

CHAPTER 209

FIJI SUGAR CORPORATION LIMITED

Acts Nos. 12 of 1972, 11 of 1983

AN ACT TO MAKE PROVISION FOR MILLING AND RELATED ACTIVITIES IN THE SUGAR INDUSTRY AS A RESULT OF THE ACQUISITION BY THE GOVERNMENT OF FIJI OF THE SHAREHOLDING OF THE COLONIAL SUGAR REFINING COMPANY LIMITED IN SOUTH PACIFIC SUGAR MILLS LIMITED

[6 October 1972]

Short title

1. This Act may be cited as the Fiji Sugar Corporation Limited Act.

Interpretation

2. In this Act, unless the context otherwise requires—
 - “Agreement” means the Agreement referred to in section 2 of the Sugar Industry (South Pacific Sugar Mills Limited Shareholding) Act, 1971*;
 - “appointed day” means such day as may be appointed by the Minister by notice published in the Gazette†;
 - “Articles of Association” means the Articles of Association of the Company in force immediately before 6 October 1972, a copy of which is set out in the Second Schedule;
 - “Board” means the Board of Directors established by section 7 (2);
 - “Company” means South Pacific Sugar Mills Limited, a company registered under the provisions of the Companies Act; *(Cap. 247.)*
 - “Memorandum of Association” means the Memorandum of Association of the Company in force immediately before 6 October 1972, a copy of which is set out in the First Schedule;
 - “Minister” means the Minister charged from time to time with responsibility for the administration of sugar matters.

Name of the Company

3.—(1) Notwithstanding the provisions of the Companies Act, the Company shall henceforth be known as The Fiji Sugar Corporation Limited, hereinafter referred to as “the Corporation”, and the Memorandum of Association and the Articles of Association shall, subject to the provisions of this Act, have effect in relation to the Corporation as if they were herein set out and enacted.

(Cap. 247.)

(2) Any reference to the Company in the Agreement and in any contract entered into by the Company or in any other document whatsoever shall be construed as a reference to the Corporation.

*Act No. 22 of 1971.

†1 April 1973.

Sole right to manufacture sugar

4. The Corporation shall have the sole and exclusive right to manufacture raw sugar of merchantable quality from sugar cane or from any other produce whatsoever.

Offer to purchase the shares held by the public

5.—(1) The Minister may, on behalf of the Government, at any time and at such a price as may be agreed between him and the holder of shares in the Corporation, purchase such shares in the Corporation other than the shares to which the Agreement applies.

(2) Such sums as are necessary for the purchase of shares under subsection (1) shall be a charge upon and shall be paid out of the Consolidated Fund.

Availability of shares to growers and other persons

6.—(1) The Minister may, from time to time, transfer, at such price as he may determine, after consultation with the Board, to persons who enter or have entered into a contract of general application with the Corporation in pursuance of the provisions of the Sugar Industry Act and to such other persons or groups of persons, as he may determine, such proportion of the shareholding, to which the Agreement applies, as he may determine. (Cap. 206.)

(2) All sums received from the sale of shares under subsection (1) shall be paid into the Consolidated Fund.

Appointment of Directors

7.—(1) The provisions of articles 78, 79, 80, 81, 82, 83, 84, 85, 89, 90, 91, 92, 93, 94, 97 and 101 of the Articles of Association and of article 87 thereof, in so far as it relates to an alternate director, shall cease to have effect and, in lieu thereof, the following provisions of this section shall have effect.

(2) There shall be, for the Corporation, a Board of Directors consisting of a Chairman, a Vice-Chairman and such number of other Directors, not exceeding 6, as the Minister may determine.

(3) The Directors of the Board shall be persons of recognised experience in administrative, economic, financial, industrial or commercial matters, or in matters relating to the sugar industry.

(4) The Chairman and 3 other Directors of the Board shall be appointed by the Minister, acting in accordance with the advice of the Standing Select Committee of the House of Representatives on Sugar, and shall hold office for such term as the Minister may determine.

(5) A public officer designated from time to time by the Minister responsible for finance shall be a Director *ex officio* of the Board.

(6) The Vice-Chairman and the other Directors shall be appointed by the Minister, after consultation with the Chairman, and shall hold office for such term as the Minister may determine.

(7) Any Director appointed by the Minister may resign from the Board by giving written notice to the Minister.

(8) If, before the expiry of the term for which he has been appointed, any Director of the Board dies or resigns or becomes disqualified under subsection (11) (a) or otherwise vacates his office, another person shall be appointed in his place to hold office for the unexpired portion of the term.

(9) Any person appointed by the Minister under this section shall, unless he has been disqualified under subsection (11), be eligible for re-appointment, at the

expiry of his term of office, to the Board either as Chairman, Vice-Chairman or as any other Director of the Board.

(10) The Directors appointed by the Minister under this section shall receive such remuneration from the Corporation as the Minister may, from time to time, approve.

- (11) (a) No person shall be or remain a Director who is or becomes—
- (i) a declared candidate to, or a member of a provincial or municipal council, the House of Representatives or the Senate;
 - (ii) an officer in the public service, unless he is a person to whom subsection (5) applies;
 - (iii) a person who, under the law of any state, has been adjudged bankrupt or has made a composition with his creditors;
 - (iv) a person who, at any time has been convicted, in Fiji or elsewhere, of any offence involving fraud or dishonesty;
 - (v) a person who has been removed, in Fiji or elsewhere, from an office of trust on account of misconduct in the exercise of his functions;
 - (vi) a person of unsound mind or permanently incapacitated from performing his duties.
- (b) The office of a Director shall become vacant if he is absent, without the leave of the Chairman, from meetings of the Board for a consecutive period of 3 months or so conducts himself in the performance of his functions as to make it, in the opinion of the Minister, undesirable that he should continue to hold office as a Director.

Appointment of Chief Executive

8.—(1) The appointment of any person as Chief Executive shall be subject to the prior approval of the Minister.

(2) The Chief Executive shall be paid such salary as is determined from time to time by the Higher Salaries Commission. (Cap. 2A.)
(Substituted by Act 11 of 1983, s. 27, Sch. 2.)

General directions

9.—(1) The Minister may, after consultation with the Chairman of the Board and after receiving the advice of the Standing Select Committee of the House of Representatives on Sugar, give to the Board such directions in respect of general matters of policy as he may determine.

(2) Subject to the provisions of this Act, the Board shall manage the business of the Corporation in pursuance of Article 106 of the Articles of Association.

Report to Minister

10.—(1) The Board of Directors shall, as soon as practicable after the end of each financial year of the Corporation, submit to the Minister—

- (a) a copy of the balance sheet and the profit and loss account of the Corporation certified by the Auditor of the Corporation; and
- (b) a report on the activities of the Corporation.

(2) The Minister shall cause a copy of the balance sheet, the profit and loss account and the report submitted under subsection (1) to be laid on the table of the House of Representatives and the Senate.

Auditor-General

11. The Auditor-General shall, at the request of the Minister, examine and report on the accounts and operations of the Corporation.

Application of the Companies Act

12. Subject to the provisions of this Act, the provisions of the Companies Act shall continue to apply to the Corporation as they applied to the Company.

(Cap. 247.)

Regulations

13. The Minister may make regulations for carrying out the objects and purposes of this Act and for giving effect to its provisions.

