

under the seal of the Company or not, and also in respect to the dissolution and winding up of the Company, and in general to do all things whatsoever that may be necessary or requisite to carry out the objects of the Company, and the exercise of any other powers incident to the said Company by virtue of their incorporation by this Act. 5

Directors may vote by proxy. X. And be it enacted, That the Directors of the said Company may vote by proxy, such proxies being themselves Directors, and the proxy shall be in such form as the Directors shall direct and appoint.

By-laws made by Directors for time being, valid till altered or repealed. XI. And be it enacted, That all such By-laws, Rules, and Regulations made by the Directors for the time being, shall be valid and 10 have effect in the same way as if the same had been contained and enacted in this Act, until the same are altered or repealed by said Directors or by the majority of the Shareholders present, in person or by proxy, voting at an Annual or Special or General Meeting, to whom power is hereby given to alter or repeal the same. 15

Copy of By-laws, evidence XII. And be it enacted, That a copy of all such By-laws as aforesaid, or of any one or more of them, sealed with the Seal of the Company and signed by the Secretary or by one or more of the Directors, shall be *prima facie* evidence in all Courts of Law or Equity of such By-law or 20 By-laws, and that the same were or was duly made and are or is in force; and in any action or proceeding at Law or in Equity between the Company and any Shareholder, or any other person or persons whomsoever, it shall not be necessary to give any evidence to prove the Seal of the Company, and all documents purporting to be sealed with the Seal of the Company, shall be taken to have been duly sealed 25 with the Seal of the Company without further proof than their production.

Stockholders to have votes equal to the number of their shares. XIII. And be it enacted, That each Stockholder shall be entitled to a number of votes equal to the number of shares which he shall have held in his own name at least three months prior to the time of voting (except at the first election after the passing of this Act.) 30

Company not bound to see to execution of any trusts, to which shares may be subject. XIV. And be it enacted, That the Company shall not be bound to see to the execution of any trust, whether express, implied, or constructive, to which any of the said shares may be subject, and the receipt of the party in whose name any such share shall stand in the Books of the Company, shall from time to time be a discharge to the Company for any 35 dividend or other sum of money payable in respect of such share, notwithstanding any trusts to which such share may then be subject, and whether or not the Company have had notice of such trusts, and the Company shall not be bound to see the application of the money paid upon such receipt 40

All questions to be decided by a majority of votes of Directors or Shareholders, as case may be, who may be present personally or by proxy. XV. And be it enacted, That except in so far as it is herein otherwise provided for, all transactions, questions and matters to be determined at any General, Special or other Meeting of the Company, or at any meeting of the Directors, shall be determined by the majority of the votes of the Shareholders or Directors, as the case may be, present and at 45 such meeting, either in person or by proxy, and in case of an equality of votes at any such meeting, the Chairman of such meeting shall have a casting vote, and that a majority of the whole number of Directors shall form a *quorum* for the transaction of business, and a majority of such *quorum* shall decide. 50