



Ceylon Government Gazette

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

PART II.—Legal and Judicial.

PART III.—Provincial Administration.

PART IV.—Marine and Mercantile.

PART V.—Municipal and Local.

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

Part IV.—Marine and Mercantile.

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IN compliance with the provisions of "The Trade Marks Ordinances, 1888 and 1890," and the Regulations made on March 28, 1889, notice is hereby given that Messrs. James L Denman & Co., 20, Piccadilly, London, England, have applied for the registration of the following Trade Mark for Whisky in Class 43 in the Classification of Goods in the above-mentioned Regulations:—



Colonial Secretary's Office,
Colombo, August 1, 1895.
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E. NOEL WALKER,
Colonial Secretary.

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IN compliance with the provisions of "The Trade Marks Ordinances, 1888 and 1890," and the Regulations made on March 28, 1889, notice is hereby given that the Birmingham Small Arms and Metal Company, Limited, of Small Heath, near the city of Birmingham, England, Cycle Component Manufacturers, have applied for the registration of the following Trade Mark for Bicycles, Tricycles and other velocipedes and wheeled vehicles and parts of velocipedes, such as framings, handles, hubs, bottom brackets, cranks, drive chains, chain wheels, pedals, gear cases, wheels, wheel rims, and the like, in Classes 6 and 22 in the Classification of Goods in the above-mentioned Regulations.



Colonial Secretary's Office,
Colombo, August 13, 1895.

E. NOEL WALKER,
Colonial Secretary.

IN compliance with the provisions of "The Trade Marks Ordinances, 1888 and 1890," and the Regulations made on March 28, 1889, notice is hereby given that the Publishing, Advertising, and Trading Syndicate, Limited, of 40, King street, Cheapside, in the City of London, England, Publishers, Advertisers, and Traders, have applied for the registration of the following Trade Mark for Arms, Ammunition, and Stores (not included in Class 20) in Class 19; for Cotton Piece Goods of all kinds in Class 24; for Imitation Leather, Carpets, Floor Cloth, and Oilcloth in Class 36; for articles of Clothing in Class 38; for Paper (except paper hangings), Stationery, and Bookbinding in Class 39; and for Furniture and Upholstery, including wall paper and wall-hangings of all kinds, in Class 41, in the Classification of Goods in the above-mentioned Regulations.

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Colonial Secretary's Office,
Colombo, August 15, 1895.

E. NOEL WALKER,
Colonial Secretary.

UNOFFICIAL ANNOUNCEMENTS.

The Galle Face Hotel Company, Limited.

WITH reference to the following requisition addressed to the Directors of the Galle Face Hotel Company, Limited, requesting them to call an Extraordinary General Meeting for the purpose therein stated, it is hereby notified that an Extraordinary General Meeting will be held at the registered office of the Company, the Galle Face Hotel, at 3 P.M. on the 31st instant.

By order of the Board of Directors,
HERBERT J. BELL,
Secretary.

Copy of Requisition.
— August, 1895.

To the Directors of the Galle Face Hotel Co., Limited.
Gentlemen,—Please be good enough to call an Extraordinary General Meeting of Shareholders at an early date.

Business.—To re-consider the plans for new buildings and the tenders in connection therewith, and to decide regarding them.

The plan to be open for inspection for a week, and advertisement made to that effect.

Meantime, I have to request that no contract with Messrs. Walker, Sons & Co., Limited, be signed, nor any steps regarding new buildings be taken by them.

The Hapugahalande Tea Company, Limited.

NOTICE is hereby given that the First Annual Ordinary General Meeting of the Company will be held at the registered office of the Company, No. 22, Baillie street, Fort, Colombo, on Friday, August 30, 1895, at 12 noon.

- Business.*
1. To receive the report of the Directors and accounts to June 30, 1895.
 2. To declare a dividend.

3. To transact any other business that may be brought before the meeting.

The register of transfers will be closed from 17th to 30th instant, both days inclusive.

By order of the Directors,
pp. LEWIS BROWN & Co.,
R. DAVIDSON,
Agents and Secretaries.

Colombo, August 14, 1895.

The Drayton (Ceylon) Estates Company, Limited.

Notice to Shareholders.

IN the copy of the Articles of Association of this Company, printed in the *Ceylon Government Gazette* of June 2 and May 26 and 19, 1893, the following words have been omitted from the end of Article 66:—"and an additional vote for every five shares beyond the first ten." These words are in the signed copy of the Articles of Association of the Company on which incorporation was obtained.

By order of the Board,
HARRY WHITHAM,
Secretary.

August 17, 1895.

In the District Court of Galle.

No. 270. In the Matter of the Insolvency of F. F. T. LaBrooy, of Galle.

I, JAMES KRAUSE, of Galle, as Assignee of the Insolvent Estate of the above-named insolvent, F. F. T. LaBrooy, hereby give notice that I will on September 7, 1895, at 12 noon, cause all the movable property of the said estate to be sold by public auction at the house and premises occupied by the insolvent in the Fort of Galle.

Galle, August 20, 1895.
JAMES KRAUSE,
Assignee.

MEMORANDUM OF ASSOCIATION OF THE DOOMOO TEA COMPANY OF CEYLON, LIMITED.

1. The name of the Company is "THE DOOMOO TEA COMPANY OF CEYLON, 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 or otherwise acquire the Verellapatna estate, situated in Madulsima, containing in extent six hundred and eighty-five acres or thereabouts, and the Doomoo estate, situate in Madulsima, containing in extent two hundred and ninety-eight acres or thereabouts.
 - (b) To purchase, or lease, or otherwise acquire any other land or lands, machinery, implements, tools, live and dead stock, stores, effects, and other property, real or personal, movable or immovable, of any kind.
 - (c) To improve, plant, clear, cultivate, and develop the said estates, 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, and to let, lease, and exchange or mortgage the same or any part thereof, whether in consideration of money or securities for money, or shares, debentures, or securities in any other Company, or for any other consideration, or otherwise to trade in, dispose of, or deal with the same or any part thereof.
 - (d) To purchase tea leaf and (or) other raw products for manufacture, manipulation, or sale.
 - (e) To manufacture tea leaf and (or) other raw products.
 - (f) To carry on the business of manufacturers, growers, planters, and exporters of tea and other products in all their branches on behalf of the Company, or as agents for others, and on commission or otherwise.
 - (g) To plant, grow, and produce, buy, sell, trade, and deal in tea, coffee, cinchona, cocoa, cardamoms, and other plants, trees, and natural products of any kind or any of them.
 - (h) To borrow or receive on loan money for the above purposes or any of them, and for repayment of all or any of the money so borrowed, and the security thereof upon mortgage, debenture bonds, bills, bonds for cash credit, interest warrants, letters of credit, trust deeds or other deeds of security, promissory notes, bills of lading, or other negotiable instruments over all or any of the Company's property or assets, movable or immovable, real or personal, or on security of the subscribed capital of the Company, called or not called, or otherwise.
 - (i) To establish in any part or parts of the world agencies for carrying on or developing the business of the Company or any part thereof.
 - (j) To acquire by purchase in money, or in shares, or bonds or otherwise, and undertake all or any part of the business, property, assets, and liabilities of any person or Company carrying on any business in Ceylon or elsewhere, which this Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.
 - (k) To unite, co-operate, amalgamate, or enter into partnership or any arrangements for sharing profits, or union of interests, or any other arrangement with any person or Company already engaged in or hereafter to be established for the purpose of carrying on any business having objects wholly or in part similar or analogous or subsidiary to those of the Company or any of them, and to subscribe for or otherwise acquire for the benefit and in the name of the Company or otherwise, and pay for in any manner that may be agreed upon, either in money, or in shares, or bonds, or otherwise, and to hold any shares, stock, or other interest in any such Company, and to promote the formation of any such Company.
 - (l) To do all such other acts or 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 five hundred thousand, divided into five thousand shares of rupees one hundred (Rs. 100) each, with power to increase or decrease 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 accordance with 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.
HENRY BOIS, of Colombo	One
W. MOIR, of Colombo	One
H. G. BOIS, of Colombo	One
V. A. JULIUS, of Colombo	One
W. BRIDGEMAN KINGSBURY, of Colombo	One
E. M. SHATTOCK, of Colombo	One
PERCY BOIS, of Colombo	One

Witness to the above signatures :

F. LIESCHING, Proctor, Supreme Court, Colombo.

Dated the the 7th August, 1895.

ARTICLES OF ASSOCIATION OF THE DOOMOO TEA COMPANY OF CEYLON, 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 resolution. 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 those estates called Verellapatna and Doomoo, situated in Madulsima, and containing in extent six hundred and eighty-five (685) and two hundred and ninety-eight (298) acres or thereabouts, for the sum of two hundred and fifty thousand two hundred and thirty-six (Rs. 250,236) and one hundred and twenty-seven thousand and six hundred (Rs. 127,600) rupees respectively.

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 Directors may from time to time make such calls upon the Shareholders in respect of all moneys unpaid on their shares as the Directors may think fit, and each Shareholder shall be liable to pay the amount of calls so made to the persons and at the time and place appointed by the Directors. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.

5. If before or on the day appointed for payment any Shareholder does not pay the amount of any call to 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.

6. The Directors may, if they think fit, receive from any of the Shareholders willing to advance the same all or any part of the moneys due upon their respective shares beyond the sums actually called up, and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company shall pay interest at such rate as the Shareholders paying such sum in advance and the Directors agree upon. The shares, except when 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.

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

8. Every Shareholder shall 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.

9. If such certificate is used up, worn out, or lost, it may be renewed on payment of fifty cents.

TRANSFER OF SHARES.

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

11. The fee payable to the Company for the registration of a transfer shall be rupees two and cents fifty.

12. The register of transfer shall be closed during the seven days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.

13. 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, the Shareholder desirous of executing the same or the Directors may convene an Extraordinary General Meeting of the Company to resolve whether the said transfer shall be registered or not; and the resolution of such Extraordinary General Meeting shall be absolute.

TRANSMISSION OF SHARES.

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

15. 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.

16. 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.

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

18. 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 transferor, 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.

19. If any Shareholder fails to pay any 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.

20. 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.

21. 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.

22. 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.

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

INCREASE OF CAPITAL.

24. 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; and they shall have power to add to such new shares such an amount of premium as may be considered expedient.

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 calls, or the forfeiture of shares or 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 deeds of security over all or any of the Company's lands, property, estate, and assets. Provided that nothing herein contained shall be held to prevent the Directors procuring from time to time, in the usual course of business, such temporary advances on the produce in hand, or in the future to be obtained from the Company's estate or estates as they may find necessary or expedient for the purpose of defraying the expenses of working the said estate or estates, or of extending buildings, machinery, or plantation, or otherwise. Provided also that before the Directors execute any mortgage, or issue any debentures 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 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 Directors; 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 MEETING.

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 August 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 requisitioner 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 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, and no business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

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 same day in the next week at the same time and place; and if at such adjourned meeting the required number of Shareholders is not present, those members who are present shall be a quorum, and may transact the business for which the meeting was called.

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 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 a 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.

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

45. If any Shareholder is a lunatic, or idiot, or prodigal, 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 or person acquiring by marriage, 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 proxies. 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 twenty-four hours before the time of holding the meeting at which he proposes to vote ; but no instrument or mandate appointing a proxy other than a power of attorney, shall be valid after the expiration of three months from the date of its execution.

DIRECTORS.

50. The qualification of a Director shall be holding not less than fifty 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 two 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 Henry Bois, William Duff Gibbon, and Walter Bridgeman Kingsbury, and they shall hold office, except in the event of their becoming respectively disqualified, or resigning, until the first Ordinary General Meeting of the Company.

