

44. The chairman (if any) of the board of directors or one of the directors shall preside as chairman of every meeting of the Company.

45. If there is no such chairman, or if at any meeting no director may be present at the time of holding the meeting, the shareholders present shall choose one of their number to be chairman.

46. The chairman may, with the consent of the meeting, adjourn any meeting from time to time, 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.

47. Every question shall be decided by a show of hands, unless a poll is demanded by at least five shareholders, holding in the aggregate at least 5,000 shares, and a declaration by the chairman that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

48. If a poll be demanded, it shall be taken in such manner as the chairman directs, and either at once or after an interval or adjournment or otherwise, and the result of such poll shall be deemed to be a resolution of the Company in general meeting. In case of an equality of votes (either on a show of hands or on a poll) at any general meeting, the chairman shall be entitled to a second or casting vote.

49. Any poll demanded on the election of a chairman of a meeting, or on any question of adjournment, shall be taken at the meeting and without adjournment.

50. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

51. Every member shall have one vote for every share held by him in the Company, except as hereinafter mentioned.

52. No member shall be entitled to vote at a general meeting other than the first, unless he has been registered as the holder of the shares in respect of which he proposes to vote for at least one calendar month.

53. If two or more persons are jointly entitled to any shares or stock, any one of such persons present at any meeting or offering to vote by proxy, shall be entitled to vote in respect of the same, but should two or more of such joint holders be present, or offer to vote by proxy, the person whose name stands first on the register, and no other, shall be entitled to vote in respect of the same. Several executors or administrators of a deceased member, in whose name any share or stock stands, shall, for the purpose of this clause, be deemed joint holders thereof.

54. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer, or if such appointer be a corporation, under their common seal; but in the event of a proxy being given by any joint holder of a share or shares, such proxy shall have no effect if any other of such joint holders is present at the meeting for which such proxy may have been given.

55. No person shall act as proxy who is not a shareholder and qualified to vote, nor unless the instrument appointing him be deposited at the registered office of the Company at least twenty-four hours before the time fixed for holding the meeting at which he proposes to vote; no appointment of a proxy shall be valid at the expiration of six months from its date except that it may be used on an adjournment of the meeting for which it was originally intended to be given, and except in the case of any shareholder residing outside the Province of British Columbia, who may deposit in the office of the Company an instrument of proxy valid for all meetings whatsoever during such residence out of the said Province and until revocation.

56. Every instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances will allow, be in the form, or to the effect following:—

"I, _____, of _____, being a member of _____ Limited, hereby appoint _____ of _____, (or falling him _____, of _____, as my proxy to vote for me and on my behalf at the ordinary (or extraordinary, as the case may be,) general meeting of the Company to be held on the _____ day of _____, 1_____, and at any adjournment thereof, or at any meeting of the Company that may be held during the six months immediately succeeding the date hereof, or during my residence out of the Province of British Columbia, or until revocation hereof."

"AS WITNESS my hand this day _____ day of _____, 1_____.
Signed by the said _____,

In the presence of _____

DIRECTORS.

57. Until otherwise determined in general meeting the number of directors shall not be less than three nor more than seven.