Operation of the Act

14. The provisions of sections 3, 4, 6, 7, 9, 10, 11, 12, 13 and 14 shall come into force on the appointed day.

FIRST SCHEDULE
(Section 2)

MEMORANDUM OF ASSOCIATION OF
SOUTH PACIFIC SUGAR MILLS LIMITED

1. The name of the Company is South Pacific Sugar Mills Limited.
2. The registered office of the Company will be situated at Nausori in Fiji or at such other place as the Directors may from time to time determine.
3. The objects for which the Company is established are—
 - (1) To manufacture raw sugar and other products from sugar cane and from any other raw material whatsoever.
 - (2) to manufacture, purchase or otherwise acquire molasses and to use, sell or otherwise dispose of the same.
 - (3) To plant, cultivate, purchase, acquire, use and sell and dispose of sugar cane and any other raw product or material from which sugar can be manufactured.
 - (4) To import, purchase or otherwise acquire, sell and dispose of and export sugar whether raw, refined or in any other form whatsoever.
 - (5) To refine raw sugar.
 - (6) To plant, cultivate, win, purchase, sell and deal in all or any products or produce of the earth including cereals, vegetables and fruits of all or any kind or type and to preserve, treat, refine, prepare and render fit for use and to sell and dispose of and export all or any of such produce or products.
 - (7) To manufacture, buy, sell and deal in foodstuffs of all classes and kinds and to pack, package and otherwise prepare same for sale and delivery.
 - (8) To construct, carry out, establish, support, maintain, manage, work, operate, control and superintend in Fiji and elsewhere public works and conveniences of all kinds, railways, tramways, bridges, docks, warehouses, harbours, wharves, piers, reservoirs, embankments, irrigations, reclamations,

cargo handling equipment, electric power, heat and light supply works, telephone works, schools, places of worship, hospitals, dispensaries, places of amusement, pleasure and recreation grounds, hotels, clubs, restaurants, parks, gardens, shops, markets, baths and other works and conveniences which the Company may consider directly or indirectly incidental or conducive to these objects and to contribute to, subsidise, join in or otherwise become interested in any such things or operations.

(9) To carry on the business of general merchants, manufacturers, buyers and sellers of and dealers in plastics and components and materials of all kinds used in or in connection with the manufacture of plastics, iron, steel, metal and wooden products of all kinds, electricians, electrical and mechanical engineers, implements and supplies of all and every kind and description, fitters, turners, founders, enamellers, copper smiths, black-smiths and electro-platers.

(10) To carry on the business of distillers, manufacturers, buyers and sellers of alcohol and spirits of every kind, oil, benzene, gasoline, chemicals and chemical and petroleum products of all kinds.

(11) To establish and conduct laboratories and carry out tests, experiments and research work of any and every kind and description.

(12) To carry on the business of manufacturers and producers of and dealers in fats, fertilisers, manures, dips, sprays, pest destroyers, medicines and remedies of all kinds and any chemicals used in agriculture.

(13) To purchase, take on lease or otherwise acquire and hold lands whether in Fiji or elsewhere in the world for all or any of the purposes and operations of the Company and to build and erect thereon mills, factories, plant, machinery, houses and structures of any and every kind.

(14) To carry on all or any of the business of timber getters, saw millers, lumber merchants, squatters, graziers, pastoralists, farmers and dealers in timber, station, grazing and pastoral properties or farms and to do all things necessary or incidental thereto.

(15) To amalgamate with any other company having objects altogether or in part similar to those of this Company and to promote, form, subsidise and establish any other company for the purpose of acquiring all or any part of the property, undertaking and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to purchase, take in, exchange, subscribe for or otherwise acquire and hold shares in any such Company and to guarantee the payment of any debentures or other securities issued by any such Company.

(16) To apply for design, register, purchase or otherwise acquire any trade or other marks, letters patent, patent rights, concessions, licences, inventions, recipes, secret formulae, methods or processes of manufacture or other rights, advantages or privileges or interests therein and to deal in, sell, dispose of, use, exercise or develop the same, or let on hire, grant licences or privileges in respect thereto and to buy, sell, manufacture, import, export and deal in articles, materials and things capable of being manufactured by virtue of the same.

(17) To manufacture, purchase or otherwise acquire and erect all plant, machinery and materials necessary to be used in or in connection with all or any of the operations and objects of the Company.

(18) To purchase or otherwise acquire, carry on and undertake all or any part of the business, including goodwill, property, goods, chattels and effects, choses in

action and liabilities of any person or company carrying on business of a like nature to any business which this Company is authorised to carry on or possessed of any property or rights suitable for any of the purposes of this Company.

(19) To purchase, take in exchange or otherwise acquire and hold vessels or ships or any interest or share therein and also shares, stocks and securities of any company possessed of or interested in any vessels or ships.

(20) To carry on all or any of the business of manufacturers, importers, warehousemen, shipowners, ship brokers, insurance brokers, managers of shipping property, freight contractors, carriers, barge and punt owners, lightermen, forwarding agents, ice manufacturers and merchants, refrigeration engineers, storekeepers, wharfingers and general merchants and traders.

(21) To construct, build, manufacture, purchase, sell or otherwise dispose of, hire, let on hire or charter and work motor cars and trucks, aeroplanes, ships, railways, tramways, rolling stock and other machines or vehicles intended for or capable of being used for or in connection with transport whether by land, sea or air or any parts therefor or accessories thereto and to establish and maintain lines or regular services therewith or with any means of conveyance whatsoever and generally to carry on the business of builders, manufacturers and owners of such ships, machines, vehicles and things and to enter into contracts for the carriage of mails, passengers, goods and livestock by land, sea or air by any means whatsoever.

(22) To insure with any company or person against losses, damages, risks and liabilities of all or any kind which may or could affect this Company in any manner whatsoever, to self insure and/or insure others.

(23) To carry on and undertake any business undertaking or operation or transaction commonly carried on or undertaken by bankers, capitalists, promoters, financiers, concessionnaires and contractors for public or governmental works or any business which may seem to the Directors capable of being conveniently carried or in connection with any other object of the Company.

(24) To lend money and other property on such terms as the Directors may think fit and to guarantee the performance of contracts and obligations of all kinds, to act as agents and distributors in the management, sale, purchase and distribution of all classes of real and personal property.

(25) To seek for and secure openings for the employment of capital and with this objective to prospect, inquire, examine, survey, explore and test and to employ and despatch expeditions, commissioners, experts and other agents.

(26) To undertake and execute any trusts the undertaking whereof may seem desirable and gratuitously or otherwise.

(27) To purchase or otherwise acquire, sell, exchange, deal in and turn to account real and personal property of every description.

(28) To grant any leases or underleases of or licences in respect to lands, tenements and hereditaments of or belonging to the Company for such term or terms and for such rents or rent in money or otherwise and subject to such conditions, stipulations and agreements as the Company or its Directors think fit.

(29) To commence, institute and prosecute and to defend any action or suit and also any petition for an order for sequestration against any person or persons whomsoever whether a member of the Company or not for recovering any debts or enforcing any claims or demands due to the Company or for any other matter relating to the concerns of the Company and any indictments, informations and prosecutions on behalf of the Company for the stealing or embezzlement of any

money, goods, bills, notes, securities or other property of or belonging to the Company or for any fraud, forgery, crime or offence committed against or with intent to injure or defraud the Company and to discontinue, abandon, release or become non-suit in any action, suit or proceeding as the Company shall think fit.

(30) To enter into any bond or agreement for the reference and submission to arbitration of any matter in dispute, question or controversy between the Company and persons including any individual member or members of the Company or between the Company and any other company and to submit and abide by such reference and submission, and every award to be made in pursuance thereof.

(31) To sell, lease, mortgage, charge, exchange or dispose of, turn to account, or otherwise deal with the business, undertaking, assets, property or rights of the Company or any part thereof for such consideration as the Company may think fit including for cash or for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company or partly for such shares, debentures or securities.

(32) To enter into partnership or any arrangement for sharing profits, union of interests, joint working or co-operation, joint adventure, reciprocal concession or otherwise with any person or company engaged in carrying on or about to carry on or engage in any business of a like nature to any business which this Company is authorised to carry on or any business or transaction of a like nature capable of being conducted so as directly or indirectly to benefit this Company and to subscribe for, take, purchase, or otherwise acquire and hold shares or stock in or the securities of any such company and to subsidise or otherwise assist any such person or company.

(33) To obtain any provisional order or other official or Government power or authority or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(34) To lend money either with or without security and to receive money on loan or deposit at interest or otherwise and to invest the moneys of the Company not immediately required in such manner as may from time to time be determined and vary, sell or dispose of all such investments.

(35) To purchase, take, subscribe for or otherwise acquire and hold any bonds, shares, debentures, stock or other security of any company notwithstanding that there may be a liability thereon and to sell and dispose of the same.

(36) To give any guarantee or indemnity or enter into any bond.

(37) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.