53. As a remuneration for their services the Directors shall be entitled to appropriate annually a sum not exceeding rupees one thousand five hundred (Rs. 1,500), 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 Verellapatna and Doomoo estates, and the lease (or) purchase of any other lands.

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 ; and the Directors shall pay out of the funds of the Company all costs and expenses, as well preliminary as otherwise, paid or incurred in and about the formation and registration of the Company, the purchase of the said lands and the cultivation thereof and otherwise in or about the working and business of the Company.

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, 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.

61. In furtherance, and not in limitation of, and without prejudice to the general powers conferred or implied in the last preceding clause, and of the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the powers following (that is to say) :—

- (a) To institute, conduct, defend, compromise, settle or abandon any legal proceedings on behalf of the Company, and also to compound and allow time for payment or satisfaction of any debts due to or from the Company, and any claims or demands by or against the Company.
- (b) To refer any claims or demands by or against the Company to arbitration, and observe and perform the awards.
- (c) To make and give receipts, releases, and other discharges for money payable to the Company, and for claims and demands by the Company.
- (d) To act on behalf of the Company in all matters relating to bankrupts and insolvents, with power to accept the office of trustee, assignee, liquidator, or inspector, or any similar office.
- (e) To invest any of the moneys of the Company which the Directors may consider not to be immediately required for the purposes thereof, upon such securities and in such manner as they may think fit and so that they shall not be restricted to such securities as are permissible to trustees without special powers, and from time to time to vary or release such investments.
- (f) To delegate to any one or more of the Directors of the Company for the time being, or any other person or Company for the time being, residing or carrying on business in Ceylon or elsewhere, all or any of the powers or functions given to or exercisable by the Directors ; and to confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and

conditions, and with such restrictions as the Directors may think expedient; and to confer such powers either collaterally with or to the exclusion of, and in the substitution for all or any of the powers of the Directors in that behalf, and from time to time to revoke, withdraw, alter, or vary all or any of such powers. The Directors may allow to any person or Company to whom any powers may be so delegated such remuneration as they in their absolute discretion shall think fit.

62. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

DISQUALIFICATION OF DIRECTORS.

63. 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.

64. 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 relations thereby 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.

65. At the first Ordinary Meeting of the Company all the Directors shall retire; and at the first Ordinary Meeting in every subsequent year one-third of the Directors for the time being, or the number next below one-third, shall retire from office.

66. 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.

67. 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.

68. 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.

69. 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.

70. Any casual vacancy in the Board of Directors or Provisional 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.

71. 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.

72. The Directors may elect a Chairman of their meetings, and determine the period for 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.

73. 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.

74. 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.

75. 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.

76. 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.

77. The Directors may, with the sanction of the Company in General Meeting, declare a yearly dividend to be paid to the Shareholders in proportion to their shares, and the amounts paid up thereon; and they may at their discretion, and without such sanction from time to time, pay to the members on account of the next forthcoming dividend such interim dividend as in their judgment the position of the Company justifies.

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

79. 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, improving, or maintaining any of the property of the Company or any part thereof; or for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the Company; and the Directors may invest the sum or sums so set apart upon such securities or investments as they think fit.

80. When any Shareholder is indebted to the Company for calls, or otherwise, all dividends payable to him, or a sufficient part thereof, may be applied by the Board in or towards satisfaction of the debt.

81. 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 credit of the Company's profit and loss account, but the Board may remit the forfeiture whenever they may think proper.

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

ACCOUNTS.

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

84. The statement so made shall show, arranged under the most convenient heads, the amount of gross income, and the amount of gross expenditure. 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.

85. 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.

86. A written or printed copy of such balance sheet shall be delivered at or sent by post to the registered address of every Shareholder.

AUDIT.

87. 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.

88. The accounts of the Company for each year shall be examined, and the correctness of the balance sheet and profit and loss account ascertained, by one or more Auditors to be elected by the Company in General Meeting.

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

90. The Auditors need not, but may 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.

91. 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.

92. Any Auditor shall be re-eligible for election on his quitting office.

93. 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.

