

SCHEDULES

SCHEDULE 6

PROVISIONS AS TO OFFICE OF STOCKHOLDERS' REPRESENTATIVE, MEETINGS OF HOLDERS OF SECURITIES AND INCIDENTAL MATTERS

Procedure at meetings

- 9 (1) The holders of securities present in person at any meeting shall choose one of their number to be chairman, and for that purpose the persons present in person at any meeting shall be a quorum.
- (2) Subject as aforesaid, holders of securities present in person or by proxy representing not less than one-twentieth of the aggregate nominal value of the securities of the company in respect of which compensation is payable under this Act shall be a quorum.
- (3) If within half an hour of the time appointed for any meeting a quorum is not present, the chairman shall adjourn the meeting to a place, date and time determined by him (which shall if practicable be the same place and the same day and time in the following week), and if at that adjourned meeting a quorum is not present at the appointed time or within 30 minutes thereafter, the holders of securities present in person or by proxy shall be a quorum.
- (4) At any meeting voting shall be by holders of securities present in person or by proxy, and a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by persons present in person or by proxy representing not less than one-twentieth of the aggregate nominal value aforesaid.
- (5) A poll, if so demanded, shall be taken in such manner as the chairman may direct, and on any such poll every holder voting shall be entitled to one vote for each pound by nominal value of the securities held by him.
- (6) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- (7) An entry in any minutes or record kept with respect to any meeting by the stockholders' representative, or, before the appointment of a stockholders' representative or during a vacancy in that office, by a person authorised in that behalf by the chairman of the meeting, shall, if signed by the chairman of the meeting or by the chairman of a meeting at which the minutes or record were or was read, be evidence of the matter so recorded.
- (8) The proceedings at any meeting of holders of securities shall not be invalidated by any defect discovered after the meeting in the qualifications to vote of any person who voted at the meeting.
- 10 (1) In the case of a joint holding of securities, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of

Status: This is the original version (as it was originally enacted).

the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand or stood in the relevant register or, if there is no register, in the relevant document of title.

- (2) Any person who has been duly authorised to act on behalf of a holder of securities who is of unsound mind may vote on his behalf.
- 11 Where any class of securities is secured by a trust deed and any trustee thereof is not a holder of securities, notice of any meeting of holders of securities held under this Schedule shall be served on him, and any such trustee may attend and speak at any such meeting, but shall not be entitled to vote.
- 12 The provisions of paragraphs 7 to 11 above shall with the requisite modifications apply in relation to a meeting of a class or classes of holders of securities as they apply in relation to a meeting of holders of securities of all classes.
- 13 Any body corporate which is a holder of securities may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of holders of securities, and the person so authorised shall be entitled to exercise the same powers on behalf of the body which he represents as that body could exercise if it were an individual holder of securities.