(38) To pay either wholly or partly in cash or in shares or otherwise as may be deemed expedient for any business or property or rights acquired by or services rendered to the Company.

(39) To distribute in specie or otherwise as may be resolved any assets of the Company among its members and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company.

(40) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.

(41) To accept any property real or personal in or towards payment or satisfaction or any debt or liability or take security over any such property to secure the payment of any such debt or liability.

(42) To effect such insurances as are or may be imposed by statute and to insure any servants of the Company against or in respect of risk, accident or fidelity in the course of their employment by the Company and to effect insurances for the purpose of indemnifying the Company in respect of claims by reason of any such risks, accident or fidelity insurances and to pay premiums on any such insurances.

(43) To give any shareholders, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof and for that purpose to enter into any arrangements the Directors of the Company may think fit.

(44) To join or become members of any organisation of company formed or to be formed for the protection or advancement of the interests of employers or capitalists or others engaged in any trade or business and to subscribe to or subsidise any such company or organisation.

(45) To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith and to subscribe to any association or fund for any such purpose, to enter into any industrial agreement with any association or associations, persons, unions, or organisations and to vary and rescind the same, to submit to or contest in or before any Industrial Court, Wages Board, Conciliation Committee, Board of Reference, Conciliation Board, Commission of Enquiry, Court of Arbitration or other industrial tribunal or body, any industrial dispute or matter or to combine with any persons or company in such submission or contest and to use the Company's funds for such purposes and to take all such steps as the Directors think fit to prevent or settle strikes or industrial disputes or matters by conciliation, arbitration or otherwise; also to insure any employee or officer of the Company against risk of accident in or in connection with or arising out of his employment by the Company and to effect insurance for the purpose of indemnifying the Company in respect of claims by reason of any such risk or accident.

(46) To enter into any arrangements with any governments, municipalities or other corporations or public bodies or otherwise that may seem conducive to the Company's objects or any of them and to obtain any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(47) To appoint from time to time with either full or restricted powers of sub-delegation and either with or without remuneration Agents, Attorneys, local or managing Directors or any person or company under power of attorney or otherwise within or anywhere outside Fiji for the purpose of carrying out and completing all or any of the objects of the Company and/or arranging, conducting or managing the business or businesses of the Company or any matter or thing whatsoever in which the Company is now or may from time to time be or become or

be about to become interested or concerned, with powers the same as or more limited than the Directors of the Company have and from time to time to revoke and cancel all or any of such appointments or delegations and to remove any person or company appointed thereunder.

(48) To procure the Company to be registered or recognised in any part of the world and to do all things necessary to give the Company or any company subsidiary thereto a legal domicile in any country.

(49) To establish and support and to join with any other person or company in establishing or supporting or to aid in the support and establishment of companies, associations, institutions, funds and conveniences calculated to benefit employees or ex-employees or persons employed by the Company or association of companies or the dependants of such persons and to make payments for all or any of such purposes or objects. And to grant pensions, allowances, bonuses and donations for such purposes or objects as the Company may think expedient. And to make payments towards insurance or superannuation and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object. And to enter into agreements and make regulations for giving effect to all or any of the matters aforesaid.

(50) To expend money in any way which the Company may think fit with the view of improving the value of any business or property of the Company and to make donations to such persons and in such cases as the Company may think expedient.

(51) To remunerate in cash or shares or otherwise any person or company for services rendered in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital or any debentures or other securities of the Company or rendered in connection with the conduct of its business.

(52) To do all or any of the abovementioned things in any part of the world where the same may lawfully be done respectively and either singly or in conjunction with any other persons or company and either as principals, agents, contractors, trustees or otherwise.

(53) To do all such other things as the Company may think incidental or conducive to the attainment of the abovementioned objects or any of them this general statement of objects being deemed as enabling and not in any way restrictive of the foregoing objects.

AND it is hereby declared that the word "Company" in this clause shall be deemed to include any government body, authority, partnership or other body of persons whether incorporated or not and whether domiciled in Fiji or elsewhere AND it is hereby further declared that the objects set forth in any sub-clause of this clause shall not (except where the context expressly so requires) be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company or by any object being or being deemed a main or dominant object but each shall be and be deemed to be an independent object.

4. The liability of the members is limited.

5. The capital of the Company is \$40,000,000 which is divided into 80,000,000 shares of 50c each.

The capital of the Company may be increased and the shares in the capital for the time being either forming part of the original capital or any increase thereof may be divided from time to time into several classes and there may be attached to

any of such shares such preferential, deferred, qualified or special rights, privileges or conditions, including voting rights, as may be determined upon by or in accordance with the articles of Association of the Company for the time being. The Company shall have power to reduce its capital, to issue shares at any time unissued at a premium, to subdivide to consolidate the shares and to convert shares into stock and any part of the capital may be issued as fully or partly paid up.

SECOND SCHEDULE

ARTICLES OF ASSOCIATION OF SOUTH PACIFIC SUGAR MILLS LIMITED

PRELIMINARY

1. In these Articles unless there be something in the subject or context inconsistent therewith:—

“The Company” means South Pacific Sugar Mills Limited.

“The Companies Act” means the Companies Act and every Act from time to time amending the same, or any Act in substitution therefor.

“The Directors” means the Directors for the time being of the Company and where not inconsistent with the context a quorum or Board thereof and “Director” includes an alternate or substituted Director.

“Secretary” includes Acting Secretary or other the person for the time being entrusted by the Board with carrying out the secretarial duties of the Company.

“The Office” means the registered office for the time being of the Company.

“The Register” means the register of members to be kept pursuant to the Companies Act.

“These Articles” means these Articles of Association or as altered from time to time by Special Resolution.

“Share” includes stock and “shareholder” includes stockholder.

“Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Companies Act.

“Month” means calendar month.

“Year” means calendar year.

“The Seal” means the Common Seal of the Company.

“Dividend” includes bonus.

“In writing” and “written” include printing lithography and other modes of reproducing or representing words in visible form.

Words importing the singular number only include the plural number and vice versa.

Words importing persons include corporations.

The head notes shall not form part of these Articles.

2. The Regulations contained in “Table A” in the First Schedule to the Companies Act shall not apply to the Company.

3. None of the funds of the Company shall be employed in the purchase of or lent on shares of the Company and the Company shall not except as authorised by the Companies Act give any financial assistance for the purpose of or in connection with any purchase of shares in the Company.

Capital

4. The capital of the Company at the date of the adoption of these Articles is \$40,000,000 divided into 80,000,000 shares of 50c each.

5. All unissued shares (whether forming part of the present capital or hereafter created) shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit and with full power to give to any person or group of persons the call of any shares either at par or at a premium and for such time and for such consideration as the Directors think fit and any preference share may be issued on the terms that it is or is at the option of the Company liable to be redeemed.

6. Save as by some competent Court ordered or as by Statute required the Company shall not be bound by or be compelled in any way to recognise even when having notice thereof any other right in respect of a share than an absolute right thereto in the registered holder thereof for the time being or such other rights in case of transmission thereof as are hereinafter mentioned.

7.—(1) The Company by special resolution may convert any paid up shares into stock and may convert any stock into paid up shares of any denomination.

(2) When any shares have been converted into stock the several holders of such stock may thenceforth transfer their respective interests therein or any part of such interests in the same manner and subject to the same terms and conditions and regulations as and subject to which fully paid up shares in the Company's capital may be transferred or as near thereto as circumstances will admit. But the Directors may from time to time if they think fit fix the minimum amount of stock transferable (which shall not exceed the nominal amount of the shares from which the stock arose) and direct that fractions of fifty cents shall not be dealt with but with power nevertheless at their discretion to waive such rules in any particular case.

(3) The stock shall confer on the holders thereof respectively the same privileges and advantages as regards participation in profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted but so that none of such privileges or advantages except the participation in profits of the Company or in the assets of the Company on a winding up shall be conferred by any such aliquot part of stock as would not if existing in shares have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special privilege attached to the shares so converted. Save as aforesaid all the provisions herein contained shall so far as circumstances will admit apply to stock as well as to shares.