94. 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.

95. Every Auditor shall have access to all books of accounts kept by the Company, and 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.

96. The Auditors may 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 such report shall be read together with the report of the Directors at the Ordinary Meeting.

NOTICES.

97. 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.

98. 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.

99. 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.

100. 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.

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

102. 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 Seventh day of August, One thousand Eight hundred and Ninety-five.

HENRY BOIS.
W. MOIR.
H. G. BOIS.
V. A. JULIUS.
W. BRIDGEMAN KINGSBURY.
E. M. SHATTOCK.
PERCY BOIS.

Witness to the above signatures:

F. LIESCHING, Proctor, Supreme Court, Colombo.

Ceylon Government Railways.—Comparative Statement of Traffic for the Week ended July 28, 1895.

Earnings from	Seven Days ended July 30, 1893.			Seven Days ended July 28, 1894.			Seven Days ended July 28, 1895.			Increase—1895 over 1894.			Decrease—1895 below 1894.		
	No.	Rs.	c.	No.	Rs.	c.	No.	Rs.	c.	No.	Rs.	c.	No.	Rs.	c.
Passengers, Ordinary	70,229	26,770	63	79,434	31,089	84	90,516	34,136	59	11,082	3,047	25	—	—	—
Coolies	925	735	56	1,938	1,250	7	2,878	1,761	3	940	510	96	—	—	—
Season Tickets	6	19	0	—	—	—	—	—	—	—	—	—	—	—	—
Total Passengers	71,160	27,525	19	81,372	32,339	41	93,394	35,897	62	12,022	3,558	21	—	—	—
Parcels	4,645	1,236	77	5,662	1,576	21	6,692	1,609	82	1,030	32	91	—	—	—
Horses	45	301	64	45	359	93	44	350	2	—	—	—	1	9	91
Carriages	9	60	78	14	321	48	10	159	7	—	—	—	4	162	41
Dogs	66	49	50	88	74	25	74	55	25	—	—	—	14	19	0
Other small Animals	19	12	82	17	13	69	8	8	77	—	—	—	9	4	92
Neat Cattle	—	—	—	2	13	6	—	—	—	—	—	—	2	13	5
Mails	—	880	53	—	920	53	—	710	20	—	—	—	—	210	33
Miscellaneous Coaching	—	6	39	—	25	39	—	41	92	—	—	—	—	—	—
Bicycles, &c.	—	—	—	—	—	—	15	11	1	15	11	1	—	—	—
Goods (Tons)	6,196	52,994	32	7,015	64,341	85	7,816	70,247	69	801	5,905	84	—	—	—
Miscellaneous Goods	—	129	56	—	56	15	—	132	44	—	—	—	—	—	—
Live Stock	290	163	75	584	323	28	500	164	25	—	—	—	84	159	3
General Miscellaneous	—	354	47	—	814	13	—	1,154	9	—	—	—	—	—	—
Total for the Week	—	83,715	72	—	101,180	6	—	110,542	15	—	9,362	9	—	—	—
Forward from previous Return	—	2724529	38	—	3035688	7	—	3481326	54	—	445,638	47	—	—	—
Total from Jan. 1 to July 28	—	2808245	10	—	3136868	13	—	3591868	69	—	455,000	56	—	—	—
Total corresponding period of previous Year	—	2751059	96	—	2808245	10	—	3136868	13	—	—	—	—	—	—
Increase compared with previous Year	—	57185	14	—	328623	3	—	455,000	56	—	—	—	—	—	—
Traffic Train Mileage this Week	17,868	—	—	20,851	—	—	21,978	—	—	1,127	—	—	—	—	—
Forward from last Return	482,129	—	—	552,466	—	—	626,266	—	—	73,800	—	—	—	—	—
Total from Jan. 1 to July 28	499,997	—	—	573,317	—	—	648,244	—	—	74,927	—	—	—	—	—
Corresponding period of previous Year	436,004	—	—	499,997	—	—	573,317	—	—	—	—	—	—	—	—
Increase compared with previous Year	63,993	—	—	73,320	—	—	74,927	—	—	—	—	—	—	—	—
Decrease do. do.	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—

