

AFFIDAVIT OF URGENCY OF TYRONE WILSON IN SUPPORT OF FIXED DATE CLAIM FORM

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN THE COMMERCIAL DIVISION

CLAIM NO. 542021 CD00222

Filed on behalf of the Claimant
Affidavit No.: 1
Affiant: Tyrone Wilson
Exhibits: TW-1; TW-2
Date Sworn: May 17, 2021
Date Filed: May 17, 2021

IN THE MATTER of the COMPANIES ACT 2004 of
Jamaica

AND

IN THE MATTER of an Application by iCREATE
LIMITED for directions pursuant to Section
130(2) of the COMPANIES ACT 2004 of Jamaica



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MAY 19 2021

COMPANIES OFFICE OF JAMAICA

I, TYRONE WILSON, Director, being duly sworn make oath and say as follows: -

1. For the purposes of this Affidavit, my address is 72b Hope Road, Kingston 6 in the parish of Saint Andrew. I am a Director of the Claimant company herein and I am duly authorised to swear to this Affidavit.
2. The facts contained herein, so far as they are within my personal knowledge, are true and so far as they are not within my own personal knowledge, are true, to the best of my information and belief.
3. The Claimant, iCREATE LIMITED is and was at all material times a public company limited by shares trading on the Junior Market of the Jamaica Stock Exchange ("JSE") and duly incorporated under the Companies Act 2004 of Jamaica, with its registered offices at 72b Hope Road, Kingston 6, in the parish of Saint Andrew. Attached and exhibited hereto is a copy Certificate of Incorporation marked "TW-1" for identification.

SARS-CoV-2 Coronavirus (COVID-19) in Jamaica

4. On March 13, 2020, the Prime Minister of Jamaica, the Most Honourable Andrew Holness, declared several measures and/or Orders under the Disaster Risk Management (Enforcement Measures) Order 2020 due to the impact of the SARS-CoV-2 Coronavirus ("COVID-19"). This Order, which was made pursuant to the Disaster Risk Management Act ("DRMA"), imposed restrictions on public gatherings with stay at home orders for individuals over a specified age and only for them to leave home for the necessities of life, none of which is an Annual General Meeting.
5. Since that date, the Prime Minister of Jamaica has implemented several measures to limit the spread of COVID-19 by the promulgation of a series of orders under the DRMA. On May 5, 2021, the Disaster Risk Management (Enforcement Measures) (No. 6) Order 2021 ("the DRM Order") was brought into effect extending the period for which Jamaica is deemed a disaster area to June 2, 2021. Given the nature of COVID-19, it is likely that there will be further extensions and orders and even if there are no further extensions, the medical advisory is for individuals to limit social contact, including public gatherings, as much as possible.
6. Although the Order exempts holding of Annual General Meetings from the prohibition of public gatherings of more than fifteen (15) persons, it imposes restrictions regarding

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May 19, 2021

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[Signature]

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DIRECTOR OF STATE PROCEEDINGS
NAME: *[Signature]*
DATE: 19/5/2021 TIME: 11:49

FINANCIAL
SERVICES

COMMISSION

39-43 Barbados Avenue
Kingston 5, Jamaica, W.I.
Tel: (876) 906-3010-2/906-7264-6
Facsimile (876) 906-3011/7549534

physical distancing of persons and other protocols for those attending Annual General Meetings.

7. The Prime Minister and the public medical authorities have indicated repeatedly that there is no certainty as to when the pandemic will end. Despite the rollout of the vaccination programme, there has been a significant increase in confirmed cases and deaths as a result of COVID-19 in Jamaica. The public medical authorities have also confirmed a variant of COVID-19 in Jamaica which has contributed significantly to increasing the chances of individuals contract the virus. As such, it is my belief that the restrictions that have been imposed will continue for several months to come.
8. Further, out of an abundance of caution, even after the restrictions have been lifted it is my belief that it would be prudent not to hold large public gatherings, until majority of Jamaicans have been vaccinated.

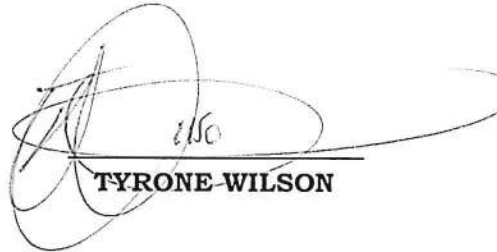
Annual General Meeting – Companies Act and Articles of Incorporation

