



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 V.—Municipal, Local, and Miscellaneous.

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MUNICIPAL COUNCIL NOTICES.

NOTICE is hereby given that the under-mentioned property seized in virtue of a warrant issued by the Chairman of the Municipal Council of Colombo, in terms of the 149th clause of the Ordinance No. 7 of 1887, for arrears of consolidated rate due on the premises and for the period mentioned in the annexed schedule, will be sold by public auction at this office at the time therein mentioned, unless in the meantime the amount of the consolidated rate and costs be duly paid.

Municipal Office,
Colombo, June 7, 1897.

R. R. DUNUWILLE,
Secretary.

SCHEDULE.

Time of Sale :—Wednesday, the 16th instant, at 2 P.M.

No. 90, Messenger street, 4th quarter, 1896: 1 couch.

No. 218, Mutwal street, 4th quarter, 1894: 1 round table.

ROAD COMMITTEE NOTICES.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant the under-mentioned sum for the under-mentioned service, the Provincial Road Committee, acting under the provisions of "The Branch Roads Ordinance, 1896," will on Thursday, June 17, 1897, at 2 o'clock P.M.; at their office in Kandy, proceed to assess the under-mentioned estates to make up the private contributions:—

Renewing the 30 ft. iron lattice girder bridge on the 12th mile.

DOTALE ROAD (between Wattegama near Railway Bridge and Elkadua).

Government moiety	...	Rs. 1,405
Private contributions	...	Rs. 1,405
4th to 7th section, 4 miles.		
Proprietors or Agents.	Estates.	Acreage.
Colombo Commercial Co., Ltd. (J. G. Wardrop)	Hunasgiriya	... 1,250
4th to 9th section, 6.25 miles.		
Bosanquet & Co.	Algoollenna, Hapuwedde, Kitulgalla, Dotalegalla, Elkadua	1,774
Fred. & Frank Hadden	Wegalla, Halgalla, and Hunugalla	... 958
W. H. Aitken	Mahatenna	... 250
Jas. H. Hadden (A. M. Hurst)	Galgawatta	... 247
W. H. Aitken	Wattegoda	... 244

And at the same time and place the Committee will take evidence, if necessary, and receive and consider objections and suggestions.

F. BOWES,
for Chairman.

Provincial Road Committee's Office,
Kandy, May 26, 1897.

NOTICE is hereby given that an application having been made to the Provincial Road Committee that the provisions of the "Branch Roads Ordinance, 1896," be extended to the District of Uda Pussellawa for the construction therein of a cart road, starting from the existing Kandapolla-St. Margaret's road, for a distance of about 8 miles, to the Kirklees estate factory, the Provincial Road Committee will on Thursday, June 17, 1897, at 2 o'clock P.M., at their office in Kandy, proceed to define the limits of the district the estates in which will, if the proposal for the construction of the said road be assented to by the proprietors of two-thirds of the acreage in the said district, be assessed for the construction and maintenance of the said road. And it is further notified that it is proposed to include the following among other estates in the district to be assessed:—

Proprietors, Agents, or Representatives.	Estates.	Acreage.
Standard Tea Co. of Ceylon, Ltd. (Geo. Steuart & Co.)	Tulloes	... 419
Lanka Plantation Co., Ltd. (J. M. Robertson & Co.)	Rappahannock	474
Estates Co. of Uva, Ltd. (Whittall & Co.)	Gampaha	... 866
F. J. Whittall and Preston	Luckyland	... 88
John Paterson	Allagolla	... 332
Kirklees Estate Co., Ltd. (Whittall & Co.)	Kirklees	... 717
S. Green & M. Freeman (J. P. Green, Agent, Colombo)	Beckington	... 344

And at the same time and place the Committee will take evidence, if necessary, and receive and consider objections and suggestions.

F. BOWES,
for Chairman.

Provincial Road Committee's Office,
Kandy, May 24, 1897.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant the under-mentioned sum for the under-mentioned service, the Provincial Road Committee, acting under the provisions of "The Branch Roads Ordinance, 1896," will on Thursday, June 17, 1897, at 2 o'clock P.M., at their office in Kandy, proceed to assess the under-mentioned estates to make up the private contributions.

Flood damages on PUNDALU-OYA ROAD (between Tavalantenna and Pundalu-oya).

Government moiety	...	Rs. 112.50
Private contributions	...	Rs. 112.50
1st to 4th section, 4 miles.		
Proprietors or Agents.	Estates.	Acreage.
W. P. Metcalfe	Rockside	... 250
Mrs. R. Brown	Meddetenna	... 100
Mackwood & Co.	Pallerakele	... 70
1st to 7th section, 7 miles.		
W. P. Metcalfe	Hurimarua, Rolleston	... 100
W. P. Metcalfe	Choisy	... 365
R. E. Prance & J. R. Hughes (Mackwood & Co.)	Wevehena	... 140
1st to 8th section, 8 miles.		
J. P. Green & Co.	Eton	... 233
1st to 10th section, 9½ miles.		
Bosanquet & Co.	Pundalu-oya North and Mausawa	... 847
Geo. Steuart & Co.	Dunsinane	... 1,787
J. M. Robertson & Co.	Pundalu-oya South	791
A. S. Reeves (J. M. R. & Co.)	Sheen	... 873
The Heirs of R. B. Downall (W. Harman)		
J. P. Green & Co.	Harrow	... 260
The Heirs of R. B. Downall (W. Harman)	Fernlands	... 271
Cumberbatch & Co.	Kallu-oya	... 253
	Kaipugalla	... 410

And at the same time and place the Committee will take evidence, if necessary, and receive and consider objections and suggestions.

F. BOWES,
for Chairman.

Provincial Road Committee's Office,
Kandy, May 26, 1897.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant a sum of Rs. 3,500 for the maintenance of the Kandopla-Uda Pussellawa road for 1897, the Provincial Road Committee, acting under the provisions of "The Branch Roads Ordinance, 1896," will on Thursday, June 17, 1897, at 2 o'clock P.M., at their office in Kandy, proceed to assess the under-mentioned estates to make up the private contributions:—

KANDAPOLA-UDA PUSSELLAWA ROAD (Between Kandapola and St. Margaret's).		
Government moiety	...	Rs. 3,500
Private contributions	...	Rs. 3,500
Proprietors or Agents.	Estates.	Acreage.
1st section, 1 mile.		
Leechman & Co.	Kenmare	... 167
Do.	Dovedale	... 30
1st to 2nd section, 2 miles.		
Leechman & Co.	The Park	... 237
1st to 4th section, 4 miles.		
W. Megginson	St. John's	... 274
Finlay, Muir & Co.	Dukenfield	... 284
Cumberbatch & Co.	Brookside	... 280
1st to 6th section, 6 miles.		
Oriental Estates Company, Limited	Glen Devon	... 482
T. C. Owen	Mahakudagalla	... 304

Proprietors or Agents.	Estates.	Acreage.
1st to 8th section, 8 miles.		
Standard Tea Company ...	Conygar ...	176
Do. ...	Eskdale ...	238
Do. ...	Liddesdale ...	810
Do. ...	St. Leonard's ...	725
1st to 9th section, 9 miles.		
P. L. Muttu Carpen Chetty ...	Kadawatta ...	126
The Galaha Ceylon Tea and Agency Company, Limited ...	Ragalla ...	999
Bois Brothers & Co. ...	Stafford ...	157
Chas. Strachan & Co. ...	Halgran-oya ...	392
1st to 10th section, 10 miles.		
P. L. Muttu Carpen Chetty ...	Mousa No. 2 ...	125
1st to 12th section, 12 miles.		
Standard Tea Company ...	Gordon ...	378
Oriental Estates Company, Limited ...	Delmar ...	1,322
1st to 13th section, 13 miles.		
North C. Davidson ...	Amherst and Stock-hill ...	426
Do. ...	Gracelyn ...	137
1st to 14th section, 14 miles.		
J. Anstruther and C. Bagot ...	Waldemar ...	517
Do. ...	Gomalie ...	190
Do. ...	Dalton ...	156
K. M. J. Fernando ...	Haputalewatta ...	50
1st to 15th section, 16 miles.		
J. Paterson ...	Allagalla ...	331
Whittall & Co. ...	Gampaha ...	869
Do. ...	Kirklees ...	717
J. P. Green & Co. ...	Beckington ...	25
Colombo Commercial Company, Limited ...	Galaboda ...	180
Cumberbatch & Co. ...	Alnwick ...	938
Leechman & Co. ...	St. Margaret's and Mousa No. 1 ...	343
Standard Tea Company ...	Tulloes ...	419
Lanka Company, Limited ...	Rappahannock ...	471
F. J. Whittall and Preston ...	Preston's land ...	88

And at the same time and place the Committee will take evidence, if necessary, and receive and consider objections and suggestions.

F. BOWES,
for Chairman.

Provincial Road Committee's Office,
Kandy, June 1, 1897.

NOTICE is hereby given under section 6 of Ordinance No. 14 of 1896, that the Provincial Road Committee for the Province of Sabaragamuwa will on Monday, June 14, 1897, at 2 o'clock p.m., at their office at Ratnapura, proceed to alter and vary the limits of the district including the estates to be assessed on account of the branch road from Ellearawa to Kotiyagala gap, and that the Committee will at the same time and place hear objections.

It is proposed that the amended district shall consist of the following estates:—

Proprietors or Agents.	Estates.	Acreage.
A. G. Layard ...	Detanagala ...	425
C. P. Layard and V. A. Julius ...	Rowley ...	645
Trustees of H. W. Guy ...	Ferndale ...	579
A. G. Layard ...	Marakuna ...	511
H. N. Worship ...	Morahela ...	382
E. M. Leaf ...	Walawe ...	900
M. Abraham Perera ...	Hituwalenatenna ...	367
Total ...		3,809

H. L. MOYSEY,
Chairman.

Provincial Road Committee's Office,
Ratnapura, May 29, 1897.

Dehiowita-Algoda Road Upkeep for 1897.

THE acreage appearing in the notice dated at Ratnapura, May 1, 1897, which appeared in the *Government Gazette* of May 7, being inaccurate, notice is hereby given that the following figures are to be substituted for those appearing in the said notice:—

Total acreage, 5,212—Moiety of cost, Rs. 250—
Rate per acre, Re. 04796.

Estates.	Acreage.	Assessment.
		Rs. c.
Densworth ...	537	25 75
Pambegama ...	938	45 0
Ernan and Glassel ...	931	44 66
Nahalma ...	692	33 20
Woodend and Rangegama ...	513	24 60
Maldeniya ...	369	17 70
Yogama ...	1,232	59 9
Total ...	5,212	250 0

E. B. ALEXANDER,
for Chairman.

Provincial Road Committee's Office,
Ratnapura, May 31, 1897.

Re-building Bridge on Dehiowita-Algoda Road.

THE acreage appearing in the notice dated at Ratnapura, May 1, 1897, which appeared in the *Government Gazette* of May 7, being inaccurate, notice is hereby given that the following figures are to be substituted for those appearing in the said notice:—

Total acreage, 5,212—Moiety of cost, Rs. 1,743—
Rate per acre, Re. 33442.

