

44.

(b) *Shares held by fiduciaries.*—Any fiduciary may vote shares standing in his name as such fiduciary, either in person or by proxy, and upon proof of the fact that legal title to shares registered in the name of another person has devolved upon him in a fiduciary capacity and that he is duly qualified to act as such fiduciary, he may vote such shares, either in person or by proxy, even though they have not been transferred into his name as such fiduciary.

【Unless the instrument or order appointing such fiduciaries otherwise directs:

(1) Where shares are held jointly by three or more fiduciaries the will of the majority of such fiduciaries shall control the manner of voting or the giving of a proxy.

(2) Where, in any case, the fiduciaries are equally divided upon the manner of voting the shares jointly held by them, any court of competent jurisdiction, upon petition filed by any of such fiduciaries or by any party in interest, may appoint another person to act with such fiduciaries in determining the manner in which such shares shall be voted upon the particular questions as to which such fiduciaries are divided, or may direct the voting of such shares as it may deem for the best interest of the beneficiaries.】

44.

(e) *If shares or other securities having voting power stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or otherwise, or if two or more persons have the same fiduciary relationship respecting the same shares, unless the secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:*

(1) *If only one votes, his act binds all;*

(2) *If more than one vote, the act of the majority so voting binds all;*

(3) *If more than one vote, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionally, or any person voting the shares, or a beneficiary, if any, may apply to any court of competent jurisdiction to appoint an additional person to act with the persons so voting the shares, which shall then be voted as determined by a majority of such persons and the person appointed by the Court. If the instrument so filed shows that any such tenancy is held in unequal interests, a majority or even-split for the purpose of this subsection shall be a majority or even-split in interest.*

65. *Power of Consolidation, Merger, Sale, Lease, Exchange and Transfer of Assets.*

(a) Any corporation of this State having capital stock may, in accordance with the provisions of this subtitle: