

7. MEETINGS OF MEMBERS

- 7.1. Any director of the Company may convene meetings of the members at such times and in such manner and places within or outside the British Virgin Islands as the director considers necessary or desirable.
- 7.2. Upon the written request of shareholders entitled to exercise 30% or more of the voting rights in respect of the matter for which the meeting is requested, the directors shall convene a meeting of shareholders within 28 days of receiving the written request. In the event that the directors fail to convene a meeting of shareholders within 28 days, then:

- (a) any one director;
- (b) the company secretary; or
- (c) the shareholder who issued the written request, or where there is more than one, any one of those shareholders,

may convene a meeting of shareholders, and the provisions of these Articles with regard to convening a meeting of shareholders shall apply, construing references to the directors as references to the party convening the meeting.

- 7.3. A member may be represented at a meeting of members by a proxy who may speak and vote on behalf of the member.
- 7.4. The instrument appointing a proxy shall be produced at the place designated for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote. The notice of the meeting may specify an alternative or additional place or time at which the proxy shall be presented.
- 7.5. The instrument appointing a proxy shall be in substantially the following form or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the member appointing the proxy.

[Name of Company]	
I/We being a member of the above Company of or failing him of to be my/our proxy to vote for me/us at the meeting of members to be held on the day of, 20..... and at any adjournment thereof. (Any restrictions on voting to be inserted here.) Signed this day of, 20..... Member	HEREBY APPOINT to be my/our proxy to vote for me/us at the meeting of members to be held on the day of, 20..... and at any adjournment thereof.

- 7.6. The following applies where shares are jointly owned:
- (a) if two or more persons hold shares jointly each of them may be present in person or by proxy at a meeting of members and may speak as a member;
 - (b) if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners; and
 - (c) if two or more of the joint owners are present in person or by proxy they must vote as one.
- 7.7. A member shall be deemed to be present at a meeting of members if he participates by telephone or other electronic means and all members participating in the meeting are able to hear each other.
- ## 8. NOTICE OF MEETINGS OF MEMBERS
- 8.1. The director convening a meeting shall give not less than seven days notice of a meeting of members to:
- (a) those members whose names on the date the notice is given appear as members in the register of members of the Company and are entitled to vote at the meeting; and
 - (b) the other directors.