Estates.	Acreage.	Assessment.
		Rs. c.
Densworth ...	537	179 58
Pambegama ...	938	313 69
Ernan and Glassel ...	931	311 35
Nahalma ...	692	231 42
Woodend and Rangegama ...	513	171 56
Maldeniya ...	369	123 40
Yogama ...	1,232	412 0
Total ...	5,212	1,743 0

E. B. ALEXANDER,
for Chairman.

Provincial Road Committee's Office,
Ratnapura, May 31, 1897.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant the under mentioned sum for the construction of the under-mentioned road, the Provincial Road Committee of Sabaragamuwa, acting under the provisions of section 19 of "The Branch Roads Ordinance, No. 14 of 1896," have assessed the proportion due by each estate in the district interested in the construction of the said road, as follows:—

GLENELLA-HAVILLAND ROAD.

Government moiety ... Rs. 39,936
Private contributions ... Rs. 39,937

1st and 2nd section.

Acreage, 3,190—Moiety of cost, Rs. 10,413.
Rate, Rs. 3-26426—Total rate, Rs. 3-26426—

Proprietors or Agents.	Estates.	Acreage.	Assessment.
			Rs. c.
Gangwarily Company, Limited ...	Glenella	239	780 20

E 1*

1st to 4th section.

Acreage, 2,951—Moiety of cost, Rs. 10,663.08
Rate, Rs. 3.61335—Total rate, Rs. 6.87761.

Proprietors or Agents.	Estates.	Acreage.	Rs.	c.	Assessment.
R. Fraser for George					
Stuart and Company	Waharaka	... 486	...	3,342	56

1st to 8th section.

Acreage, 2,465—Moiety of cost, Rs. 18,860.54—
Rate, Rs. 7.65133—Total rate, Rs. 14.52894.

Gangwarily	Estates				
Company, Limited	Havilland	... 517	...	7,511	60
Donald Reid	... Dedugalla	... 382	...	5,550	10
H. Whitham	... Maskal-oya	... 120	...	1,743	50
Gangwarily	Estates				
Company, Limited	Gangwarily	... 423	...	6,145	80

Proprietors or Agents.	Estates.	Acreage.	Rs.	c.	Assessment.
W. Lumsdon Strachan	Kelvin	... 944	...	13,715	40
J. Drummond	... Oonankanda	... 79	...	1,147	84
					39,937 0

Which sums the proprietors, managers, or agents of the several estates are hereby required to pay into the Colonial Treasury, Colombo, on or before the 12th day of July, 1897, and the proprietors, managers, or agents of the several estates are hereby informed that a further assessment will be made for compensation.

H. L. MOYSEY,
Chairman.

Provincial Road Committee's Office,
Ratnapura, June 9, 1897.

UNOFFICIAL ANNOUNCEMENTS.

Udugama Tea and Timber Company, Limited.

NOTICE is hereby given that an Extraordinary General Meeting of this Company will be held at the registered office of the Company, No. 20, Baillie street, Fort, Colombo, on June 23, 1897, at 3.30 P.M., for the purpose of confirming the following resolution, passed at an Extraordinary General Meeting held on June 7, 1897:—

That the capital of the Company be increased from four hundred thousand rupees (Rs. 400,000) to five hundred thousand rupees Rs. (500,000) by the creation of 2,000 new shares of Rs. 50 each, to be called "preference shares," entitling the holders thereof to a preferential cumulative dividend of 8 per cent. per annum, and in addition thereto in any year, where the net profits of the Company after payment of debenture interest and after writing off such amount as the Directors of the Company think proper for depreciation, exceed the amount payable as 8 per cent. dividend upon the "preference shares" that have been issued, one-third of such excess if all the 2,000 "preference shares" have been issued, or if all have not been issued, a portion of such one-third proportionate to the proportion that shall at the time have been issued of such 2,000 shares; and further entitling such preference holders, in the event of the Company being wound up, to be paid the amount of their preference shares in full before any payment is made to the ordinary Shareholders.

The original Shareholders in the Company to have priority of right to take up the preference shares *pro rata* to the number of shares held by each Shareholder.

By order of the Directors,
MACKWOOD & Co.,
Secretaries.

Colombo, June 8, 1897.

THE General Meeting of the Shareholders of the Ceylon Cinchona Association, Limited (in Liquidation), advertised as to be held at Messrs. Lee, Hedges & Co's Office, No. 1, Baillie street, Colombo, on June 30, at 12 o'clock noon, will now be held on July 13.

Business.

To receive and consider and pass the Liquidator's accounts completing the liquidation.

For the Ceylon Cinchona Association,
Limited in (Liquidation),
THOMAS NORTH CHRISTIE,
Liquidator.

SIX weeks hence I, Alfred Frederick Herat, of Kegalla, shall apply to the Hon. the Judges of the Supreme Court of the Island of Ceylon to be admitted and enrolled a Proctor of the District Court of Kegalla.

No. 106, Hulftsdorp,
June 8, 1897.

ALFRED F. HERAT.

SIX weeks hence I, Joseph Solomon Abeyundara Wirasinha, of Matara, at present of No. 106, Hulftsdorp, Colombo, shall apply to the Hon. the Judges of the Supreme Court of the Island of Ceylon to be admitted and enrolled a Proctor of the District Court of Matara.

J. S. WIRASINHA.

No. 106, Hulftsdorp,
June 9, 1897.

SIX weeks hence I shall apply to the Hon. the Judges of the Supreme Court of the Island of Ceylon to be admitted and enrolled a Proctor of the said Court.

HENRY E. WIJETUNGE.

Negombo, June 4, 1897.

SIX weeks hence I, Donald Nicholas Ira Gould, shall apply to the Hon. the Judges of the Supreme Court of the Island of Ceylon to be admitted and enrolled a Proctor of the District Court of Kandy.

D. N. I. GOULD.

Colombo, June 9, 1897.

SIX weeks hence I shall apply to the Judges of the Hon. the Supreme Court of the Island of Ceylon to be admitted and enrolled a Proctor of the District Court of Puttalam.

