

## 22. AUDIT

- 22.1. The Company may by resolution of shareholders call for the accounts to be examined by auditors.
- 22.2. The first auditors shall be appointed by resolution of directors; subsequent auditors shall be appointed by a resolution of shareholders.
- 22.3. The auditors may be shareholders, but no director or other officer shall be eligible to be an auditor of the Company during their continuance in office.
- 22.4. The remuneration of the auditors of the Company:
  - (a) in the case of auditors appointed by the directors, may be fixed by resolution of directors; and
  - (b) subject to the foregoing, shall be fixed by resolution of shareholders or in such manner as the Company may by resolution of shareholders determine.
- 22.5. The auditors shall examine each profit and loss account and balance sheet required to be laid before a meeting of the shareholders or otherwise given to shareholders and shall state in a written report whether or not:
  - (a) in their opinion the profit and loss account and balance sheet give a true and fair view respectively of the profit and loss for the period covered by the accounts, and of the assets and liabilities of the Company at the end of that period; and
  - (b) all the information and explanations required by the auditors have been obtained.
- 22.6. The report of the auditors shall be annexed to the accounts and shall be read at the meeting of shareholders at which the accounts are laid before the Company or shall be otherwise given to the shareholders.
- 22.7. Every auditor of the Company shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the directors and officers of the Company such information and explanations as he thinks necessary for the performance of the duties of the auditors.
- 22.8. The auditors of the Company shall be entitled to receive notice of, and to attend any meetings of shareholders at which the Company's profit and loss account and balance sheet are to be presented.

## 23. NOTICES

- 23.1. Any notice, information or written statement to be given by the Company to shareholders may be given by personal service or by mail addressed to each shareholder at the address shown in the register of members.
- 23.2. Any summons, notice, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the Company, at its registered office, or by leaving it with, or by sending it by registered mail to, the registered agent of the Company.
- 23.3. Service of any summons, notice, order, document, process, information or written statement to be served on the Company may be proved by showing that the summons, notice, order, document, process, information or written statement was delivered to the registered office or the registered agent of the Company or that it was mailed in such time as to admit to its being delivered to the registered office or the registered agent of the Company in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.

## 24. VOLUNTARY WINDING UP AND DISSOLUTION

- 24.1. The Company may voluntarily commence to wind up and dissolve if
  - (a) it has no liabilities; or
  - (b) is able to pay its debts as they fall due,
 by a resolution of shareholders or if, the Company has never issued shares, by a resolution of directors.
- 24.2. The Company may by a resolution of shareholders or by a resolution of directors appoint a voluntary liquidator.
- 24.3. Where a liquidator has been appointed by a resolution of directors, the shareholders of a company may by a resolution of the shareholders appoint an eligible person, subject to the Act, as an additional voluntary liquidator to act jointly with the voluntary liquidator appointed.