8. Subject to the provisions of section 44 of the Companies Act the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe for any share, debentures or debenture stock of the Company or procuring or agreeing to procure subscriptions for any shares, debentures or debenture stock of the Company but so that if the commission in respect of shares shall be paid or payable out of capital the statutory conditions and requirements shall be observed and complied with and the amount of rate of commission shall not exceed 10 per cent on the issue price of the shares, debentures or debenture stock, in each case subscribed or to be subscribed. The commission may be paid or satisfied in cash and/or in shares, debenture or debenture stock of the Company. Where commission has been paid the balance sheet shall comply with the provisions of section 45 of the Companies Act.

CERTIFICATES

9.—(1) Every person whose name is entered as a member in the register shall be entitled without payment to one certificate for the shares registered in his name provided that in respect of a share or shares held jointly by several persons such persons shall be deemed to be one member. Any such certificate may be delivered by the Company posting the same to the person entitled thereto at his registered place of address and a statement under the hand of the secretary or other officer of the Company appointed by the Board as to the due posting of such certificate shall be conclusive evidence of delivery.

(2) If any certificate be worn out or defaced then upon production thereof to the Board it may order the same to be cancelled and may issue a new certificate in lieu thereof and if any certificate be lost or destroyed upon proof thereof to the satisfaction of the Board and on such indemnity as the Board shall deem to be adequate being given a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

(3) The certificate referred to in Article 9.—(1) shall be issued free of charge but for every certificate issue under Article 9.—(2) the company may make a charge not exceeding \$4 for a new certificate issued to replace one that has been worn out, defaced, lost or destroyed and may also charge all advertising and other out-of-pocket expenses in connection therewith.

(4) Where two or more persons shall be registered as the joint holders of any shares the one of them whose name shall be entered first in the share register shall be the only person entitled to receive a share certificate or certificates or to vote in respect of such shares and all notices given to him shall be deemed to have been given to all the joint holders of such shares.

10. Every certificate for shares shall be issued under the seal and bear the signature at least of one Director and the Secretary and every such signature shall be autographic unless there shall be for the time being in force a resolution by the Directors adopting some method of mechanical signature which is controlled by the Auditors, Transfer Auditors, Internal Auditors or Bankers of the Company, in which event any such signature (if authorised by such resolution) may be effected by the method so adopted. In the case of a share held jointly by several persons delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

CALLS

11. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the terms of issue thereof made payable at fixed times. Each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

12. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.

13. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

14. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding 10 per cent per annum) as the Directors determine but the Directors shall be at liberty in any case or cases to waive payment of such interest wholly or in part.

15. Any sum (whether on account of the nominal value of the share or by way or premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

16. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.

17. The Directors may if they think fit receive from any member willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish *pro tanto* the liability upon the shares in respect of which it is made and upon the money so received (until and to the extent that the same would but for such advance become payable) the Company may pay interest at such times and at such rate (not exceeding 6 per cent per annum) as the member paying such sum and the Directors agree upon.

FORFEITURE AND LIEN

18. If any member fail to pay any call or instalment on or before the day appointed for the payment of the same the Directors may at any time thereafter during such time as the call or instalment remains unpaid serve a notice on such member requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

19. The notice shall name a day (not being less than thirty days from the date of the notice) and a place or places on and at which such call or instalment and such

interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.

20. If the requisitions of any such notice as aforesaid are not complied with any shares in respect of which such notice has been given may at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

21. When any share shall have been so forfeited notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the register.

22. Any shares so forfeited shall be deemed to be the property of the Company and the Directors may sell, allot or otherwise dispose of the same in such manner as they think fit. But in the event of any forfeited shares being sold within twelve months of the date of forfeiture any residue after the satisfaction of calls, instalments, interest and expenses shall be paid to the person forfeiting or his executors, administrators or assigns or in the case of joint holders to the first named of such joint holders, his executors, administrators or assigns. The Directors may at any time before any shares so forfeited shall have been sold, allotted or otherwise disposed of annul the forfeiture thereof upon such conditions as they think fit.

23. Any member whose shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at the rate of 10 per cent per annum and the Directors may enforce payment thereof or any part thereof if they think fit but shall not be under any obligation to do so.

24. The Directors may accept the surrender of any share which they are in a position to forfeit and any share so surrendered may be disposed of in the same manner as a forfeited share.

25. The Company shall have a first and paramount lien upon the shares registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys due and unpaid to the Company for calls, instalments, interest or expenses PROVIDED that such lien shall only extend to the particular shares in respect of which such moneys are due and unpaid. And such lien shall extend to all dividends from time to time declared in respect of such particular shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien on any shares so transferred.

26. For the purpose of enforcing the said liens the Directors may sell all or any of the shares subject thereto but no sale shall be made until such time as the moneys are presently payable and until a notice in writing stating the amount due and demanding payment and giving notice of intention to sell in default of payment shall have been served on such member, his executors or administrators and default in payment shall have been made by him or them for fourteen days after such notice.

27. The net proceeds of any such sale as aforesaid shall be applied in or towards payment or satisfaction of the said calls, instalments, interest, expenses,

moneys paid or liabilities and the residue (if any) paid to such member, his executors, administrators or assigns. Any amount payable under this Article which has not been claimed within one year after the same has become payable may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed or until the said amount becomes payable to the Chief Accountant or other Authority under the laws of Fiji.

28. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the register in respect of such shares the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

29. No purchaser of shares from the Directors shall be deemed a shareholder until he shall have paid the price thereof required to be paid but upon such payment his name shall be entered in the share register book as the proprietor of such shares.

30. (a) Every member or his executors or administrators shall pay to the Company the amount of all payments made or to be made and of all debts and/or liabilities incurred or to be incurred under the laws of any place in which the Company carries on business by the Company on his or their account or in respect of his shares in the Company or the dividends thereof or upon or by reason of his death and whether such payments and/or debts and/or liabilities shall be in respect of or relate to such member solely or jointly or in partnership with any other person and whether the period for the payment or discharge thereof shall have actually arrived or not and whether such shares be registered on the principal or on any branch register of the Company and whether such member or his executors or administrators is or are domiciled or resident in such place or elsewhere.

(b) All amounts so paid or to be paid as aforesaid may be deducted by the Company from any moneys payable by the Company to such member or his executors or administrators in respect of such shares or be recovered by the Company by action or otherwise from the member or his executors or administrators.

(c) If the Company shall at any time be taxed or be liable to be taxed upon a dividend declared or to be declared or upon its distributable profits out of which a dividend may or is to be declared and if the tax or portion thereof is or will be recoverable from the holder of the relative share or deductible from that or any later dividend payable in respect of such share the Directors may withhold such portion of the dividend or of any later dividend payable in respect of such share as they consider reasonable and desirable to meet such tax and if after payment of the tax the amount so withheld shall ultimately be found to be in excess of the tax so payable the excess shall be accounted for to the person registered as the holder of the share at the time of such withholding.

(d) Notwithstanding anything to the contrary in these Articles contained the Company shall subject to the Companies Act also have a first and paramount lien on all the shares, stock or other interests of any deceased member or shareholder whether such shares, stock or interests are held jointly or severally or in partnership with any other person and on the interest, dividends or other moneys payable on

account thereof for any such payments, debts or liabilities as aforesaid and for any moneys paid or for any liabilities whatsoever incurred by the Company under the laws of any country possession or place in respect of the shares, stock or interest of any member or shareholder or any deceased member or shareholder. The Company may enforce such lien by a sale or forfeiture of all or any of the shares, stock or interests to which the same may attach provided always that such powers of sale or forfeiture shall not be exercised by the Company except after notice in writing shall have been given to the member or shareholders or to the personal representative of the deceased member or shareholder and default has been made sufficient proof of which notice and default shall be the statutory declaration of any Director, Secretary or other Official of the Company. Until such moneys or liabilities have been paid or satisfied the Company may refuse to record transmission or register transfers of such shares, stock or other interests. Any moneys paid by the Company as aforesaid may also be recovered by action from such member or shareholder or personal representative as a debt due by the member or shareholder or deceased member or shareholder or his estate to the Company. The Company shall be entitled to charge and recover interest at current bank rates on any money so paid by the Company from the date when such moneys were so paid.