ADAM MUTTUKUMARA.

35, New Chetty street,
Colombo, June 9, 1897.

SIX weeks hence I, John Simon Edmund de Livera, shall apply to the Hon. the Judges of the Supreme Court of the Island of Ceylon to be admitted and enrolled a Proctor of the District Court of Colombo.

J. S. EDM. DE LIVERA.

1, Hill street,
Colombo, June 10, 1897.

I, THE undersigned, Akuratiye Vitanage Carolis Appoo, of Galle, will from and after the 15th instant sign and be known as Don Carolis Abeyewardhane.

A. CAROLIS APPOO.

Galle, June 2, 1897.

MEMORANDUM OF ASSOCIATION OF "SILVAS, LIMITED."

1. *The name of the Company is "Silvas, Limited."*
2. *The registered office of the Company is to be established in Galle.*
3. *The objects for which the Company is established are—*
 - (a) *To purchase and acquire from Messrs. Silva & Company the business, including the goodwill, stock-in-trade, fittings, implements, and appliances now in the possession of the said Company, together with the goods that may arrive in execution of orders given by or for the Company; also all cases, agreements, and engagements held by or for the said Company, and all debts due to the said Company.*
 - (b) *To carry on the business of the said Silva & Company, namely, importers of and dealers in perfumery, soaps, toilet requisites, oilmanstores, watches, clocks, lamps, platedware, boots, shoes, haberdashery, hats, chinaware, earthenware, glassware, cloth, and generally all descriptions of fancy and general goods and any other goods which the Company may consider desirable to import or deal in, and to enlarge and extend the said business when and as the Directors of the Company may see fit, and to add to it any other departments which the Directors may consider desirable.*
 - (c) *To purchase, acquire, enlarge, extend, and carry on any other business or concern which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.*
 - (d) *To establish in Ceylon branch establishments and agencies for carrying on or developing the business of the Company or any part thereof.*
 - (e) *To purchase, rent, or lease any building, and to alter, adapt, or improve, as their business may seem to the Company to require, any such building so acquired or leased.*
 - (f) *To raise money for all or any of the purposes of the Company in such manner as the Company may think fit, and in particular upon mortgage of any property of the Company, or upon bonds, bills, notes, or other security of the Company.*
 - (g) *To make, accept, endorse, and execute promissory notes and bills of exchange and other negotiable instruments.*
 - (h) *To sell, exchange, improve, manage, develop, lease, underlease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.*
 - (i) *To do any of the foregoing things, and generally to carry on any business or effectuate any object of the Company.*
 - (j) *To do all such other things as may be necessary, incidental, conducive, or convenient to the attainment of the above objects or any of them.*
4. *The liability of the Shareholders is limited.*
5. *The capital of the Company is Thirty thousand Rupees (Rs. 30,000), divided into three hundred shares of One hundred Rupees (Rs. 100) 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.

Names and Addresses of Subscribers.	Number of Shares taken by each Subscriber.
D. L. JAYAWICKRAMA, Galle	Five
D. S. J. GOONASEKERE, Galle	Five
T. WEERASOORIYA, Galle	Five
P. A. SILVA, Galle	Five
A. WIJAYASURIYA, Galle	Five
D. W. P. GOONEWARDENA, Dalawella	Five
O. H. WIJEYSOORIYA, Dodanduwa	Five

Witness to the above signatures :

J. D. S. ABEYRATNA, Proctor, Galle.

Dated this 28th day of May, 1897.

ARTICLES OF ASSOCIATION OF "SILVAS, LIMITED."

It is agreed as follows :—

1. *Table C not to apply; Company to be governed by these Articles.*—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.

2. *Power to alter the Regulations.*—The Company may, by special resolution, alter and make provisions instead of or in addition to any of the regulations of the Company whether contained and comprised in these Articles or not.

INTERPRETATION.

3. *Interpretation Clause.*—In the interpretation of these presents the following words and expressions shall have the following meanings, unless such meanings be inconsistent with, or repugnant to, the subject or context, namely :—

Company.—The word "company" mean Silvas, Limited, incorporated or established by or under the Memorandum of Association to which these articles are attached.

The Ordinance.—The "Ordinance" means and includes "The Joint Stock Companies' Ordinance, 1861," and every other Ordinance from time to time in force concerning Joint Stock Companies which may apply to the Company.

These Presents.—"These presents" means and includes the Memorandum of Association of the Company from time to time in force.

Capital.—"Capital" means the capital for the time being raised or authorized to be raised for the purposes of the Company.

Shareholders.—"Shareholders" means Shareholders of the Company.

Shares.—"Shares" means the shares from time to time into which the capital of the Company may be divided.

Presence or Present.—"Presence or present" at a meeting means presence or present personally or by proxy.

Directors.—"Directors" means the Directors for the time being of the Company or (as the case may be) the Directors assembled at a board.

Board.—"Board" means a meeting of the Directors or Directors assembled at a board meeting, acting through at least a quorum of their body in the exercise of authority duly given to them

Persons.—"Persons" means partnerships, associations, corporations, companies, unincorporated or incorporated by Ordinance and registration, as well as individuals.

Office.—"Office" means the registered office for the time being of the Company

Seal.—"Seal" means the common seal for the time being of the Company.

Month.—"Month" means a calendar month.

Fortnight.—"Fortnight" means two weeks.

Writing.—"Writing" means printed matter or print as well as writing.

Singular and Plural Number.—Words importing the singular number only include the plural, and *vice versa*.

Masculine and Feminine Gender.—Words importing the masculine gender only include the feminine, and *vice versa*.

PRELIMINARY.

