

include a balance sheet and a financial statement of operations for the preceding fiscal year.

(b) [The] EXCEPT AS PROVIDED IN SUBSECTION (C) OF THIS SECTION, THE statement of affairs shall be submitted at the annual meeting of stockholders and, within 20 days after the meeting, placed on file at the corporation's principal office.

(C) IF A CORPORATION IS NOT REQUIRED TO HOLD AN ANNUAL MEETING OF STOCKHOLDERS UNDER A CHARTER OR BYLAW PROVISION ADOPTED IN ACCORDANCE WITH § 2-501 OF THIS TITLE, THE STATEMENT OF AFFAIRS SHALL BE PLACED ON FILE AT THE CORPORATION'S PRINCIPAL OFFICE WITHIN 120 DAYS AFTER THE END OF THE FISCAL YEAR.

2-405.

(A) In case of failure to elect directors at the designated time, the directors holding over shall continue to manage the business and affairs of the corporation until their successors are elected and qualify.

(B) A DIRECTOR NOT ELECTED ANNUALLY IN ACCORDANCE WITH § 2-501(B) OF THIS TITLE SHALL BE DEEMED TO BE CONTINUING IN OFFICE AND SHALL NOT BE DEEMED TO BE HOLDING OVER UNDER SUBSECTION (A) OF THIS SECTION UNTIL AFTER THE TIME AT WHICH AN ANNUAL MEETING IS REQUIRED TO BE HELD UNDER § 2-501(B) OF THIS TITLE OR THE CHARTER OR BYLAWS OF THE CORPORATION.

2-501.

(a) Each corporation shall hold an annual meeting of its stockholders to elect directors and transact any other business within its powers.

(b) (1) If the charter or bylaws of a corporation registered under the Investment Company Act of 1940 so provides, the corporation [may] IS not [be] required to hold an annual meeting in any year in which [none of the following is required to be acted on by stockholders under the Investment Company Act of 1940:

(1) Election of directors;

(2) Approval of the investment advisory agreement;

(3) Ratification of the selection of independent public accountants; and

(4) Approval of a distribution agreement] THE ELECTION OF DIRECTORS IS NOT REQUIRED TO BE ACTED UPON UNDER THE INVESTMENT COMPANY ACT OF 1940.