Particulars of Goods Conveyed.	Seven days ended July 28, 1895.				January 1 to July 28, 1895.				January 1 to July 28, 1894.				Increase in 1895.				Decrease in 1895.			
	Tons	cwt.	qr.	lb.	Tons	cwt.	qr.	lb.	Tons	cwt.	qr.	lb.	Tons	cwt.	qr.	lb.	Tons	cwt.	qr.	lb.
First class Goods	7	16	3	10	227	19	1	11	176	12	1	1	51	7	0	10	—	—	—	—
Second class Goods	94	5	2	6	4,388	0	1	24	4,016	16	2	19	371	3	3	5	—	—	—	—
Rice	1,582	3	0	15	50,093	12	3	25	46,348	3	2	4	3,745	9	1	21	—	—	—	—
Tea	689	3	2	10	29,506	3	3	19	25,767	13	0	6	3,738	5	3	13	—	—	—	—
Tea leaf	20	2	0	19	763	14	3	16	447	3	1	11	316	11	2	5	—	—	—	—
Arrack	41	2	3	11	1,065	3	3	18	892	11	3	24	172	11	3	22	—	—	—	—
Salt	48	9	1	15	2,006	9	3	15	2,069	16	1	13	—	—	—	—	63	6	1	26
Cinnamon	4	4	2	24	92	4	0	6	141	14	1	15	—	—	—	—	49	10	1	9
Cacao	21	2	1	14	1,045	8	1	12	680	5	1	16	365	2	3	24	—	—	—	—
Cardamoms	1	11	0	9	102	11	0	17	91	0	2	27	11	10	1	18	—	—	—	—
Tobacco	8	13	0	20	449	2	3	16	334	13	3	6	114	9	0	10	—	—	—	—
Beer, 3rd class	1	5	2	7	74	2	2	10	129	5	2	3	—	—	—	—	55	2	3	21
Tea Lead and Shooks, 3rd class	24	19	3	23	305	8	1	18	251	12	2	16	53	15	3	2	—	—	—	—
Manure, 3rd class	0	7	3	7	22	19	0	6	35	15	2	9	—	—	—	—	12	16	2	3
Plumbago, 3rd class	0	7	3	10	21	17	0	2	29	6	3	24	—	—	—	—	7	9	3	22
Other 3rd class Goods	772	6	3	18	19,290	15	3	16	16,701	13	1	21	2,589	2	1	23	—	—	—	—
Other 4th class Goods	205	12	1	4	7,555	16	1	6	7,442	19	0	23	112	17	0	11	—	—	—	—
Other 5th class Goods	165	9	0	19	3,989	3	0	21	3,694	17	2	20	294	5	2	1	—	—	—	—
Cinchona	—	—	—	—	151	0	0	2	521	13	0	13	—	—	—	—	370	13	0	11
Coffee	70	9	0	19	3,412	14	0	3	1,424	13	2	3	1,988	0	2	0	—	—	—	—
Cotton	7	12	2	8	143	15	0	22	79	13	1	5	63	16	3	17	—	—	—	—
Cocoanuts	86	9	2	17	2,667	17	2	20	2,049	17	2	7	618	0	0	13	—	—	—	—
Cocoonut Oil	44	15	3	5	941	9	0	9	865	9	2	9	75	19	2	0	—	—	—	—
Copperah	122	0	3	11	1,492	12	3	20	1,563	15	2	3	—	—	—	—	71	2	2	11
Poonac	92	8	2	27	3,149	2	2	4	3,268	15	0	23	—	—	—	—	119	12	2	19
Kerosine Oil	21	10	1	24	789	16	1	18	745	14	1	10	44	2	0	8	—	—	—	—
Staves	1	16	0	7	226	5	2	11	190	10	0	1	35	15	2	10	—	—	—	—
Timber, wrought	28	14	1	6	619	7	2	20	603	8	1	3	15	19	1	17	—	—	—	—
Timber at 5th class	6	10	0	0	878	16	0	16	602	7	0	19	276	8	3	25	—	—	—	—
Timber at 6th class	—	—	—	—	33	3	0	7	4	2	0	0	29	1	0	7	—	—	—	—
Tea Lead and Shooks, 6th class	120	11	3	7	6,055	1	2	27	5,451	12	3	18	603	8	3	9	—	—	—	—
Manure, 6th class	155	19	3	27	3,736	10	2	20	2,507	7	2	5	1,279	3	0	15	—	—	—	—
Plumbago, 6th class	302	13	0	8	6,060	6	0	0	6,338	8	1	10	—	—	—	—	278	2	1	10
Beer, 6th class	—	—	—	—	—	—	—	—	13	2	3	0	—	—	—	—	13	2	3	0
Staves, 6th class	—	—	—	—	5	9	0	21	13	4	1	7	—	—	—	—	7	15	0	14
Bulky Articles and Road Metal	59	19	0	0	116	7	0	0	734	11	2	8	—	—	—	—	618	4	2	8
Other 6th class Goods	70	17	2	26	2,908	5	1	12	3,982	13	1	21	—	—	—	—	1,074	8	0	9
Railway Material	694	11	0	12	13,069	10	2	13	13,634	7	1	13	4,435	3	1	0	—	—	—	—
Public Works Material	—	—	—	—	—	—	—	—	1,932	9	0	0	—	—	—	—	1,932	9	0	0
Prison Department Material	—	—	—	—	—	—	—	—	1,173	14	0	0	—	—	—	—	1,173	14	0	0
Breakwater Material	2,240	4	0	0	57,618	19	0	0	9,199	17	0	0	48,419	2	0	0	—	—	—	—
Contractor's Material	—	—	—	—	—	—	—	—	1,028	19	0	0	—	—	—	—	1,028	19	0	0
Chief Resdt. Eng., Railway Ex.	—	—	—	—	6	10	0	0	—	—	—	—	6	10	0	0	—	—	—	—
Engineer, Ways and Works	—	—	—	—	171	17	0	0	—	—	—	—	171	17	0	0	—	—	—	—
Total	7,816	8	2																	