TRANSFER AND TRANSMISSION

31. The instrument of transfer shall be in writing in the common form or in the following form or as near thereto as circumstances will admit:—

SOUTH PACIFIC SUGAR MILLS LIMITED

TRANSFER OF SHARES

I/We of
 (hereinafter called "the transferor") in consideration of the sum of
 paid to by
 of (hereinafter called "the transferee") do
 hereby transfer to the transferee shares standing
 in name in the books of South Pacific Sugar
 Mills Limited to hold unto the transferee executors,
 administrators and assigns subject to the several conditions on which
 hold the same.

And I/We, the transferee do hereby agree to take the said shares, subject to the same conditions.

As witness our hands this day of 19

Signed in my presence by the said transferor }
 who is personally known to me. }
 Signed in my presence by the said trans- }
 feree who is personally known to me. }

Unless the transferor is a corporation the instrument of transfer must be signed by the transferor in the presence of a Justice of the Peace, Magistrate, Police Officer, Roko or other recognised public official.

32. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the said instrument of transfer is duly stamped and until the name of the transferee is entered in the Register in respect thereof.

33. The Directors may decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may also decline to register a transfer to a transferee of whom they do not approve and shall not be bound to assign any ground or reason for so declining. No transfer shall be made to an infant or person of unsound mind provided that it shall not be necessary for the Directors to make any enquiries in regard thereto before allowing a transfer. If the Directors refuse to register a transfer of any shares they shall within two months send to the transferee notice of the refusal.

34. No transfer of a share shall be made without the approval of the Directors who shall have an absolute discretion as to accepting or rejecting any transfer and shall not be bound to give any reason for rejecting such transfer.

35. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline or refuse to register shall (except in the case of fraud) be returned on demand to the person depositing the same.

36. No fee shall be charged for any transfer.

37. The transfer books and register may subject to the notice required by section 100 of the Companies Act be closed during such time as the Directors may think fit not exceeding in the whole thirty days in each year.

38. Subject to the provisions of these Articles the executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member and in the case of the death of any one or more of the joint registered holders of any shares the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such shares.

39. Subject to the provisions of section 70 of the Companies Act any person becoming entitled to shares in consequence of the death or bankruptcy of any member or by operation of law upon producing such evidence that he sustains the character in respect of which he proposes to act under this article or of his title as the Directors think sufficient may with the consent of the Directors be registered as a member in respect of such shares or may subject to the provisions as to transfers hereinbefore mentioned transfer such shares. This clause is hereinafter referred to as "the transmission clause".

INCREASE AND REDUCTION AND ALTERATION OF CAPITAL

40. The Company may from time to time in general meeting increase the capital by the creation of new shares of such amount as may be deemed expedient.

41. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the general meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special or without any right of voting and any preference share may be issued on the terms that it is or is at the option of the Company liable to be redeemed.

42. The Company in general meeting may before the issue of any new shares determine that the same or any of them shall be offered in the first instance and either at par or at a premium to all the then holders of any class of shares in proportion to the amount of the capital held by them or make any other provisions as to the issue and allotment of the new shares but in default of any such determination or so far as the same shall not extend the new shares may be dealt with as if they formed part of the shares in the original capital.

43. Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.

44. The Company in General Meeting may by Special Resolution—

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (b) Subdivide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of Association, subject, nevertheless, to the provisions of the Act.
- (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled.

45. The Company may by Special Resolution subject to the consents and incidents required by the Act, reduce its share capital, any capital redemption reserve fund and any share premium account in any way and in particular without prejudice to the generality of such powers may extinguish or reduce the liability on any of its shares in respect of share capital not paid up or either with or without extinguishing or reducing liability on any of its shares, cancel capital which has been lost or is unrepresented by available assets, or either with or without extinguishing or reducing liability on any of its shares pay off any paid up share capital which is in excess of the wants of the Company.

MODIFICATION OF RIGHTS

46. Whenever the capital is divided into different classes of shares or into different groups the repayment of such capital or all or any of the rights and privileges attached to each class or group may subject to the provisions of the Companies Act be modified, commuted, abrogated, affected or otherwise dealt with if agreed to by a resolution of the holders (in person or by proxy) of at least three-fourths of the issued shares of the class or group at a special meeting of the holders of shares of that class or group and all the provisions hereinafter contained as to General Meetings shall *mutatis mutandis* apply to every such meeting except that the quorum at any such meeting shall be members present in person or by proxy holding between them three-fourths of the nominal value of the issued shares of the class or group. Provided that if the necessary majority has not been obtained in manner aforesaid consent in writing may be secured from the holders of at least three-fourths in nominal value of the issued shares of the class or group affected and such consent if obtained within two months from the date of the separate

General Meeting aforesaid shall have the validity of a resolution carried by a vote in person or by proxy.

BORROWING POWERS

47. The Directors may from time to time at their discretion borrow and secure the payment of any sum or sums of money for the purpose of the Company.

48. The Directors may secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of mortgages, charges, debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

49. The Directors shall cause a proper register to be kept in accordance with section 88 of the Companies Act of all mortgages and charges therein specified and shall duly comply with the requirements of the Companies Act in regard to the registration of mortgages and charges therein specified and otherwise.

50. The sum of ten cents shall be the sum payable by any person other than a creditor or member for each inspection of the Register of Mortgages and Charges under section 89 of the Companies Act.

GENERAL MEETINGS

51. An Annual General Meeting shall be held once in every year at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and at the Office or such other place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

52. The Directors may whenever they think fit convene an extraordinary general meeting and they shall on the requisition of the holders at the date of the deposit of the requisition of not less than one-tenth of such of the paid-up capital of the Company as at such date carried the right of voting at general meetings forthwith proceed to convene an extraordinary general meeting of the Company and in case of such requisition the following provisions shall have effect:—

- (a) The requisition shall specify the objects of the meeting and shall be signed by the requisitionists and deposited at the Office of the Company and may consist of several documents in like form each signed by one or more requisitionist. The meeting must be convened for the purposes specified in the requisition and if convened otherwise than by the Directors for those purposes only.
- (b) If the Directors do not proceed duly to convene a meeting within twenty-one days from the date of the requisition being so deposited the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of such deposit.
- (c) Any meeting convened by the requisitionists shall be convened as nearly as possible in the same manner as that in which meetings are to be convened by the Directors.

53. Where it is proposed to pass a special resolution twenty-one clear days' notice and in other cases seven clear days' notice to the members specifying the place, day and hour of meeting and in case of special business the general nature of such business shall be given by notice in the manner hereinafter provided.

54. The accidental omission to give any notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

55. The business of an annual general meeting shall be to receive and consider the profit and loss account, the balance sheet and the reports of the Directors and of the Auditors to elect Directors, Auditors and other officers in the place of those retiring by rotation, to declare dividends and to transact any other business which under these presents or the Companies Act are to be transacted at an annual general meeting. All other business transacted at a general meeting shall be deemed special and shall be subject to notice as hereinbefore provided.

56. No business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the business and three members entitled to vote and present in person or by proxy, attorney or representative holding between them not less than fifty-one per cent of the shares of the company shall be a quorum for any general meeting.

57. The Chairman of the Directors for the time being or in his absence the Deputy Chairman of the Directors for the time being shall be entitled to take the chair at every general meeting. If no Chairman or Deputy Chairman shall have been appointed or if neither shall be present within ten minutes after the time appointed for holding such meeting the Directors present shall choose another Director as Chairman and if no Director be present or if all the Directors present decline to take the chair then the members present and entitled to vote shall choose one of their number to be Chairman.

58. If within fifteen minutes from the time appointed for the meeting a quorum be not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to such a day in the next week and to such a time and place as may be appointed by the Chairman and if at such adjourned meeting a quorum is not present those members entitled to vote who are present either whether in person or by proxy, attorney or representative shall be a quorum and may transact the business for which the meeting was called.

59. The Chairman of a general meeting may with the consent of the meeting adjourn any general meeting from time to time and from place to place 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. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

60. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded—

(a) By the Chairman; or

(b) by at least three members present in person or by proxy or attorney or representative and entitled to vote; or

- (c) by any member or members present in person or by proxy, attorney or representative and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

61. If a poll be demanded it shall be taken either immediately or at the conclusion of any other business or at such other time and at such place as the Chairman directs and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No poll shall be demanded on the election of a Chairman or on any question of adjournment of a meeting and no notice need be given of any poll whether taken immediately or not taken immediately. The demand for a poll may be withdrawn.

62. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

63. The demand for 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.

64. A resolution signed by all the members of the Company for the time being entitled to vote shall be as valid and effectual as if it had been passed at a duly called and constituted general meeting of the Company. Shareholders entitled to vote can sign separate copies of the resolution circulated for that purpose. This Article does not apply to special resolutions.

VOTES OF MEMBERS

65. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held every member present in person or in the case of a corporation by a representative and entitled to vote shall have one vote on a show of hands and at a poll every member who is present in person or by proxy or attorney or representative and entitled to vote shall have one vote for every share of which he is the holder.

66. Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form following or to the like effect:

SOUTH PACIFIC SUGAR MILLS LIMITED

I, being a member of South Pacific Sugar Mills Limited HEREBY
 APPOINT of or failing
 him of as my proxy to vote for me and on my behalf

at the (Annual or Extraordinary as the case may be) general meeting of the Company to be held on the _____ day of _____ and at any adjournment thereof.

AS WITNESS my hand this _____ day of _____ 19 ____
Signed in my presence by the said _____ who is personally known to me:

67. A vote given in accordance with the terms of any instrument appointing a proxy or power of attorney shall be valid notwithstanding the previous death of the principal or revocation of such proxy or power of attorney or transfer of the share in respect of which the vote is given unless an intimation in writing of the death, revocation or transfer shall have been received at the office twenty-four hours at least before the meeting.

68. Any person entitled under the transmission clause to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

69. If any member be of unsound mind he may vote by his committee or other legal curator.

70. If two or more persons be jointly entitled to a share any one of such persons may vote at any meeting either personally or by attorney or proxy in respect thereof as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting either personally or by attorney or proxy that one of such persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purpose of this Article be deemed joint holders thereof.

71. A member shall be entitled to be present and to vote on any question either personally or by attorney or proxy or as attorney or proxy for another member at any general meeting or upon a poll and to be reckoned in a quorum in respect of any fully paid up share or shares and any share or shares upon which all calls due and payable to the Company have been paid.

72. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. Unless the appointer is a corporation the instrument appointing a proxy must be signed by the appointor in the presence of a Justice of the Peace, Magistrate, Police Officer, Roko or other recognised public official and any instrument of proxy not so witnessed shall be invalid.

73. A proxy shall be a member of the Company.

74. The instrument appointing a proxy and the power of attorney (if any) under which it is signed and such evidence of the validity and non-revocation of the latter as the Directors shall require shall be deposited at the Office not less than forty-eight hours before the time for holding the meeting at which the person named in such instrument proposes to vote.

75. The attorney or any member holding a general power of attorney under seal to attend and vote at meetings of companies or a special power to attend and vote at meetings of this Company, may attend and vote at its meetings provided

that the power of attorney and such evidence of the validity and non-revocation of same shall be deposited as in the case of powers of attorney mentioned in the last preceding Article.

76. No objection shall be made to the validity of any vote except at the meeting at which such vote shall be tendered and every vote not disallowed at such meeting by the Chairman whether given personally or otherwise shall be deemed valid.

CORPORATIONS ACTING BY REPRESENTATIVE

77. Any Corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative or may by power of attorney authorise any person to act as its representative at any General Meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual member of the Company.

DIRECTORS

78. Unless and until otherwise determined by the Company in general meeting, the Directors shall not exceed eight.

79. The Company in general meeting may from time to time increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to go out of office.

80. The Directors shall have power at any time, and from time to time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for reappointment.

81. The continuing Directors, may act notwithstanding any vacancy but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles as the quorum for meetings of Directors, the continuing Directors or Director may act for the purpose of filling up vacancies in the Directors or of summoning general meetings of the Company, but not for any other purpose.

82. No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has at least fifteen clear days before the meeting left at the registered office a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such member to propose him provided that in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary. Notice of each and every candidature shall seven days previously to the meeting at which the election is to take place be forwarded to all the members.

QUALIFICATIONS AND REMUNERATION OF DIRECTORS

83. A Director shall not be required to hold any share qualification.

84. The remuneration of the Directors may from time to time be determined by the Company in general meeting and until such determination shall be at the rate of not more than \$12,000 per annum and such remuneration shall be deemed to accrue from day to day and shall be apportioned accordingly. Such remuneration shall be divided among the Directors in such proportions and manner as the Directors may determine and in default of such determination equally. In addition to such remuneration the Directors shall be paid out of the funds of the Company their reasonable travelling, accommodation and incidental expenses while proceeding to and from any meeting of Directors or of the Company or otherwise employed on the business of the Company and any salary or other remuneration as full time employees of the Company.

85. If any Director being willing shall be called upon to perform extra services or to make any special exertions for any of the purposes of the Company the Company may remunerate the Director so doing by a fixed sum to be determined by the Directors and such remuneration may be either in addition to or in substitution for his or their share in the remuneration hereinbefore provided for.

86. The Directors on behalf of the Company may pay such gratuity or such pension or such allowance as they see fit on retirement to any executive Director or former executive Director of the Company or of a subsidiary of the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, or pension or allowance.

DIRECTORS' CONTRACTS WITH COMPANY

87. No Director or alternate Director shall be disqualified by his office from holding any office or place of profit (other than that of auditor) under the Company or under any company in which this Company shall be a shareholder or otherwise interested or from contracting or arranging with the Company either as vendor, purchaser, broker, solicitor, accountant or other professional person or otherwise nor shall any such contract or any contract or arrangement entered or to be entered into by or on behalf of the Company in which any Director or alternate Director shall be in any way interested be avoided nor shall any Director or alternate Director so contracting or being so interested be liable to account to the Company for any profit arising from such office or place of profit or realised by any such contract or arrangement by reason only of such Director or alternate Director holding that office or of the fiduciary relation thereby established but it is declared that the nature of his interest must be disclosed by him at or before the meeting of the Directors at which the contract or arrangement is under consideration if his interest then exists or in any other case at the first meeting of the Directors after the acquisition of his interest. If a Director becomes interested in a contract or arrangement after it is made or entered into the disclosure of his interest shall be made at the first meeting of the Directors held after he becomes so interested. No Director or alternate Director shall as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so vote his vote shall not be counted. Provided nevertheless that this prohibition shall not apply to

any contract by or on behalf of the Company to give any Director or alternate Director or any of them any security for advances or by way of indemnity or to any allotment of shares to any Director upon any application for shares by such Director or to contracts or arrangements between this Company and any other company whether public, private or proprietary in which any such Director or alternate Director is interested only as a Shareholder, Director or Liquidator nor to prevent the Directors or alternate Directors or any of them from lending money to the Company at interest or guaranteeing underwriting or placing any debentures, stock or shares of this Company or any Company promoted by it and receiving remuneration for so doing. Such prohibition may subject to section 150 of the Companies Act at any time or times be suspended or relaxed to any extent and either prospectively or retrospectively by a general meeting. A general notice that a Director or alternate Director is a member of or interested in any specified firm or company with whom any contract is proposed to be entered into in relation to the affairs of this Company and is to be regarded as interested in all transactions with such firm or company shall be sufficient disclosure under this clause as regards such Director and the said transactions and after such general notice it shall not be necessary for such Director to give any special notice relating to any particular transaction with such firm or company.

88. A Director of this Company may be or become a director of any company promoted by this Company or in which it may be interested as vendor shareholder or otherwise and no such director shall be accountable for any remuneration or other benefits received as a director or member of such company or otherwise notwithstanding that the directors of such company shall have acted and voted as directors of the Company in connection with the fixing or allocation of such remuneration or benefits. A Director may hold any other office or place of profit (other than auditor) in the Company in conjunction with or concurrently with his directorship and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors.

