



Ceylon Govt. Gazette.

EXTRAORDINARY

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PART I.—General: Minutes, Proclamations, Appointments, and General Government Notifications.

PART II.—Legal and Judicial.

[Not issued.]

PART III.—Provincial Administration.

PART IV.—Marine and Mercantile.

PART V.—Municipal and Local.

[Not issued.]

Separate paging is given to each Part in order that it may be filed separately.

Part IV.—Marine and Mercantile.

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MERCANTILE AND TRADE ANNOUNCEMENTS.

MEMORANDUM OF ASSOCIATION OF THE CLAREMONT ESTATE COMPANY, LIMITED.

1. The name of the Company is "THE CLAREMONT ESTATE COMPANY, LIMITED."
2. The registered office of the Company is to be established in Colombo.
3. The objects for which the Company is established are—
 - (a) To purchase the estate called and known as Claremont, situated in Lower Dikoya, Ceylon, and containing in extent Three hundred and thirty-six acres or thereabouts, as from the First day of January, 1895, for the sum of Fifty-five thousand rupees Ceylon currency (Rs. 55,000) and Three thousand five hundred pounds English sterling currency (£3,500), upon such terms and conditions as may be agreed upon between the Company and the proprietor of the said estate, and for such purpose forthwith to borrow the sum of Three thousand five hundred pounds English sterling currency upon primary mortgage of the said estate and premises or any part thereof.
 - (b) To purchase, or lease, or otherwise acquire any other land or lands, machinery, implements, tools, live and dead stock, stores and other property, real or personal, movable or immovable, of any kind.
 - (c) To improve, plant, clear, cultivate, and develop the said estate, and any other lands that may be purchased, leased, or otherwise acquired, as tea estates, or with any other products, or in any other ways.
 - (d) To purchase or lease any other land either adjacent to the said estate or to any other lands that may be purchased, leased, or acquired, or elsewhere, for the purposes of water supply, and (or) providing fuel or timber for the business of the Company, or for any other purpose necessary for the working of the Company.

- (e) To purchase tea leaf for manufacture, manipulation, and (or) sale.
 (f) To carry on the business of planters of tea and other products in all its branches.
 (g) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Shareholders is limited.

5. The nominal capital of the Company is Rupees Sixty-five thousand, divided into 650 shares of one hundred rupees each, with power to increase or reduce the capital. In case the Company shall increase its capital by the issue of new shares, such shares may be issued upon the terms specified in the Articles of Association for the time being of the Company.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names :—

Names and Addresses of Subscribers.	Number of Shares taken by each Subscriber.
HERBERT TARRANT, Colombo	... One
W. H. DAVIES, Colombo	... One
T. WATSON HALL, Colombo	... One
CH. BÖHRINGER, Colombo	... One
E. JOHN, Colombo	... One
GEO. ROBSON, Colombo	... One
GEO. ARMITAGE, Colombo	... One

Witness to the above signatures :

H. CREASY, Notary Public.

Dated this 21st day of December, 1894.

ARTICLES OF ASSOCIATION OF THE CLAREMONT ESTATE COMPANY, LIMITED.

1. The regulations contained in Table C in the schedule annexed to "The Joint Stock Companies' Ordinance, 1861," shall not apply to this Company, which shall be governed by the regulations contained in these Articles, but subject to repeal, addition, or alteration by special resolutions. The Company may by special resolution alter or make provisions instead of or in addition to any of the regulations of the Company whether contained or comprised in these Articles or not.

2. The Company shall forthwith, after its incorporation, purchase all that estate called and known as Claremont, situated in Lower Dikoya, and containing in extent in the aggregate 336 acres more or less, upon such terms and conditions as may be agreed upon between the Company and the proprietor of the said estate.

SHARES.

3. Every person taking any share in the Company shall testify his acceptance thereof by writing under his hand in such form as the Company from time to time directs.

4. The sum of Rs. 100 payable for each share shall be paid as follows :—Rs. 50 thereof upon application, and Rs. 50 upon allotment, or in such other manner as the Directors may hereafter determine.

5. If several persons are joint-holders of any share, any one of such persons may give effectual receipt for the dividend payable in respect of such share.

6. Every Shareholder shall, on payment of 50 cents per share, be entitled to a certificate under the common seal of the Company specifying the share or shares held by him and the amount paid thereon.

7. If a certificate be worn out or defaced, then upon production thereof to the Directors they may order the same to be cancelled, and may issue a fresh certificate in lieu thereof; and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors may deem adequate being given, a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed certificate. Such sum (if any) not exceeding fifty cents as the Directors may determine shall be paid to the Company for every certificate so issued in place of a certificate lost or destroyed.

TRANSFER OF SHARES.

8. The Company may decline to register any transfer of shares made by a Shareholder who is indebted to them.

9. The fee payable to the Company for the registration of a transfer shall be two rupees.

10. The transfer books may be closed during the fourteen days immediately preceding the Ordinary General Meeting in each year.

11. Subject to the restriction of these Articles, any Shareholder may transfer all or any of his shares by instrument in writing. The Directors may decline to register any transfer whatever, and shall not be required to assign any reason for so declining. In the event of the Directors declining to register a transfer, they shall, upon the request of the Shareholder desirous of executing the same, convene an Extraordinary General Meeting of the Company to resolve whether the said transfer shall be registered or not; and the resolution of such General Meeting shall be absolute.

TRANSMISSION OF SHARES.

12. The executors or administrators or heirs of a deceased Shareholder shall be the only person recognized by the Company as having any title to his share.

13. Any person becoming entitled to a share in consequence of the death, bankruptcy, or insolvency of any Shareholder, or in consequence of the marriage of any female Shareholder, or in any way other than by transfer, may be registered as a Shareholder upon such evidence being produced as may from time to time be required by the Directors.

14. Any person who has become entitled to a share in any way other than by transfer may, instead of being registered himself, elect to have some person to be named by him registered as a holder of such share.

15. The person so becoming entitled shall testify such election by executing to his nominee a transfer of such share.

16. The instrument of transfer shall be presented to the Company, accompanied with such evidence as the Directors may require to prove the title of the transferrer, and thereupon the Company shall register the transferee as a Shareholder.

Provided always that the Directors shall have the right at all times to decline to register such person as aforesaid, and shall not be required to assign any reason for so declining. In the event of the Directors declining to register such person as a holder of such share, they shall, upon the request of such person, convene an Extraordinary General Meeting of the Company to resolve whether such transfer shall be registered or not, and the resolution of such meeting shall be absolute.

FORFEITURE OF SHARES OR CALL.

17. If any Shareholder fails to pay any allotment money or call on the appointed day, the Company may at any time thereafter, during such time as the call remains unpaid, serve a notice on him requiring him to pay such call, together with any interest that may have accrued by reason of such non-payment.

18. The notice shall name a further day and a place or places, being a place or places at which calls of the Company are usually made payable on and at which such call is to be paid. It shall also state that in the event of non-payment at the time and place appointed, the shares in respect of which such call was made will be liable to be forfeited.

19. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may be forfeited by a resolution of the Directors to that effect.

20. Any share so forfeited shall be deemed to be the property of the Company, and may be disposed of in such manner as the Directors think fit.

21. Any Shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay the Company all calls owing upon such shares at the time of the forfeiture.

INCREASE OF CAPITAL.

22. The Directors may, with the sanction of a special resolution of the Company in General Meeting, increase its capital by the creation of new shares, of such amounts per share and in the aggregate as such resolution shall direct. All new shares shall be offered by the Directors to the registered Shareholders for the time being of the Company as nearly as possible in proportion to the existing shares held by them, and such shares as shall not be accepted by the Shareholder or Shareholders to whom the same shall have been offered, within the time specified in that behalf by the Directors, may be disposed of by the Directors in such manner as they think most beneficial to the Company. The Directors shall have power to add to such new shares such an amount of premium as they may consider proper.

23. If before or on the day appointed for payment of any allotment money or call any Shareholder does not pay the amount for which he is liable, then such Shareholder shall be liable to pay interest for the same at the rate of nine per cent. per annum from the day appointed for the payment thereof to the time of the actual payment.

24. The shares, except where otherwise provided, shall be allotted at the discretion of and by the Directors, who may from time to time issue any unissued shares, and may add to such shares such an amount of premium as they may consider proper. Provided that such unissued shares shall first be offered by the Directors to the registered Shareholders for the time being of the Company as nearly as possible in proportion to the shares already held by them, and such shares as shall not be accepted by the Shareholder or Shareholders to whom the shares shall have been offered, within the time specified in that behalf by the Directors, may be disposed of by the Directors in such manner as they think most beneficial to the Company.

25. Any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the same provisions in all respects, whether with reference to the payment of allotment money, calls, or the forfeiture of shares on non-payment of calls or otherwise, as if it had been part of the original capital.

BORROWING.

26. The Directors shall have power to borrow money for the purposes of the Company, and for this purpose to grant bonds, promissory notes, bills, debentures, interest warrants, bonds for cash credit, trust deed, or other documents, to issue letters of credit, and to grant mortgages, or other deed or deeds of security over all or any of the Company's lands, property, estate, and assets.

Provided also that before the Directors issue any debentures, or grant any mortgages, they shall obtain the sanction of the Company in General Meeting, whether Ordinary or Extraordinary. A declaration under the Company's seal contained in or endorsed upon any of the documents mentioned in this Article, and subscribed by two or more of the Directors or by one Director and the Secretary, to the effect that the Directors have power to borrow the amount which such document may represent, shall be conclusive evidence thereof in all questions between the Company and its creditors; and no such document containing such declaration shall, as regards the creditor, be void on the ground of its being granted in excess of the aforesaid borrowing power, unless it be proved that such creditor was aware that it was so granted.

GENERAL MEETINGS.

27. The first General Meeting shall be held at such time, not being more than twelve months after the incorporation of the Company, and at such place as the Directors may determine.

28. Subsequent General Meetings may be held at such time and place as may be prescribed by the Company in General Meeting, and if not so prescribed then at such place and at such time as soon after the first day of January in each year as the Directors shall determine.

29. The above-named General Meetings shall be called Ordinary Meetings; all other General Meetings shall be called Extraordinary.

30. The Directors may, whenever they think fit—and they shall, upon a requisition made in writing by not less than one-fifth in number of the Shareholders of the Company for the time being, or by any Shareholder or Shareholders holding not less than one-fifth part of the shares of the Company for the time being subscribed for—convene an Extraordinary General Meeting.

31. Any requisition so made by the Shareholder or Shareholders shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Company.

32. Upon the receipt of such requisition the Directors shall forthwith proceed to convene an Extraordinary General Meeting, to be held at such time and place as they shall think fit, not being more than twenty-one days after the leaving of the requisition; and if they do not proceed to convene the said meeting within twenty-one days after the leaving of the requisition, the requisitionist or requisitionists or any other Shareholders amounting to the required number may, himself or themselves, convene an Extraordinary General Meeting to be held at such time or place as he or they shall think fit.

33. Seven days' notice at least, specifying the place and the hour of meeting, and the purpose for which any meeting is to be held, shall be given by registered letter or by advertisement in the *Ceylon Government Gazette*, or in such other manner, if any, as may be prescribed by the Company.

34. Any Shareholder may, on giving not less than ten days' previous notice of any resolution, submit the same to a meeting.

35. Such notice shall be given by leaving a copy of the resolution at the registered office of the Company.

36. In order to constitute a meeting, whether Ordinary or Extraordinary, there shall be present, either personally or by proxy, three or more Shareholders.

37. If within one hour from the time appointed for the meeting the required number of Shareholders is not present, the meeting, if convened upon the requisition of a Shareholder or Shareholders, shall be dissolved. In any other case it shall stand adjourned to the following day at the same time and place; and if at such adjourned meeting the required number of Shareholders is not present, it shall be adjourned *sine die*.