9. For the year 2021, **iCREATE LIMITED** has not been able to hold its Annual General Meeting as required by the provisions of the **Companies Act** and its Articles of Incorporation. Attached and exhibited hereto is a copy Articles of Incorporation marked "TW-2" for identification.
10. I am advised by the Claimant's Attorneys-at-Law, Messrs. Tavares-Finson Adams and verily believe that **iCREATE LIMITED** is required to hold its annual General Meeting within fifteen (15) months between the date of the last Annual General Meeting pursuant to **Section 126(1)** of the **Companies Act**. **iCREATE LIMITED** is scheduled to have its Annual General Meeting before December 2021.
11. I am further advised by the Claimant's Attorneys-at-Law, Messrs. Tavares-Finson Adams and verily believe that at Annual General Meetings, all shareholders are entitled to attend, be heard and vote and must therefore generally be held at a physical venue where shareholders attend in person.
12. The membership of **iCREATE LIMITED** is greater than nine hundred (900) shareholders and there is no suitable venue which is appropriate size to accommodate all the shareholder entitled to attend at the required physical distance.
13. In light of the DRM Orders and the prevailing conditions caused by COVID-19, it is impracticable for **iCREATE LIMITED** to hold its Annual General Meeting in accordance with the provisions of the **Companies Act** and its Articles of Incorporation. It is impracticable because of the number of shareholders entitled to attend and the absence of suitable venues which are of the appropriate size to accommodate all attendees at the required physical distance. It would also breach the fifteen (15) gathering restriction and expose the shareholders, the officers of **iCREATE LIMITED** and all persons associated with hosting the Annual General Meeting to the increased risk of exposure to COVID-19.
14. I am also advised by the Claimant's Attorneys-at-Law, Messrs. Tavares-Finson Adams and verily believe that unlike directors' meetings which can be held by telephone or other communicating facilities pursuant to **Section 141** of the **Companies Act**, there are no similar provisions in relation to Annual General Meetings and the **Companies Act**, therefore does not appear to allow them to be held or conducted by electronic means.
15. In the circumstances, **iCREATE LIMITED**, is making this application on the pursuant to **Section 130(2)** of the **Companies Act** for this Honourable Court to order the manner in which the meeting may be called, held and conducted. If **iCREATE LIMITED** calls, holds and conduct the Annual General Meeting using technology or electronically, similarly to its last Annual General Meeting, it will allow the

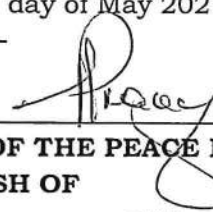
shareholders to participate in aa similar manner to in person meetings and are unlikely to be prejudiced.

16. I believe that if this Honourable Court does not allow for an Annual General Meeting by electronic means **iCREATE LIMITED** would be forced to hold an Annual General Meeting in breach of the Companies Act, its Article of Incorporation and the DRM Orders. This may pose a health risk to the shareholders, the officers of **iCREATE LIMITED** and all persons associated with hosting the Annual General Meeting.
17. I am advised by the Claimant's Attorneys-at-Law, Messrs. Tavares-Finson Adams and verily believe that no Act has been passed in Parliament to amend and give effect to electronically holding of an Annual General Meeting while the COVID-19 pandemic is impacting Jamaica or since it has been declared a disaster area.
18. I believe that this application should cover subsequent General Meetings to be held electronically once Jamaica has been declared a disaster area due to the impact of COVID-19 or until the **Companies Act** is amended is appropriate and necessary to avoid cost and expense to the Claimant and to save judicial time and resources.
19. I humbly pray that this Honourable Court will grant the orders sought in the Fixed Date Claim Form.

SWORN to by the said)
TYRONE WILSON)
at 58 Hope Road Kingston)
in the parish of St Andrew)
on this 17th day of May 2021)
before me: -)



TYRONE WILSON


**JUSTICE OF THE PEACE FOR
THE PARISH OF**

**TRACEY V. PARKINSON
JUSTICE OF THE PEACE
KINGSTON • NO. B01143**



CERTIFICATE OF EXHIBITS

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO.

IN THE MATTER of the COMPANIES ACT 2004 of Jamaica

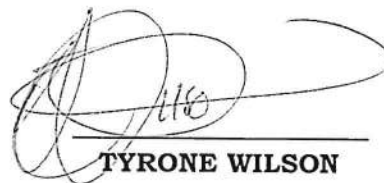
AND

IN THE MATTER of an Application by iCREATE LIMITED for directions pursuant to Section 130(2) of the COMPANIES ACT 2004 of Jamaica

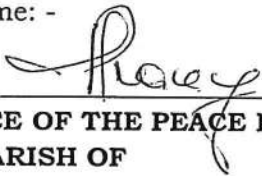
These are copies of the exhibits referred to in the Affidavit of Urgency of **TYRONE WILSON** in support of Fixed Date Claim Form sworn to on May 17, 2021.