The Company shall forthwith purchase and acquire from Messrs. Silva & Company the business now carried on by them, and shall pay for the same the cost price of the stock-in-trade, furniture, and the amount of the book debts at the date of transfer to the Company (after allowing for bad and doubtful debts).

The Company shall forthwith enter into an agreement with Messrs. Silva & Company, that for a term of four years all goods and stock required for the business of the Company shall be indented for by, and bought through Messrs. Silva & Company, who shall be entitled to a commission of three per cent. on the total costs of such goods and stock as a remuneration for their services.

4. *Commencement of Business.*—The Company may proceed to carry on business and to employ and apply its capital soon after the registration of the Company as the Directors in their discretion shall think fit, and, notwithstanding that the whole of the shares shall not have been subscribed or applied for or allotted, they shall do so in the judgment of the Directors when a sufficient number of shares shall have been subscribed or applied for.

5. *Business to be carried on by the Directors.*—The business of the Company shall be carried on by or under the management or direction of the Directors, and subject only to the control of General Meetings in accordance with these presents.

CAPITAL.

6. *Increase or reduction of Capital.*—The Company in General Meeting may from time to time increase the capital by creation of new shares of such amount as may be deemed expedient, or may reduce the capital.

7. *New Shares.*—The new shares shall be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the General Meeting resolving on the creation thereof, or any other General Meeting of the Company shall direct; and if no direction be given, as the Directors shall determine, and in particular such shares may be issued with a preferential or qualified right to the dividends, and in the distribution of assets of the Company, and with a special or without any right to voting.

8. *How carried into effect.*—Subject to any direction to the contrary that may be given by the meeting that sanctions the increase of capital, all new shares shall be offered to the Shareholders in proportion to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the Shareholder is entitled, and limiting a time within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on the receipt of an intimation from the Shareholder to whom such notice is given that he declines to accept the shares offered, the same shall be disposed of in such manner as the Directors may determine.

9. *Same as Original Capital.*—New shares created shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payments, transfer, and transmission, forfeiture, surrender, and otherwise.

10. *Shares held by a Firm.*—Shares may be registered in the name of a firm, and any partner of the firm or agent duly authorized to sign the name of the firm shall be entitled to vote and to give proxies.

11. *One of Joint-holders other than a Firm may give receipts; the Joint-holders first named only entitled to vote.*—Any one of the joint-holders of a share other than a firm may give effectual receipts for any dividends payable in respect of such share, but the Shareholder whose name stands first on the register, and no other, shall be entitled to the right of voting and of giving proxies, and all other advantages conferred on a sole Shareholder.

12. *Survivor of Joint-holder other than a Firm only recognized.*—In case of the death of any one or more of the joint-holders of any shares, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to, or interest in, such shares.

13. *The Company not bound to recognize any Interest in Share other than that of registered Holder or of any Person under clause 26.*—The Company shall not be bound to recognize (even though having notice of) any contingent, future, partial, or equitable interest in the nature of a trust, or otherwise in any share, or any other right in respect of any share, except any absolute right thereto in the person from time to time registered as the holder thereof, and except also the right of any person under clause 26 to become a Shareholder in respect of any share.

14. *Certificates.*—The certificates of shares shall be issued under the seal of the Company, and signed by two Directors.

15. *How issued.*—Every Shareholder shall be entitled to one certificate for all the shares, or to several certificates, each for part of such shares. Every certificate shall certify the number of shares in respect of which it is issued.

16. *Renewal of Certificate.*—If any certificate be worn out or lost, it may be renewed or replaced after due advertisement by the owner in the *Gazette* and local papers, and on proof of the fact to the satisfaction of the Directors, and on payment to the Company twenty rupees for every new certificate.

17. *Certificate to be delivered to the first-named of Joint-holders not a Firm.*—The certificate of shares registered in the name of two or more persons, not a firm, shall be delivered to the person first named in the register.

TRANSFER OF SHARES.

18. *Transfer of Shares.*—Subject to the restriction of these Articles, any Shareholder may transfer all or any of his shares by instrument in writing.

19. *Transfer to Infant or Person of Unsound Mind.*—No transfer of shares shall be made to an infant or person of unsound mind.

20. *Register of Transfers.*—The Company shall keep a book or books to be called "The Register of Transfers," in which entry shall be made of every transfer or transmission of any share.

21. *Transfer declined.*—The Board may, at their own absolute and uncontrolled discretion, decline to register any transfer of shares by a Shareholder to person not approved by them.

22. *Not bound to state reason.*—In no case shall a Shareholder or proposed transferee be entitled to require the Directors to state the reason of their refusal to register, but their declination shall be absolute.

23. *Registration of Transfer.*—Every instrument of transfer must be left at the office of the Company to be registered, accompanied by such evidence as the Directors may reasonably require to prove the title of the transfer, and a fee of two rupees must be paid; and the Directors thereupon, subject to the powers vested in them in Articles 21 and 22, shall register the transferee as a Shareholder, and retain with the Directors the instrument of transfer.

The Directors may, by such means as they shall deem expedient, authorize the registration of transferee as Shareholder without the necessity of any meeting of the Directors for that purpose.

24. *Directors not bound to inquire as to validity of Transfer.*—In no case shall the Directors be bound to inquire into the validity, legal effect, or genuineness of any instrument of transfer produced by a person claiming as transferee of any share in accordance with these Articles; and whether they abstain from so inquiring, or do so inquire and are misled, the transferor shall have no claim whatsoever upon the Company in respect of the share, except for the dividends previously declared in respect thereof, but only, if at all, upon the transferee.

25. *Transfer Books when to be closed.*—The transfer books may be closed during the fourteen days immediately preceding each Ordinary Meeting, including the first General Meeting; also when a dividend is declared, for the three next days ensuing the meeting.

TRANSMISSION OF SHARES.