38. The Chairman (if any) of the Board of Directors shall preside as Chairman at every meeting of the Company.

39. If there be no such Chairman, or if at any meeting he is not present at the time of holding the same, the Shareholders present shall choose some one of their number to be Chairman of such meeting.

40. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

41. At any General Meeting, unless a poll is demanded by at least two Shareholders, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

42. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman directs; and the result of such poll shall be deemed to be the resolution of the Company in General Meeting.

43. In the event of a resolution being brought before a General Meeting involving the sale of the Company's estates or any portion thereof, or the winding up of the Company, a majority of three-fourths of the Shareholders present and (or) represented by proxy shall be necessary to carry such resolution.

VOTES OF SHAREHOLDERS.

44. Every Shareholder shall have one vote for every five shares held by him.

45. If any Shareholder is a lunatic or idiot, he may vote by his curator; and if any Shareholder is a minor, he may vote by his guardian, or any one of his guardians if more than one.

46. If one or more persons are jointly entitled to a share or shares, the person whose name stands first in the register of Shareholders as one of the holders of such share or shares, and no other, shall be entitled to vote in respect of the same.

47. No Shareholder shall be entitled to vote at any meeting unless all calls due from him have been paid; and no Shareholder other than the trustee or assignee of a bankrupt or representative of a deceased Shareholder shall be entitled to vote at any meeting held after the expiration of three months from the registration of the Company in respect of any share which he has acquired by transfer, unless he has been possessed of the share in respect of which he claims to vote at least three months previously to the time of holding the meeting at which he proposes to vote.

48. Votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer, or, if such appointer is a corporation, under their common seal.

49. No person shall be appointed a proxy who is not a Shareholder; and the instrument or mandate appointing him shall be deposited at the registered office of the Company not less than forty-eight hours before the time of holding the meeting at which he proposes to vote; but no instrument or mandate appointing a proxy shall be valid after the expiration of one year from the date of its execution.

DIRECTORS.

50. The qualification of a Director shall be holding not less than five shares of the Company upon which all calls for the time being shall have been paid.

51. The number of Directors shall not be less than three or more than five; but this clause shall be construed as being directory only, and the continuing Directors may act notwithstanding any number of vacancies.

52. The first Directors shall be Herbert Tarrant, Thomas Watson Hall, and Mydhope Pascoe, and shall hold office, except in the event of their becoming respectively disqualified, until the first Ordinary General Meeting of the Company to be held in the year 1895.

53. As a remuneration for their services the Directors shall be entitled to appropriate annually a sum not exceeding Rs. 1,000, to be divided between them in such manner as they may determine; but the Company in General Meeting may at any time alter the amount of such remuneration for the future.

54. One of the Directors may be appointed by the Board to act as Managing Director and (or) Visiting Agent of the Company for such time and on such terms as the Board may determine or fix by agreement with the person appointed to the office.

POWERS OF DIRECTORS.

55. The Directors shall have power to carry into effect the purchase of the said Claremont estate hereinbefore referred to, and the lease and (or) purchase of any other lands, estates, or property.

56. The business of the Company shall be managed by the Directors, either by themselves or with the assistance of a secretary or secretaries, agent or agents, to be appointed by them for such a period, and on such terms as the Directors shall think fit.

57. The Directors shall have power to make, and may make, rules or regulations for the management of the property of the Company; and for that purpose may appoint managers, agents, superintendents, officers, clerks, and servants, with such remuneration and at such salaries as they may consider advisable, and may pay the expenses occasioned thereby out of the funds of the Company, and may from time to time remove or suspend all or any of the managers, agents, superintendents, officers, clerks, or servants for such reasons as they may think proper and advisable, and without assigning any cause.

58. The Directors shall also have power to open from time to time, on behalf of the Company, any account or accounts with such bank or banks as they may select or appoint; and also by such signatures as they shall appoint, to draw, accept, make, endorse, sign, and enter into cheques, bills of exchange, promissory notes, bonds, mortgages, proxies to any proctor or proctors, contracts or agreements on behalf and for the purposes of the Company.

59. The seal of the Company shall not be affixed to any instrument except in the presence of two or more of the Directors, or of one Director and Secretary, who shall attest the sealing thereof.