ROTATION OF DIRECTORS

89. At the annual general meeting in every year, one-third of the Directors for the time being (other than a Director appointed during the year to fill a casual vacancy or as an addition to the Directors or any Director exempt from retirement by rotation under any other provisions of these Articles), or, if their number is not a multiple of three, the number nearest to one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close of the meeting or if the meeting is adjourned until the close of the adjourned meeting.

90. The Director or Directors to retire shall be the one or more who has or have been longest in office. As between two or more who have been in office an equal length of time the Director or Directors to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring Director shall be eligible for re-election without the necessity of giving any previous notice of his intention to submit himself for re-election.

91. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto and in default the retiring Director shall if willing be deemed to have been re-elected unless at such meeting, with a view to reducing the number of Directors, it is expressly resolved not to fill up such vacated office, or unless a resolution for the re-election of such Director shall have been put to the meeting and lost. In the event of the vacancy not being filled at such meeting it may be filled by the Directors as a casual vacancy.

92. The Company may by Ordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

93. The office of a Director shall *ipso facto* be vacated—

- (a) If he become bankrupt or suspend payment or compromise with his creditors or be convicted of a felony or misdemeanour and in the case of a misdemeanour the Directors declare his seat vacant.
- (b) If he become a lunatic or of unsound mind or be permanently incapacitated from performing his duties.
- (c) If by notice in writing to the Company he resign his office.
- (d) Deleted by Special Resolution 25/8/1971.
- (e) If he is absent from the meetings of the Directors during a period of three successive months without special leave of absence from the Directors and the Directors declare his seat vacant.
- (f) On his attaining the age of 70 years.

But the disqualifying condition of any of them may subject to section 143 of the Companies Act be dispensed with by a resolution of any general meeting.

ALTERNATE DIRECTORS

94. Each Director shall have power to nominate any person previously approved for that purpose by a majority of the other Directors to act as alternate Director in his place whenever he is unable to act personally by reason of illness or absence or any other cause whatsoever and at his discretion to remove such alternate Director and on such appointment being made the alternate director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and each alternate Director while acting in the place of a Director unable to act shall be counted for a quorum and exercise and discharge all the duties of the Director he represents, but shall look to his appointer for his remuneration and not to the Company but the Company may re-imburse him for all travelling and other expenses incurred by him in attending meetings or otherwise on the Company's business. If a Director making any appointment by virtue of this clause shall cease to be a Director himself the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director. Any instrument appointing an alternate Director shall be delivered to and retained by the Company and shall as nearly as circumstances will admit be in the form or to the effect following:—

SOUTH PACIFIC SUGAR MILLS LIMITED

I, _____ of _____ a Director of South Pacific Sugar Mills Limited in pursuance of the power in that behalf contained in the Articles of Association of the Company hereby nominate _____ of _____ to act as alternate Director in my place and to exercise and discharge all my duties as a Director of the Company on all occasions when I am unable to act personally whether by reason of absence, illness or any other cause whatsoever.

Notwithstanding anything hereinbefore contained the Board may at any time revoke the approval of a person acting as an alternate director and thereupon the alternate director shall cease to act as such.

CHIEF EXECUTIVE

95. The Directors may from time to time appoint a person to the senior managerial position of the Company with the title of General Manager or such other title as they may decide (such person being hereinafter referred to as "Chief Executive") and may from time to time subject to the provisions of any contract between him and the Company remove or dismiss him from office and appoint another Chief Executive in his place.

96. The Chief Executive need not be a Director of the Company. If he is not a Director of the Company he shall have the right and be given the opportunity to attend and be heard at the meetings of the Directors and of committees of the Directors and shall be entitled to notices convening such meetings which notices shall state the date, place and agenda of such meetings.

97. If the Chief Executive is a Director of the Company he shall not while he continues to hold the office of Chief Executive be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors but he shall as a Director be subject to the same provisions as to resignation, disqualification and removal as the other Directors of the Company.

98. The Directors may from time to time entrust to and confer upon the Chief Executive for the time being such of the powers exercisable under these presents by the Directors as they may decide and they may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. The functions of the Chief Executive may be exercised whenever the Chief Executive is unable to act personally by reason of illness or absence or any other cause whatsoever by an alternate appointed for that purpose.

PROCEEDINGS OF DIRECTORS

99. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Until otherwise determined by the Company in general meeting three Directors shall be a quorum. A Director interested is to be counted in a quorum notwithstanding his

interest. Meetings of the Directors shall be held at such place as the Directors may from time to time determine.

100. A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Directors. Questions arising at any meeting shall be decided by a majority of votes each Director present being entitled to one vote and in case of an equality of votes the Chairman shall have a second or casting vote.

101. The Directors may elect a Chairman of their meetings and may also elect a Deputy Chairman and determine the period for which each is to hold office. If no Chairman or Deputy Chairman shall have been appointed or if at any meeting neither be present at the time appointed for holding the same, the Directors present shall choose someone of their number to be Chairman of such meeting.

102. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally.

103. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; and a committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. A committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same the members present may choose one of their number to be Chairman of the meeting. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairman shall have a second or casting vote.

104. All acts done by any meeting of the Directors or by a Committee of Directors or by any person acting as Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

105. A resolution in writing signed by all the Directors for the time being in Fiji shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Provided that, where a Director has appointed an alternate Director but is not himself in Fiji, the signature of such alternate Director (if in Fiji) shall be required.

POWERS OF DIRECTORS

106. The business of the Company shall be managed by the Directors who may exercise all the powers of the Company which are not by these presents or by Act required to be exercised by the Company in general meeting subject

nevertheless to the provisions of any Acts or of these Articles and to such regulations (being not inconsistent with any such provisions or these presents) as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. Provided that any sale or disposal by the Directors of the Company's main undertaking shall be subject to ratification by shareholders in general meeting.

107. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Directors from time to time by resolution determine.

108. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether in Fiji or any other part of the world in such manner as they think fit, and the provisions contained in Articles **106**, **109**, **110**, **111** and **114** shall be without prejudice to the general powers conferred by this Article.

109. They may from time to time establish and at their discretion discontinue all or any such branches or agencies on behalf of the Company at any place or places either in Fiji or in any other part of the world and make such regulations for the management of such branches or agencies as they may think fit. Such branches or agencies may at the discretion of the Directors be conducted either with or without Local Directors or Local Trustees and such Local Directors or Local Trustees (if any) shall be appointed by the Directors or by some person or persons to whom the Directors may delegate their power to appoint the same and all such appointments shall be approved and confirmed by the Directors who may prescribe and fix the powers, duties and responsibilities, term of office, and remuneration of such Local Directors or Local Trustees and remove them from office as and when the Directors shall think fit.

110. The Directors may from time to time and at any time by Power of Attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.

BRANCH REGISTER

111. The Company may exercise the powers conferred by section **104** of the Companies Act and such powers shall accordingly be vested in the Directors and the Company may cause to be kept in any part of the world outside Fiji a branch register or registers of members. The Directors may subject to section **105** of the Companies Act make such provisions as they think fit respecting the keeping of such branch register and may comply with the requirements of any local law and the Directors may from time to time appoint such person or persons or any corporation

(hereinafter referred to as the "authority") as they shall think fit in any place in which a branch register is kept to approve or reject transfers and to direct the registration of approved transfers in the branch register of such place and every such authority may in respect of transfers or other entries proposed to be registered in the branch register for which such authority is appointed exercise all the powers of the Directors in the same manner as to the same extent and effect as if the Directors themselves were actually present in the place and exercised the same. The Directors may appoint such authority to sign, seal and issue Certificates of Title in respect of the shares upon such branch, register and the Directors may from time to time make such other provisions as they may think fit respecting the sealing and signature of the said certificates.

MINUTES

112. The Directors shall cause minutes to be duly entered in books provided for the purpose—

- (a) Of all appointments of officers made by the Directors;
- (b) Of the names of the Directors present at each meeting of the Directors and of any committee;
- (c) Of all orders made by the Directors and committees;
- (d) Of all resolutions passed and proceedings had by and at all meetings of the Company and of the Directors and committees.

SEAL

113. The Directors shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Directors previously given and in the presence of one Director and the Secretary or some other person appointed by the Directors.