26. *Title to Shares of deceased Holder.*—The executors or administrators of a deceased Shareholder shall be the only persons recognized by the Company as having any title to the shares of such Shareholder.

27. *Registration of Persons entitled to Shares otherwise than by a Transfer.*—Any guardian of any infant Shareholder, or any committee of a lunatic Shareholder, or any person becoming entitled to shares in consequence of the death, bankruptcy, or liquidation of any Shareholder, or the marriage of any female Shareholder, or in any other way than by transfer shall, upon securing such evidence that he sustains the

character in respect of which he proposes to act under this clause or of his title, as the Company thinks sufficient, be forthwith entitled, subject to the provisions herein contained, to be registered as a Shareholder in respect of such shares, or may, subject to the regulations as to transfers hereinbefore contained, transfer the same to some other person.

28. *Failing such registration, Shares may be sold by the Company.*—If any person who shall become entitled to be registered in respect of any share shall not, from any cause whatever, within twelve calendar months after the event on the happening of which his title shall accrue, be registered in respect of such share, or if in the case of the death of any Shareholder no person shall within twelve calendar months after such death be registered as a Shareholder in respect of the shares of such deceased Shareholder, the Company may sell such shares, either by public auction or private contract, and give a receipt for the purchase money, and the purchaser shall be entitled to be registered in respect of such share, and shall not be bound to inquire whether the events have happened which entitled the Company to sell the same; and the net proceeds of such sale, after deducting all expenses and all moneys in respect of which the Company is entitled to, or lien on the shares so sold, shall be paid to the person entitled to.

SHARES, SURRENDER AND FORFEITURE.

29. *The Directors may accept surrender of Shares.*—The Directors may accept, in the name and for the benefit of the Company, and upon such terms and conditions as may be agreed, a surrender of the shares of Shareholders who may be desirous of retiring from the Company.

30. *Instalment on allotment be not paid notice to be given to Shareholder.*—If any Shareholder fails to pay instalment due on allotment on or before the day appointed for the payment of the same, the Directors may at any time thereafter, during such time as the instalment remains unpaid, serve a notice on such Shareholder, requiring him to pay the same.

Terms of Notice.—The notice shall name a day (not being less than a fortnight from the date of the notice) and a place at which such instalment is to be paid. The notice shall also state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the notice was issued will be liable to be forfeited.

In default of Payment Shares to be forfeited.—If the requisition of such notice as aforesaid be not complied with, every or any share or shares in respect of which such notice has been given may at any time thereafter be declared forfeited by a resolution of the Board to that effect.

31. *Surrendered or forfeited Shares to be the Property of the Company, and may be sold.*—Every share surrendered or so declared forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted, or otherwise disposed of upon such terms and in such manner as the Board shall think fit.

32. *Effect of surrender or forfeiture.*—The surrender or forfeiture of a share shall involve the extinction of all interest in, and also of all claims and demands against, the Company in respect of the share and the proceeds thereof.

33. *Certificate of surrender or forfeiture.*—A certificate in writing under the hands of two of the Directors that a share has been duly surrendered or forfeited, stating the time when it was surrendered or forfeited, shall be conclusive evidence of the facts therein stated as against all persons who would have been entitled to the share but for such surrender or forfeiture, and such certificate and the receipts of the Company for the price of such share shall constitute a good title to such share, and a certificate of proprietorship shall be delivered to any person who may purchase the same from the Company, and thereupon such purchaser shall be deemed to be the holder of such share.

34. *Borrowing Powers.*—To borrow on behalf of the Company any sum or sums of money that Directors may deem expedient, and to give as security for the money so borrowed mortgages or other securities, bonds, bills of exchanges, promissory notes, or such other securities they seem fit; provided the whole amount of money due in respect of loans at any one time does not exceed half the nominal capital of the Company.

MEETINGS.

35. *Ordinary General Meeting.*—An Ordinary General Meeting of the Company shall be held at least once a year after the incorporation and registration of the Company, and oftener whenever the Directors shall so determine.

The General Meeting shall take place as the Directors shall appoint, provided, nevertheless, that a General Meeting of the Company shall be held within six months after the date of the registration of the Company; but such General Meeting shall not (unless otherwise determined at such meeting) be considered to have been in lieu of that hereby appointed to be held in the first year after the incorporation of the Company.

36. *Extraordinary General Meeting.*—The Directors may, whenever they think fit, call an Extraordinary General Meeting, and the Directors shall do so upon a requisition made in writing by not less than one-eighth of the number of the Shareholders holding not less than one-eighth of the issued capital and entitled to vote.

37. *Requisition of Shareholders to state object of Meeting; on receipt of Requisition Directors to call Meeting, and in default Shareholders may do so.*—Any requisition so made shall express the object of the meeting proposed to be called, shall be addressed to the Directors, and shall be sent to the registered office of the Company. 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 they shall determine. If they do not proceed to convene the same within seven days from the delivery of the requisition, the requisitionists may themselves convene an Extraordinary General Meeting to be held at such place and at such time as the Shareholders convening the meeting may themselves fix.

38. *Seven days' notice of Meeting to be given.*—Seven days' notice at least of every General Meeting, Ordinary or Extraordinary, and by whomsoever convened, specifying the place, day, hour of meeting, and the objects and business of the meeting shall be given to the Shareholders entitled to be present at such meeting

in manner hereinafter mentioned, but an accidental omission to give such notice to any Shareholder shall not invalidate the proceedings at any General Meeting.

39. *Business requiring and not requiring notification.*—Every Ordinary General Meeting shall be competent without special notice having been given of the purposes for which it is convened, or the objects and business to be transacted thereat, to receive and discuss any report and any accounts presented thereto by the Directors, and to elect Auditors retiring in rotation, and to fix the remuneration of the Auditors, and shall also be competent to enter upon, discuss any business which has been specially mentioned in the notice upon which the meeting was convened.