60. The Directors shall exercise, in the name and on behalf of the Company, all such powers of the Company as are not expressly required to be exercised by the Company in General Meeting.

DISQUALIFICATION OF DIRECTORS.

61. The office of a Director shall be vacated—

- (1) If he ceases to hold the due qualification in shares ;
- (2) If he becomes of unsound mind or bankrupt, or take proceedings under the Bankruptcy Law for liquidation of his affairs by arrangement of, or composition with, his creditors.

62. No contract, arrangement, or transaction entered into by or on behalf of the Company with any Director or with any Company or co-partnership of which a Director is a partner, or of which he is a Director, Managing Director, or Manager, shall be void or voidable; nor shall such Director be liable to account to the Company for any profit realized by such contract, arrangement, or transaction, by reason only of such Director holding that office, or of the fiduciary relation thereto established, provided that the fact of his interest or connection therewith be fully disclosed to the Company or its Directors ; but no Director shall vote in respect of any contract, arrangement, or transaction in which he is directly or indirectly interested.

ROTATION OF DIRECTORS.

63. At the first Ordinary Meeting of the Company to be held in the year 1895 all the Directors shall retire ; and at the first Ordinary Meeting in every subsequent year two of the Directors for the time being shall retire from office.

64. The Directors to retire in any year shall always be those who have been longest in office, and in case of Directors equal in length of office, shall, unless such Directors agree among themselves, be determined by ballot.

65. A retiring Director, if qualified, shall be re-eligible. The Company at the Ordinary General Meeting shall fill up the offices vacated by the retiring Directors by electing a like number of persons.

66. If at any meeting at which an election of Directors ought to take place no such election is made, the meeting shall stand adjourned till the next day, at the same time and place; and if at such adjourned meeting no election takes place, the former Directors shall continue to act until new Directors are appointed at the first Ordinary Meeting of the following year.

67. The Company may from time to time, by special resolution in General Meeting, increase or reduce the number of Directors, and may also determine in what rotation they are to go out of office.

68. Any casual vacancy in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

PROCEEDINGS OF DIRECTORS.

69. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a casting vote. A Director may at any time summon a meeting of the Directors.

70. The Directors may elect a Chairman of their meetings, and determine the period of which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present at the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

71. All acts done by any meeting of the Directors or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors, or persons acting as aforesaid on that day, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

72. The Directors shall cause minutes to be made in a book or books provided for and used solely for that purpose—

- (1) Of all appointments of officers made by the Directors ;
- (2) Of the names of Directors present at each meeting of Directors ;
- (3) Of all orders made by the Directors ; and
- (4) Of all resolutions and proceedings of meetings of the Company and of the Directors.

73. And any such minute as aforesaid, if signed by any person purporting to be the Chairman of any meeting of Directors, shall be receivable in evidence without any further proof.

74. The Company in General Meeting may, by a special resolution, remove any Director, before the expiration of his period of office, and appoint another qualified person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

DIVIDENDS.

75. The Directors may, with the sanction of the Company in General Meeting, declare a dividend to be paid to the Shareholders in proportion to their shares.

76. No dividends shall be payable except out of the profits arising from the business of the Company and with the sanction of the Directors.

77. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining the works connected with the business of the Company or any part thereof; and the Directors may invest the sum so set apart as a reserve fund upon such securities as they, with the sanction of the Company, may select.

78. The Directors may deduct from the dividends payable to any Shareholder all such sums of money as may be due from him to the Company on account of calls or otherwise.

79. Notice of any dividend that may have been declared shall be given to each Shareholder, or sent by post or otherwise to his registered place of abode ; and all dividends unclaimed for three years after having been declared may be forfeited by the Directors for the benefit of the Company.

80. No dividend shall bear interest as against the Company.

ACCOUNTS.

81. Once at the least in every year the Directors shall lay before the Company in General Meeting a statement of the income and expenditure for the past year, made up to a date not more than three months before such meeting.