1. Copy Certificate of Incorporation marked "TW-1" for identification; and
2. Copy Articles of Incorporation marked "TW-2" for identification.

SWORN to by the said
TYRONE WILSON
at 58 Hope Road Kingston 6
in the parish of St Andrew
on this 17th day of May 2021
before me: -



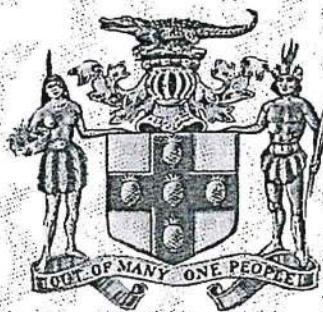
TYRONE WILSON


JUSTICE OF THE PEACE FOR
THE PARISH OF

TRACEY V. PARKINSON
JUSTICE OF THE PEACE
KINGSTON • NO. B01143

FILED by Tavares-Finson Adams, Attorneys-at-Law of Maryfield Place, 58 Hope Road, Kingston 6 in the parish of Saint Andrew. Telephone No. (876) 946-1729 Fax: (876) 978-0159, Attorneys-at-Law for and on behalf of the Claimant herein whose address for service is that of its said Attorneys-at-Law. (Per: Demetrie Adams – demetrie.adams@dm3legal.com)

CERTIFICATE OF THE INCORPORATION OF A COMPANY



I hereby certify that
ICREATE LIMITED
 was Incorporated under the
 Companies Act as a Limited Company

On The

TWENTY-SECOND day of JANUARY Two Thousand And Eighteen

Given under my hand at St. Andrew this

TWENTY-SECOND day of JANUARY Two Thousand And Eighteen

SHELLIE LEON
 For Registrar of Companies

Company#: 96182
 NIS#: 4666426
 TRN: 002716178
 NHT APPLIED
 HEART APPLIED



- ☒ **New Incorporation**
(Requires Stamp Duty)
- ☐ **Amended Articles**
- ☐ **Adopted Articles**
- ☐ **Re-registration**
(Changing from one type of a company to another)



**THE COMPANIES ACT
COMPANY LIMITED BY SHARES**
(Pursuant to sections 8 & 25 of the Companies Act)

ARTICLES OF INCORPORATION:

FORM 1A
READ INSTRUCTIONS BEFORE COMPLETING

"TW-2"
TouchSafe

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

1A. NAME OF COMPANY ICREATE LIMITED		The name here must be completely consistent with the name reserved in pursuance of this incorporation or where applicable, the certificate of incorporation or most recent certificate of change of name.
1B. JUSTIFICATION FOR PROPOSED NAME (if applicable) N/A		The use of words such as "Caribbean", "Global" and "International" must be explained. See BRF1 form for full list of words that need justification.
1C. TYPE OF COMPANY <input type="checkbox"/> Private <input checked="" type="checkbox"/> Public	1D. VALUE OF ALLOTTED SHARES (For public companies only) \$ 500,000.00	The value of allotted shares for Public Companies must not be less than \$500,000.00.
1E. CORE BUSINESS OF THE COMPANY (The activities of the business are not restricted to the area(s) stated below unless indicated at item 1F) EDUCATIONAL SERVICES		
1F. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable) N/A		It is not required that you restrict the activities of your company. If there are no restrictions insert 'N/A'.
1G. COMPANY TELEPHONE NUMBER 876-665-0772	1H. EMAIL ADDRESS TYRONE@JOINEDMEDIA.COM	

