

ARTICLE IX  
SHAREHOLDERSSECTION 9.1. *Meetings of Shareholders.*

(a) *Annual Meetings.* Annual meetings of the Shareholders shall be held, commencing in 1972, but in no event more than 180 days after the end of the first fiscal year of the Trust which commences after the effective date of the Trust's first Registration Statement filed under the Securities Act of 1933, in the City of Boston, Massachusetts, or in such other place within or without the Commonwealth of Massachusetts as the Trustees may designate, on a day, at a time and at a place set by the Trustees. The business transacted at such meeting shall include the election of Trustees and the transaction of such other business as Shareholders may be entitled to vote upon as hereinafter provided in this Article IX, or as the Trustees may determine.

(b) *Voting.* Subject to the provisions of any series of Preferred Shares at the time outstanding, the presence, in person or by proxy, of the holders of record of Shares (of any class or series) entitled to vote at the meeting representing a majority of the total number of votes authorized to be cast by Shares of all classes and series then outstanding and entitled to vote on any question shall be necessary and sufficient to constitute a quorum for action on such question at any Annual or Special Meeting of Shareholders. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. At any adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

(c) *Special Meetings.* Special meetings of the Shareholders may be called at any time by a majority of the Trustees and, subject to the provisions of any series of Preferred Shares at the time outstanding, shall be called by any Trustee upon written request of Shareholders holding in the aggregate not less than 20% of the total votes authorized to be cast by Shares of all classes and series then outstanding and entitled to vote at such meeting. Such request shall specify the purpose or purposes for which such meeting is to be called. Any such meeting shall be held in the City of Boston, Massachusetts, or such other place within or without the Commonwealth of Massachusetts, as the Trustees shall designate.

SECTION 9.2. *Notice of Meetings.* Notice of all meetings of the Shareholders, stating the time, place and purposes of the meeting, shall be given by the Trustees by mail to each Shareholder entitled to vote at such meeting at his registered address, mailed at least 10 days and not more than 60 days before the meeting. No other business not stated in the notice of the meeting shall be considered at such meeting. Any adjourned meeting may be held as adjourned without further notice.

SECTION 9.3. *Voting Rights of Shareholders.* Except as may be provided in the provisions of any series of Preferred Shares at the time outstanding, at all meetings of Shareholders each Shareholder shall be entitled to cast one vote for each Share owned upon each matter presented for vote, and shall be entitled to vote only upon the following matters: (a) election of Trustees as provided in Section 10.2 hereof; (b) removal and election of Trustees as provided in Sections 10.3 and 10.4 hereof; (c) amendment of this Declaration of Trust or termination of the Trust as provided in Section 13.1 hereof; (d) to the same extent as the shareholders of a Massachusetts business corporation as to whether or not a court action, proceeding or claim should be brought or maintained derivatively or as a class action on behalf of the Trust or its Shareholders; (e) the merger or consolidation of the Trust with one or more other Persons or the sale, lease or exchange of all or substantially all of the property and assets of the Trust, including its good will, as provided in Section 13.3 hereof; and (f) upon the renewal or extension of an agreement with the Adviser as provided in Section 3.2 hereof. Subject to Section 13.2, the holders of Preferred Shares of any series shall be entitled to vote upon the matters referred to in the preceding sentence or any other matters only to the extent specified in the Trustee resolu-