40. *Notice of other business to be given.*—With the exceptions mentioned in the foregoing Articles as to the business which may be transacted at Ordinary General Meetings without notice, no General Meeting, Ordinary or Extraordinary, shall be competent to enter upon, discuss, and transact any business whatever, of which special mention shall not have been given in the notice upon which the meeting was convened.

41. *Quorum to be present.*—No business shall be transacted at any General Meeting, except the declaration of a dividend, recommended by a report of the Directors, or election of a Chairman, unless there shall be present in person at the commencement of the business seven or more Shareholders to vote.

42. *If Quorum not present Meeting to be dissolved or adjourned; adjourned Meeting to transact business.*—If on expiration of half an hour from the time appointed for the meeting the required number of Shareholders shall not be present at the meeting, the meeting if convened by or upon the requisition of Shareholders shall be dissolved, but 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 a quorum is not present those Shareholders who are present shall be a quorum and may transact the business for which the meeting was called.

43. *Chairman of Directors or a Director to be the Chairman of General Meeting; in case of their absence or refusal a Shareholder may act.*—The Chairman of the Directors shall be entitled to take the chair at every General Meeting, whether Ordinary or Extraordinary, or if there be no Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or if he shall refuse to take the chair, the Shareholders shall choose another Director as Chairman; and if no Directors be present, or if all the Directors present decline to take the chair, then the Shareholders present shall choose one of their number to be the Chairman.

44. *Business confined to election of Chairman while Chair vacant.*—No business shall be discussed at any General Meeting except the election of a Chairman whilst the chair is vacant.

45. *Chairman with consent may adjourn Meeting.*—The Chairman, with the consent of the meeting, may 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.

46. *Minutes of General Meeting.*—Minutes of the proceedings of every General Meeting, whether Ordinary or Extraordinary, shall be entered in a book to be kept for that purpose, and shall when so entered be signed, as soon as practicable, by the Chairman of the same meeting, or by the Chairman of the succeeding meeting, and the same when so entered and signed shall be evidence of all such proceedings and of the proper election of the Chairman.

VOTING AT MEETINGS.

47. *Votes.*—At any meeting every resolution shall be decided by the votes of the Shareholders present in person or by proxy, and in case there shall be an equality of votes, the Chairman entitled to casting vote, in addition to the vote to which he may be entitled as a Shareholder; and unless a poll be immediately demanded in writing by at least three members present and entitled to vote, or declaration by the Chairman that a resolution has been carried, and an entry to that effect in the minute book of the Company, shall be sufficient evidence of the fact without proof of the number of votes recorded in favour of or against such resolution.

48. *Poll.*—If a poll be duly demanded the same shall be taken in such manner at such time or place as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

49. *Poll how taken.*—If at any meeting a poll be demanded by notice in writing signed by three Shareholders present at the meeting and entitled to vote, which notice shall be delivered during the meeting to the Chairman, the meeting shall, if necessary, be adjourned, and the poll shall be taken at such time and in such manner as the Chairman shall direct, and in such case every Shareholder shall have the number of votes to which he may be entitled as hereinafter provided; and in case at any such poll there shall be an equality of votes, the Chairman of the meeting at which such poll shall have been demanded shall be entitled to a casting vote in addition to any votes to which he may be entitled as a Shareholder and proxy, and the result of such poll shall be deemed to be the resolution of the Company in such meeting.

50. *No Poll on election of Chairman or on question of adjournment.*—No poll shall be demanded on the election of a Chairman of the meeting or on any question of adjournment.

51. *Number of Votes to which Shareholder entitled.*—Every Shareholder shall have one vote for every share.

52. *Guardian of Infant, &c., when not entitled to Vote.*—The parent or guardian of an infant Shareholder, the committee or other legal guardian of any lunatic Shareholder, the husband of any female Shareholder not entitled to her shares as separate estate, and the executor or administrator of any deceased Shareholder, or any one of such persons as aforesaid, if more than one, shall not be entitled to vote in the place of such infant, lunatic, female, or deceased person, unless such person shall have been registered as a Shareholder.

53. *Voting by Proxy or in Person.*—Votes may be given either personally or by proxy. No person shall be appointed a proxy who is not a Shareholder of the Company.

54. *Proxy to be printed or in writing; when to be deposited.*—The instrument appointing a proxy shall be printed or written and signed by the appointor and in case of a corporation, it shall be by its common seal. The instrument appointing a proxy shall be deposited at the registered office of the Company not less than twenty-four hours before the time appointed for holding the meeting at which the person holding the proxy proposes to vote.

55. *Form of Proxy.*—The instrument appointing a proxy to be in the following form:—

Silvas, Limited.

I, _____, of _____, appoint _____, of _____ (a Shareholder in the Company), as my proxy to represent me and to vote for me and on my behalf at the Ordinary (or Extraordinary) General Meeting of the Company to be held on the _____ day of _____, one thousand eight hundred and ninety _____, and at any adjournment thereof, and at every poll which may be taken in consequence thereof.

As witness my hand this _____ day of _____, one thousand eight hundred and ninety _____.

56. *Objection to validity of Votes to be made at the Meeting or Poll.*—At poll objection shall be made to the validity of any vote (whether given personally or by proxy), vote to which no objection shall be made at such meeting, or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

57. *No Shareholder to be prevented from voting by being personally interested in result.*—No Shareholder shall be prevented from voting by reason of his being personally interested in the result of the voting.

58. *Shareholder should be registered for three months previous to Meeting before he can Vote.*—Every Shareholder not disqualified by the preceding Articles, and who has been duly registered for three months previous to the General Meeting, shall be entitled to be present and to speak and vote at all meetings.

DIRECTORS.

