

- (1) He shall declare the nature of his interest in any contract or proposed contract in which he is interested and
 - (2) After he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he does so vote his vote shall not be counted.
The prohibition against voting shall not, however, apply to any contract or agreement for giving securities to a Directors for advances made or to be made by him to the company for liabilities or obligations, whether by way of guarantee or otherwise, incurred or assumed or proposed to be incurred or assumed by him on behalf or for the benefit of the company or to any contract for or relating to the subscription by a Director (whether absolutely or conditionally) for any shares or debentures of the company or of any company in which this company is interested and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the company in general meeting.
 - (3) A Director shall be counted for the purpose of forming a quorum notwithstanding that he may be disqualified from voting under these Articles.
37. The company may, by ordinary resolution at a meeting convened by special notice remove any Director and may by an Ordinary Resolution appoint another person who in his stead. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the company.

PROCEEDINGS OF DIRECTORS

38. The quorum necessary for the transaction of the business of the Director may be fixed by the Directors and unless so fixed shall be two.

WINDING UP

39. In winding up the Liquidator may, with the sanction of an Extra-Ordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a special resolution.