Total Quantities of the following Articles Exported from the Ports of Colombo and Galle during the under-mentioned periods.

Vessels	Date of Departure	For what Port.	Plantation Coffee.	Native Coffee.	Tea.	(Same.)	Trunk Cinnamon.	Branch Cinnamon.	Cinchona Chips.	Cocoanuts.	Copperah.	Cocconut Oil.	Cocconut Poena.	Cinnamon.	Cinnamon Oil.	Citronella Oil.	Gardamoms.	Rbony.	Plumbago.	Colr Hope.	Colr Junk.	Colr Yarn.	Colr Fibre.	Sapan-wood.	Orehilla.	Kivool Fibre.	Deer Horns.		
COLOMBO.																													
ss. Parnassus	9/8	Odessa ...			32896																								
ss. Chrysolanthus	9/8	London ...			32814																								
ss. Parnassus	12/8	Kobe ...			7095									3100						402									
ss. Parnassus	12/8	Mauritius ...	13	348	17472																	71	18						
ss. Parnassus	12/8	London ...			177482	64																	1071						
ss. Parnassus	12/8	do.			89288																								
ss. Parnassus	12/8	Australia ...			157448																								
ss. Parnassus	12/8	Calcutta ...	10		6000																								
ss. Parnassus	13/8	London ...			189705																								
ss. Parnassus	13/8	Marseilles ...		447																									
ss. Parnassus	13/8	New York..								172050		6670										127						16	
ss. Parnassus	13/8	London ...	356		190469	32						7991																	
ss. Parnassus	13/8	do.	154		42086																								
ss. Parnassus	13/8	do.			53339																								
ss. Parnassus	13/8	Bombay ..			710						600																		
ss. Parnassus	13/8	do.			100																								
GALLE.																													
ss. Rajapootana ...	11/8	Bombay ...																											

