

that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Company, 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. The provision that the five *bona fide* members demanding a poll shall hold at least one-tenth of the capital shall not apply to a poll demanded in respect of a special resolution.

65. If a poll be demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting may direct and either at once or after an interval of adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

66. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

67. The demand of 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.

VOTES OF MEMBERS

68. Votes may be given either personally or by proxy.

69. Notwithstanding anything herein contained to the contrary, no *bona fide* member holding less than shares shall be entitled to vote either upon a show of hands, upon a poll or in a postal ballot, or in any way whatsoever.

70. On a show of hands, every *bona fide* member present shall have one vote.

71. Upon a poll, every *bona fide* member present in person or by proxy shall be entitled to the number of votes following, that is to say: [*Set out basis of voting desired*].

72. Upon the holding of a postal ballot, every *bona fide* member shall be entitled to the number of votes as set out in the immediately preceding Article.

73. All other members shall be entitled to be present at all meetings, but shall not be entitled to any vote in respect of the shares held by them, whether on a show of hands, or upon a poll, or otherwise.

74. If any person otherwise entitled by these Articles to a vote be an infant, a mentally defective person, an aged or infirm person, or a convict, he may vote by his guardian or his committee or his manager or his administrator, as the case may be.

75. Where there are joint registered holders of any share and where such joint holders are otherwise qualified to vote, any one of such joint holders may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; and if more than one of such joint holders be present at any meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect of the same. Several executors or administrators of a deceased member in whose sole name any shares shall stand shall, for the purposes of this Article, be deemed to be joint holders thereof. In the event of a postal ballot, the person whose name stands first in the Register in respect of such shares shall alone be entitled to vote in respect of the same.

76. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. If such appointer is a corporation, the instrument appointing a proxy shall be under its common seal or the hand of its attorney. All instruments of proxy shall be attested. No person shall be appointed a proxy who is not a *bona fide* member of the Company and qualified to vote, save that a corporation being a member of the Company and qualified to vote may appoint as its proxy any officer of such corporation, whether a *bona fide* member of the Company or not.

77. A proxy may be appointed generally or for a specified period or specified meeting; and every instrument of proxy shall, as nearly as the circumstances will admit, be in the form or to the effect following:—

I,, of, being a *bona fide* member of the Co-operative Dairy Co., Ltd., hereby appoint, of, being a *bona fide* member, or, failing him,, being also a *bona fide* member, as my proxy to vote for me and on my behalf at the ordinary (or extraordinary, as the case may be) general meeting of the Company to be held on the day of, 19...: and at any adjournment thereof.

As witness my hand, this day of, 19...

78. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a certified copy thereof shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote.

79. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, revocation, or transfer shall have been received at the office of the Company before the meeting.