2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED

3. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)	
3a. <input type="checkbox"/> Standard Articles (Rules) Articles 1-78, 80-136 with Varied Article 79 and Additional Articles 137-143 SEE SCHEDULE(S) 3b. <input type="checkbox"/> Standard Articles (Rules) Articles 1-78, 80-136 with Varied Article 79 only SEE SCHEDULE 3c. <input checked="" type="checkbox"/> Standard Articles (Rules) Articles 1-136 with Additional Articles 137-143 only SEE SCHEDULE(S) 3d. <input type="checkbox"/> Standard Articles (Rules) in their entirety Articles 1-136 3e. <input checked="" type="checkbox"/> Other (If "Other" is checked, please list the numbers of the articles from Table A that are to apply (if any) and/or state the name(s) of the schedule(s) which contain the additional/varied articles which are to apply below)	Table A of the First Schedule of the Companies Act 2004 provides standard articles (rules) for the internal management of a company limited by shares. In Table A: • Articles 1-78 detail SHARES, share transfers, general meetings votes of members, directors etc. • Varied Article 79 allows the company to borrow money. • Articles 80-136 detail the duties of directors, the audit, accounts, audit and indemnity etc. • Articles 137-143 detail that share transfers must be authorised by the directors etc. TO COMPLETE THIS SECTION You may choose from Table A: • Most of the Rules in their entirety with common varied and additional articles. • Most of the Rules in their entirety with a common varied article. • All of the rules in their entirety with common additional articles. • All of the rules in their entirety. • Your custom combination of articles. If you do not choose to accept them at all, you must attach your own articles (rules) for the internal management of the company to this form and select the "Other" option. You are also required to attach Schedules containing the varied or additional articles which you wish to include.
TABLE A SHALL NOT APPLY. SEE ATTACHED SCHEDULE.	
NOTES FOR PRIVATE COMPANIES <ul style="list-style-type: none"> The right to transfer shares is restricted; Subject to section 25(1)(b) of the Companies Act 2004, the number of members of the company is limited to twenty (This is exclusive of persons who having been formerly in the employment of the company were, while in that employment, and have continued after the determination of such employment to be members of the company); Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member; Any invitation to the public to subscribe for any shares or debentures of the company is prohibited; Any invitation to the public to deposit money for fixed periods or payable on call whether bearing or not bearing interest is prohibited; Subject to the exceptions provided for in the Twelfth Schedule to the Act, any person other than a shareholder is prohibited from having any interest in any of the company's shares. 	

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person, and diminish the amount of its share capital by the amount of the shares so cancelled.

REDUCTION OF

52. Subject to Section 70, the Company may by Special Resolution reduce its stated capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorized, and consent required, by law.

GENERAL MEETINGS**ANNUAL GENERAL MEETING**

53. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

OTHER MEETINGS

54. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

EXTRAORDINARY GENERAL MEETINGS

55. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, an Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 128 of the Act. If at any time there are not in Jamaica sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene

an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

NOTICE OF MEETINGS

56. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen 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 the 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 Company in General Meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company and to the Auditors. Provided that a meeting of the Company 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 holding not less than 95 per cent in nominal value of the shares giving that right.

**OMISSION TO
GIVE NOTICE**

57. 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

SPECIAL BUSINESS

58. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of declaring a dividend, in consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

QUORUM

59. 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; save as herein otherwise provided, three members present in person shall be a quorum.

WHEN, IF QUORUM NOT PRESENT, MEETING TO BE DISSOLVED AND WHEN TO BE ADJOURNED

60. 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 Directors 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 shall be a quorum.

CHAIRMAN OF MEETING

61. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act

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the Directors present shall elect one of their number to be chairman of the meeting.

62. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed or holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

ADJOURNMENTS

63. 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 fourteen days or more, seven clear days' notice at the least of the adjourned meeting shall be given specifying the place and the time of the meeting as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

HOW QUESTIONS TO BE DECIDED

64. At a 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 show of hands) demanded –

- (a) by the chairman of the meeting; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

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- (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the chairman of the meeting 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 Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

POLL WHEN TAKEN

65. Except as provided in Article 67, if a poll is duly demanded it shall be taken in such manner and at such time (within fourteen days) and place as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately.

CASTING VOTE

66. 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 or casting vote.

WHEN POLL TAKEN

67. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The demand for a poll may be withdrawn.

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VOTES OF MEMBERS

RIGHT TO VOTE

68. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

VOTING SHARES
IN DIFFERENT WAYS

69. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

JOINT HOLDERS

70. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register.

MEMBER OF
UNSOUND MIND

71. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, *curator bonis*, or other person in the nature of a committee, receiver or *curator bonis* appointed by that court, and any such committee, receiver, *curator bonis* or other person may, on a poll, vote by proxy.

CALLS IN
ARREAR

72. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

OBJECTIONS
TO VOTES

73. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such

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meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

VOTES BY PROXY

74. On a poll votes may be given either personally or by proxy.

PROXY TO BE IN WRITING

75. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

INSTRUMENT APPOINTING PROXY TO BE DEPOSITED

76. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within Jamaica as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned 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.

FORM OF PROXY

77. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

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"I/We, _____ of _____, in the parish of _____, being a member/members of the above named company,

hereby appoint _____ of _____ or failing him _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the _____ (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____ "

78. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"I/We, _____ of _____, in the parish of _____, being a member/members of the above named company, hereby appoint _____ of _____ or failing him _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the _____ (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____ "

This form is to be used *in favour of the resolution. _____ against _____

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

PROXY MAY
DEMAND POLL

79. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

REVOCATION
OF AUTHORITY

80. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATION ACTING BY REPRESENTATIVES AT
MEETINGS

81. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

NUMBER OF
DIRECTORS

82. Until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than THREE. There shall be no maximum.

REMUNERATION
OF DIRECTORS

83. The remuneration of the Directors shall from time to

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