

**10.2 Term and Election.** Each Trustee named herein, or elected or appointed as provided in Section 10.1 or 10.4 hereof prior to the first annual meeting of Shareholders, shall (except in the event of resignations or removals or vacancies pursuant to Section 10.3 or 10.4 hereof) hold office until his successor has been elected at such meeting and has qualified to serve as Trustee. Beginning with the Trustees elected at the first annual meeting of Shareholders, the term of each Trustee shall expire at the next annual meeting of Shareholders following the election or appointment of such Trustee and upon the election and qualification of his successor. Trustees may succeed themselves in office. Election of Trustees at an annual meeting shall be by the affirmative vote of the holders of at least a majority of the Shares entitled to vote present in person or by proxy at such meeting. The election of any Trustee (other than an individual who was serving as a Trustee immediately prior to such election) pursuant to this Section 10.2 shall not become effective unless and until such person shall have in writing accepted his election and agreed to be bound by the terms of this Declaration of Trust. Trustees may but need not own Shares.

**10.3 Resignation and Removal.** Any Trustee may resign his trust (without need for prior or subsequent accounting) by an instrument in writing signed by him and delivered or mailed to the Chairman, the President, if any, or the Secretary (referred to in Section 10.6 hereof) and such resignation shall be effective upon such delivery, or at a later date according to the terms of the notice. Any of the Trustees may be removed (provided the aggregate number of Trustees after such removal shall not be less than the number required by Section 10.1 hereof) with cause, by the action of two-thirds of the remaining Trustees. Upon the resignation or removal of a Trustee, or his otherwise ceasing to be a Trustee, he shall execute and deliver such documents as the remaining Trustees shall require for the purpose of conveying to the Trust or the remaining Trustees any Trust Property held in the name of the resigning or removed Trustee. Upon the incapacity or death of any Trustee, his legal representative shall execute and deliver on his behalf such documents as the remaining Trustees shall require as provided in the preceding sentence.

**10.4 Vacancies.** The term of office of a Trustee shall terminate and a vacancy shall occur in the event of the death, resignation, bankruptcy, adjudicated incompetence or other incapacity to exercise the duties of the office, or removal of a Trustee. No such vacancy shall operate to annul this Declaration of Trust or to revoke any existing agency created pursuant to the terms of this Declaration of Trust, and title to any Trust Property held in the name of any Trustee alone, jointly with one or more of the other Trustees or otherwise, shall, in the event of the death, resignation, removal, bankruptcy, adjudicated incompetence or other incapacity to exercise the duties of the office of such Trustee, vest in the continuing or surviving Trustees without necessity of any further act or conveyance. In the case of an existing vacancy (other than by reason of increase in the number of Trustees) the holders of at least a majority of the Shares entitled to vote, acting at any meeting of Shareholders called for the purpose, or a majority of the Trustees continuing in office acting by written instrument or instruments, may fill such vacancy, and any Trustee so elected by the Trustees shall hold office until the next annual meeting of Shareholders. Upon the effectiveness of any such appointment as provided in this Section 10.4, the Trust Property shall vest in such new Trustee jointly with the continuing or surviving Trustees without the necessity of any further act or conveyance; provided, however, that no such election or appointment as provided in this Section 10.4 shall become effective unless or until the new Trustee shall have accepted in writing his appointment and agreed to be bound by the terms of this Declaration of Trust. Until any vacancies are filled, the remaining Trustee or Trustees (even though less than three) may exercise the powers of the Trustees hereunder.

**10.5 Meetings.** Meetings of the Trustees shall be held from time to time upon the call of the Chairman, the President, if any, the Secretary or any two Trustees. Regular