d i a e s a l t a n a m e f t h a
p h e w a r e i t t b u e d

166 A v e c t r , e c e h a r r t a r e n r m a n a g e r n a y w i t h u t i f r t a r a u t h r i t y f t h a b a r d f f i x
t h a s a l f t h a m a n y v e r h i g n a u e a l n e t a n y d u m e n t f t h a m a n y r e q u e d t
b a u t a n t i a e d b h m u n e r s a l r t b f i e d w i t h t h a r e g i t a r f m a n e i n t h a
a y m a n I a n d r e l e w a r e w a r e e v e r .

() .

167 I f t h a m a n y , i a n e x e m p l e d e m a n y a d i n e d i n t h a m a n e A c t , i t h i l , u l e c t t
t h a p r v i i n f t h a m a n e A c t a n d w i t h t h a a n c t i n f a r e c a l i e u t i n , h a v e t h a
p w e r t r e g i e r b w a y f e n t u a t i n a a b y c r p a e u n e r t a w f a n y u r i c t i n
u t i t a a y m a n I a n d a n d t b r e g i e r e d i n t h a a y m a n I a n d .