114. The Company may exercise the powers conferred by section 33 of the Companies Act and the Directors may appoint any agents or agent or committees or committee abroad either with or without power for such agents or agent or committees or committee to appoint a substitute or substitutes as the duly authorised agents or agent of the Company for the purpose of affixing and using any such seal and they may impose such restrictions on the use thereof as they shall think fit and may also fix the remuneration of any such agents or agent or committees or committee.

ACCOUNTS

115. The Directors shall cause true accounts to be kept of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place of all sales and purchases of goods by the Company and of the assets, credits and liabilities of the Company. The books of account shall be kept at the office or at such other place or places as the Directors think fit.

116. The Directors shall from time to time (subject to the provisions of the Companies Act) determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the

Company or any of them shall be open to inspection of the members and no member (not being a Director or the auditor of the Company) or other person shall have any right of inspecting any account or books, document of the Company except as conferred by statute or authorised by Directors or by a resolution of the Company in general meeting and no member not being a Director shall be entitled to require or receive any information concerning the business trading or customers of the Company or any trade secret or secret process of or used by the Company.

117. Once at least in every calendar year and at intervals of not more than fifteen months the Directors shall lay before the Company in general meeting a profit and loss account and balance sheet for the period since the preceding account. Such profit and loss account and balance sheet shall comply with the provisions of the Companies Act but the Directors shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than they deem expedient.

118. There shall be attached to every such balance sheet a report by the Directors as to the state of the Company's affairs as to the amount written-off for depreciation the amount (if any) which they recommend should be paid by way of dividend and the amount (if any) which they propose to carry to the reserve fund, general reserve or reserve account shown specifically on the balance sheet or to a reserve fund, general reserve or reserve account to be shown specifically on a subsequent balance sheet and every balance sheet shall be signed by at least two of the Directors of the Company.

119. A printed copy of every such account and balance sheet including every document required by law to be annexed or attached thereto shall not less than seven days previous to the meeting be served on each of the registered holders of shares in manner in which notices are hereinafter directed to be served.

AUDIT

120. Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more auditor or auditors.

121. The Company shall at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting and their appointment, remuneration rights and duties shall be regulated by and in compliance with the provisions of the Companies Act.

122. Every account of the Directors when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

DIVIDENDS, BONUSES AND CAPITALISATION

123. The Company in general meeting (annual or extraordinary) may declare a dividend to be paid to the members according to their rights and interests in the profits and may fix the time for payment. No larger dividend shall be declared than is recommended by the Directors but the Company in general meeting may declare a smaller dividend.

124. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a provision or provisions or as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

125. The Company in general meeting (annual or extraordinary) may either in addition to or instead of a dividend declare a bonus and all the provisions of these presents applicable to a dividend shall also (except so far as otherwise provided by the Articles of Association of the Company) apply *mutatis mutandis* to any such bonus so declared.

126. Any general meeting declaring a dividend may, upon the recommendation of the Directors direct payment or satisfaction of such dividend wholly or partly by the distribution of specific assets and in particular of paid up shares or debentures of any other company, and the Directors shall give effect to such direction, and where any difficulty arises in regard to such distribution, the Directors may settle it as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of those entitled to participate in the dividend as may seem expedient to the Directors.

127. (a) The Company may by Ordinary Resolution on the recommendation of the Directors resolve that it is desirable to capitalise any undivided profits of the Company (including profits carried and standing to any reserve or reserves) not required for paying the fixed dividends on any shares entitled to fixed preferential dividend with or without further participation in profits or any sum carried to reserve as a result of the sale or revaluation of the assets of the Company (other than goodwill) or any part thereof or any sum standing to the credit of share premium account and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the Members in the proportion in which such profits or sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such profits or sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares or debentures held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other.

(b) Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit in the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled to the benefit of

such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

128. Subject as otherwise by these presents provided and subject to the rights of members entitled to shares issued upon special conditions, the profits of the Company available for distribution shall be divisible amongst the members in proportion to the capital paid up on the shares held by them respectively. Provided that where capital is paid up on any shares in advance of calls upon the footing that the same shall carry interest such capital shall not whilst carrying interest confer a right to participate in profits. Provided further that where capital is paid up during a period in respect of which a dividend is declared such capital shall if the Directors so resolve entitle the shareholder only to an apportioned amount of the dividend as from the date or dates of payment.

129. The Directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company justifies.

130. The Directors may deduct from the dividends or interest payable to any member all such sums of moneys as may be due from him to the Company on account of calls or other amounts owing in respect of his shares.

131. All dividends and interest shall belong and be paid (subject to the Company's lien) to those members who shall be on the register at the date specified in the resolution declaring such dividend or, if no such date is specified therein, at the date at which such dividend shall be declared or at the date at which such interest shall be payable respectively notwithstanding any subsequent transfer or transmission of shares.

132. Unless otherwise directed any dividend may be paid by cheque sent through the post to the registered address of the member entitled or in case of joint holders to the registered address of that one whose name stands first on the register in respect of the joint holding and every cheque so sent shall be made payable to the order of the person to whom it is sent.

133. If several persons are registered as joint holders of any share any one of such persons may give effectual receipts for all dividends and interest payable in respect thereof.

134. No dividend shall be payable except out of the profits of the Company and no dividend shall bear interest as against the Company. Subject to the Companies Act all dividends received by the Company shall be profits available for dividend irrespective of the source from which the same shall have been paid.

135. All dividends shall be payable as soon as convenient after the same are declared and may be paid at any place or places in which the Company shall have a registered office or keep a Branch Register.

136. All dividends unclaimed may subject to the provisions of the Companies Act be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.

137. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member or which any person is under that clause entitled to transfer until such person shall become a member in respect thereof or shall duly transfer the same.

138. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

139. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed or until the said moneys become payable to the Chief Accountant or other Authority under the laws of Fiji.

NOTICES

140. Any notice or document may be served by the Company upon any member either personally or by posting it in a prepaid letter addressed to such member at his registered address as appearing on the Register and the signature to any notice may be written or printed.

141. Any member residing out of Fiji shall from time to time notify in writing to the Secretary an address within Fiji or within any other country in which a branch register is established at which all notices or documents shall be served upon him and all notices or documents served at such address shall be deemed to be well served.

142. Subject to the provisions of the Companies Act relating to special resolutions in any case where notice extending over a given period is required it shall be computed exclusive of the day on which notice is served or deemed to be served but inclusive of the day for which the notice is given. Any notice or other document if served by post shall be deemed to have been served at the time when the cover containing the same is posted, and in proving such service it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

143. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the register and a notice so given shall be sufficient notice to all the holders of such share.

144. Every person who by operation of law transfer or other means whatsoever shall become entitled to any share shall be absolutely bound by every notice so given as aforesaid which previously to his name and address being entered upon the register shall be duly given to the person from whom he derives his title to such share and that notwithstanding that the Company shall have notice of the death, lunacy, winding-up or disability of such member.

145. No member who shall have omitted to give his address for registration shall be entitled to receive any notice from the Company or to attend or vote whether in person or by attorney, proxy or representative at any meeting.

WINDING-UP

146. If the Company shall be wound-up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or deemed to be paid up or which ought to have been paid up at the commencement of the winding-up on the shares held by them respectively. And if in winding-up the assets available for distribution among the members shall be more than sufficient to repay

the whole of the capital paid up or deemed to be paid up at the commencement of the winding-up the excess shall be distributed among the members in proportion to the capital at the commencement of the winding-up paid up or deemed to be paid up or which ought to have been paid up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions—

- (a) If the Company shall be wound-up whether voluntarily or otherwise the liquidators may with the sanction of an extraordinary resolution divide among the members in specie or kind any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the members or any of them as the liquidators with the like sanction shall think fit.
- (b) If thought expedient any such division may be otherwise than in accordance with the legal rights of the members (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part; but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on any member who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to section 231 of the Companies Act.

INDEMNITY

147. Subject to the provisions of the Companies Act every Director, Manager or Officer of the Company or any person employed by the Company as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Officer or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 349 of the Companies Act in which relief is granted to him by the Court.

ADDITIONAL POWERS

148. The Company may do all things which under the Companies Act a company may do if so authorised by its Articles of Association.

Controlled by Ministry of Agriculture and Fisheries