

80. Any instrument appointing a proxy given by a *bona fide* member shall be deemed to be revoked on receipt from such *bona fide* member of a notice in writing to that effect at the office of the Company not less than one hour before the time fixed for the holding of the meeting or of the adjourned meeting for which such proxy is given.

81. Any corporation which is a member of the Company may, by resolution of its Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

## DIRECTORS

82. The number of Directors, until altered as herein provided, shall be not less than ..... nor more than ....., and for this purpose the Managing Director for the time being shall be included in both the numbers.

83. No person shall be qualified to act as a Director unless he is a *bona fide* member of the Company holding not less than ..... shares in the capital of the Company and has supplied in the immediately preceding financial year of the Company not less than ..... lb. of butterfat per medium of milk, cream, or butterfat: Provided, however, the provisions of this Article shall not apply to the Managing Director for the time being.

84. A Director may retire from his office at any time on giving one month's notice in writing to the Company of his intention so to do, and such retirement shall take effect upon the expiration of such notice or the earlier acceptance of his resignation.

85. No Director shall be disqualified by his office from holding any office or place of profit under the Company nor for contracting with the Company either as a vendor, purchaser, or otherwise, nor shall any such contract or arrangement, nor any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director of the Company shall be a member or otherwise interested, be avoided, nor shall any Director so contracting or being such member or so interested be liable to account for any profit realized by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, provided that the nature of his interest be disclosed by him at the meeting at which the contract or arrangement is determined on if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest.

86. No Director shall as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted; but this prohibition may at any time or times be suspended or relaxed to any extent by a general meeting, and such prohibition shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security for advances or by way of indemnity: Provided, however, that the restriction contained in this and the immediately preceding Article shall not apply in respect of any contract for the supply by all or any of such Directors of milk, cream, or butterfat to the Company.

87. A general notice that a Director is a member of a specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this Article as regards such Director and the said transactions, and after such general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

88. The remuneration of the Directors (except that of the Managing Director) shall be determined by the Company in general meeting and shall continue and remain at the amount so fixed unless and until otherwise fixed and determined from time to time by the Company at any subsequent annual general meeting. The Directors shall also be entitled to be paid their reasonable entertainment, travelling, hotel, and other expenses incurred in consequence of their attendance at board meetings or otherwise in the execution of their duties as Directors.

## DISQUALIFICATION OF DIRECTORS

89. The office of a Director shall be vacated—

- (i) If he ceases to be a *bona fide* member holding at least ..... shares in the capital of the Company; or
- (ii) At the next following ordinary general meeting after the close of the financial year if he has failed to supply ..... lb. of butterfat during that said financial year: provided that this and the immediately preceding subclause shall not apply to the Managing Director; or
- (iii) If he becomes bankrupt; or
- (iv) If he becomes of unsound mind, or becomes a protected person under the Aged and Infirm Persons Protection Act, 1912; or
- (v) If he resigns his office in accordance with the provisions of Article 84 hereof.