

is provided by Section 136 of the Act. If at any time there are not within New Zealand sufficient Directors capable of acting to form a quorum, any Director may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

21.4 In the case of an extraordinary general meeting called in pursuance of a requisition under Section 136 of the Act, the notice convening the meeting shall state the objects which are mentioned in the requisition, and no business other than that expressed in the requisition, and of which notice has been given, shall be transacted.

21.5 A meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Exchange other than a meeting for the passing of a special resolution, shall be called by fourteen days' notice in writing at the least. The notice shall specify the place, the day, and the hour of the meeting, and, in case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Exchange in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Exchange; provided that a meeting of the Exchange shall, notwithstanding that it is called by shorter notice than that specified in this clause, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Trading Members; and
- (b) in the case of any other meeting, by a majority in number of the Trading Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

21.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Trading Member, shall not invalidate the proceedings at that meeting.

21.7 Subject to clause 21.8 all business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors, the fixing of the remuneration of the Directors and the appointment of, and the fixing of the remuneration of, the Auditors.

21.8 Subject to the other provisions of this Article 21 and to the provisions of the Act, any Trading Member or member of the Board may submit a resolution to a general meeting provided that not less than fourteen days' notice of the resolution is given to the Exchange in writing duly signed by the Trading Member and stating the intention to move the resolution. Upon receipt of such notice the Secretary shall give at least seven days' notice in writing to all Trading Members that such resolution will be proposed.

21.9 No business shall be transacted at any general meeting