82. The statement so made shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expense of the establishment, salaries, and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting; and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such items shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

83. A balance sheet shall be made out in every year and laid before the General Meeting of the Company, and such balance sheet shall contain a summary of the property and liabilities of the Company, arranged under the heads appearing in the form annexed to the table referred to in schedule C to "The Joint Stock Companies' Ordinance, 1861," or as near thereto as circumstances admit.

84. A written or printed copy of such balance sheet shall, seven days previously to such meeting, be delivered at or sent by post to the registered address of every Shareholder.

AUDIT.

85. The accounts of the Company shall be examined, and the correctness of the balance sheet ascertained, by one or more Auditors to be elected by the Company in General Meeting.

86. If not more than one Auditor is appointed, all the provisions herein contained relating to Auditors shall apply to him.

87. The Auditors need not be Shareholders in the Company. No person is eligible as an Auditor who is interested otherwise than as a Shareholder in any transaction of the Company; and no Director or other officer of the Company is eligible during his continuance in office.

88. The first Auditor or Auditors of the Company shall be appointed by the Directors, and shall hold office until the second General Meeting; and afterwards the Auditor or Auditors shall be from time to time appointed by the Company in General Meeting.

89. The remuneration of the Auditor or Auditors shall be fixed by the Company at the time of their election, save that in case of the first Auditor or Auditors it shall be fixed by the Directors.

90. Any Auditor shall be re-eligible on his quitting office.

91. If any casual vacancy occurs in the office of Auditor, the Directors may appoint another Auditor, who shall hold office until the next Ordinary General Meeting.

92. If no election of Auditor is made in manner aforesaid, the Directors may appoint an Auditor or Auditors for the year then current, and fix the remuneration to be paid to him or them by the Company for his or their services.

93. Every Auditor shall be supplied with a copy of the balance sheet, and it shall be his duty to examine the same with the accounts and vouchers relating thereto.

94. Every Auditor shall have a list delivered to him of all books kept by the Company, and he shall at all reasonable time have access to the books and accounts of the Company. He may, at the expense of the Company, employ accountants or other persons to assist him in investigating such accounts, and he may, in relation to such accounts, examine the Directors or any other officer of the Company.

95. The Auditors shall make a report to the Shareholders upon the balance sheet and accounts, and in every such report they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet, containing the particulars required by these regulations, and properly drawn up, so as to exhibit a true and correct view of the state of the Company's affairs; and in case they have called for explanation or information from the Directors, whether such explanations or informations have been given by the Directors, and whether they have been satisfactory; and such report shall be read together with the report of the Directors at the Ordinary Meeting.

NOTICES.

96. Notices by the Company may be authenticated by the signature (printed or written) of the Secretary or other person appointed by the Directors to do so.

97. Every Shareholder shall give an address in Ceylon which shall be deemed to be his place of abode, and shall be registered as such in the books of the Company.

98. Notices requiring to be served by the Company upon the Shareholders may be served, either personally or by leaving the same or sending them through the post in a letter addressed to the Shareholders at their registered places of abode, and any notice so served shall be deemed to be well served for all purposes, notwithstanding that the Shareholder to whom such notice is addressed may be dead, unless and until his executors or administrators shall have given notice to the Managing Director or Secretary of the Company of some address in Ceylon.

99. All notices directed to be given to the Shareholders shall, with respect to any share to which persons are jointly entitled, be given to whichever of the said persons is named first in the register of Shareholders; and notice so given shall be sufficient notice to all the holders of such share.

100. All notices required to be given by advertisement shall be published in the *Ceylon Government Gazette*.

101. Every Shareholder residing out of Ceylon shall name an address in Ceylon at which all notices shall be served upon him, and all notices served at such address shall be deemed to be well served. If he shall not have named such an address, he shall not be entitled to any notices.

In witness whereof the Subscribers to the Memorandum of Association have hereto set and subscribed their names this Twenty-first day of December, 1894.

HERBERT TARRANT.
W. H. DAVIES.
T. WATSON HALL.
CH. BÖHRINGER.
E. JOHN.
GEO. ROBSON.
GEO. ARMITAGE.

Witness to the above signatures :

H. CREASY,
Notary Public.