Importation of Rice from Indian Ports during the above-mentioned periods.

TO COLOMBO:—		TO GALLE:—	
From Calcutta ...	Bags 37,978	From Calcutta ...	Bags 5,556
Southern India ...	7,982	Southern India ...	1,171
Total ...	Bags 45,910	Total ...	Bags 6,727

H. P. BAUMGARTNER,
for Principal Collector.

Customs Colombo, August 15, 1895.

THE under-mentioned packages having been left in the Queen's Warehouse beyond the time allowed by law, notice is hereby given that unless the same be immediately cleared or bonded, they will be sold by public auction on September 28, 1895, at noon :—

Date of Landing.	Vessel.	Marks.	Number and Description of Packages.
1895.			
January 11 ...	ss. Lawada ...	EGJ ...	7 cases liqueurs
Do. ...	ss. Nizam ...	No mark ...	1 bag poonac
February 12 ...	do. ...	SKRA ...	1 bag rice
Customs, Galle, August 15, 1895.			J. O'K MURTY, for Collector.

NOTICES TO MARINERS.

HIS EXCELLENCY THE GOVERNOR has been pleased to direct that the following Notices to Mariners be published for general information.

By His Excellency's command,

E. NOEL WALKER,
Colonial Secretary.

Colonial Secretary's Office,
Colombo, August 22, 1895.

BENGAL.—No. 134.

Bay of Bengal—Chittagong Coast—Depth of Water in certain River Channels.

The Port Officer, Chittagong, has given notice that the following depth of water was found in the river channels by soundings taken on July 23 and reduced to zero :—

	ft.	in.
Outer bar :—Middle Patunga black buoy on with Upper Patunga black buoy...	12	0
Track No. II. Inner bar :—		
Leading tree on disc ...	10	0
The disc on barrels ...	8	3
Track No. III.—Tripod on cross ...	15	0
Track No. IV.—Triangle on leading tree ...	18	0
Guptakhali crossing :—		
Old marks ...	15	0
Barrels on tripod ...	15	0
Centre ...	15	6

Caution is necessary, as sands are moving. The Inner bar No. II. seems in a very unsettled state, and depth may vary from day to day.

H. A. STREET, Comdr., R.I.M.,
Acting Port Officer of Calcutta.

Calcutta, July 29, 1895.

BENGAL.—No. 135.

Australia—East Coast—Moreton Bay.—Alterations in Buoyage of North Channel.

The British Admiralty has given notice (No. 361 of 1895) that a new buoy, painted black and marked N. 7, has been moored in a depth of 6 fathoms on the western edge of Venus bank, with Comboyuro lighthouse bearing S. by E. $\frac{1}{2}$ E., distant nearly $2\frac{1}{10}$ miles ; and Cape Moreton lighthouse E. $\frac{1}{2}$ S.

Approximate position : lat $27^{\circ} 1' 10''$ S., long. $153^{\circ} 22' 0''$ E.

Also, that the black buoy marking the southern end of East bank has been moved three-quarters of a cable to the westward of its former position.

Variation 9° Easterly in 1895.

H. A. STREET, Commander, R.I.M.,
Acting Port Officer of Calcutta.

Calcutta, August 2, 1895.

BENGAL.—No. 140.

Bay of Bengal—Lat. $19^{\circ} 07' N.$, Long. $89^{\circ} 36' E.$ —Position of a Water-logged Vessel.

The Master of the ss. Chelydra reports having passed at 6.30 A.M. of August 3, in lat. $19^{\circ} 07' N.$, long. $89^{\circ} 36' E.$, a water-logged vessel, apparently a brig, about 100 ft. long, with deck awash ; bulwarks gone fore and aft ; hatches off, and holds full of water ; two lower masts gone by the board and lying alongside attached to rigging. Mariners are warned.

H. A. STREET, Commander, R.I.M.,
Acting Port Officer of Calcutta.

Calcutta, August 5, 1895.