59. *Directors.*—The number of Directors shall never be less than four nor more than six. Every Director shall hold not less than five shares. The remuneration of the Directors shall be determined by the Company in General Meeting.

60. *Appointment of first Directors and duration of office.*—The first Director shall be D. S. J. Gunasekera, T. Weerasuriya, D. S. Jayawickrama, A. Wijaysuriya, who shall hold office till the First Ordinary Meeting, when they shall all retire, but shall be eligible for re-election.

61. *Directors may appoint Managing Director or Directors; his or their remuneration.*—One or more of the Directors may be appointed by the board to act as Managing Director or Directors on such terms as the board may determine or fix by agreement, reserving to the board the power to revoke such appointment. The board may devolve powers, authorities, and discretions (not exceeding those vested in or exercisable by the board by these presents, but including power to sub-delegate) upon the Managing Director or Directors.

62. *Appointment of Successors to Directors.*—The General Meeting at which Directors retire or ought to retire by rotation shall appoint successors to them, and in default thereof such successors may be appointed at a subsequent General Meeting.

63. *Board may fill up vacancies and add to their number.*—The board shall have power at any time before the first Ordinary Meeting to supply any vacancies in their number arising from death, resignation, or otherwise.

64. *Duration of office of Directors appointed to vacancy.*—Any casual vacancy occurring in the number of Directors subsequent to first Ordinary Meeting may be filled up by the Directors, but any person so chosen shall retain his office so long as a vacating Director would have retained the same if no vacancy had occurred.

65. *Two to retire annually.*—At the second Ordinary General Meeting and that held in every subsequent year, two of the Directors shall retire from office as provided in clause.

66. *Retiring Directors how determined.*—The Directors to retire be determined by ballot in every subsequent year.

67. *Retiring Directors eligible for re-election.*—Retiring Directors shall be eligible for re-election.

68. *Number of Directors how increased or reduced.*—The Directors, subject to the approval of a General Meeting, may from time to time at any time subsequent to the second Ordinary Meeting increase or reduce the number of Directors.

69. *If election not made, retiring Directors to continue until next Meeting.*—If at any meeting at which an election of a Director ought to take place the place of the retiring Director is not filled up, the retiring Director may continue in office until the first Ordinary Meeting in the next year, and so on from meeting to meeting until his place is filled up, unless it shall be determined at such meeting to reduce the number of Directors.

70. *Resignation of Directors.*—A Director may at any time give notice in writing of his intention to resign by delivering such notice to the Manager or other officer, or by leaving the same at the office of the Company, or by tendering his written resignation at a meeting of the Directors, and on the acceptance of his resignation by the Directors, but not before, his office shall become vacant.

71. *When office of Directors to be vacated.*—The office of Director shall be vacated—

- (a) If he accepts or holds any office or place of profit other than Managing Director or Manager under the Company.
- (b) If he becomes bankrupt or insolvent, or suspends payment, or files a petition for the liquidation of his affairs, or compounds with his creditors.
- (c) If by reason of mental or bodily infirmity he becomes incapable of acting.
- (d) If he ceases to hold the required number of shares to qualify him for office.
- (e) If he is concerned or participates in the profits of any contract with, or work done for, the Company.

Exceptions.—But the above rules shall be subject to the following exceptions: that no Director shall vacate his office by reason of his being a member of a firm, corporation, or company, which has entered into any contract with, or done any work for, the company, of which he is a Director, or by his being agent or secretary, manager or solicitor, or by his being a member of a firm who are agents or solicitors of the Company; nevertheless he shall not vote in respect of any contract work or business in which he may be personally interested.

72. *How Directors removed and successors appointed.*—The Company may by special resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead, and the Director so appointed shall hold office only during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

73. *Indemnity to Directors and others for their own acts and for the acts of others.*—Every Director or officer and his heirs, executors, and administrators shall be indemnified by the Company from all losses and expenses incurred by him respectively in or about the discharge of his respective duties, except such as happen from his respective wilful acts or defaults; and no Director or officer nor the heirs, executors, or administrators of any Director or officer shall be liable for any other Director or officer, or for joining in any receipt or other acts of conformity, or for any loss or expense happening to the Company by the insufficiency or deficiency of title to any property acquired for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any moneys, securities, or effects shall be deposited, or for any other loss, damage, or misfortune whatsoever which shall happen in the execution of the duties of his respective office, or in relation thereto, unless the same happen through his own wilful act or default.

POWERS OF DIRECTORS.

74. The business of the Company shall be managed by Directors either by themselves or through the Managing Director or Directors in such manner as the Directors shall determine; and the Directors shall pay out of the funds of the Company all costs and expenses as well preliminary or as otherwise paid or incurred in and about the formation and the registration of the Company, and in connection with the placing of the shares of the Company.

75. The Directors shall carry on the business of the Company in such manner as they may think most expedient, and in addition to the powers and authorities by any Ordinance or by these presents expressly conferred on them, they may exercise all such powers, give all such consents, make all such arrangements, appoint all such agents, managers, business accountants, and other officers, clerks, assistants, and generally do all such acts and things as are or shall be by any Ordinance and by these presents directed and authorized to be exercised, given, made, or done by the Company, and are not by any Ordinance or by these presents required to be exercised or done by the Company in General Meeting, subject, nevertheless, to the provisions of any such Ordinance and of these presents, and to such regulations and provisions (if any) as may from time to time be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meeting shall invalidate any prior act of the board which would have been valid if such regulations had not been made.

The generality of the powers conferred by any clause in these presents on the Directors shall not be taken to be limited by any clause conferring any special or expressed power.

76. The Directors shall 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 signature as they may appoint to draw, accept, make, endorse, and sign cheques, bills of exchange, promissory notes, bills of lading, receipts, contracts, and agreements, and other documents on behalf and for the purpose of the Company; also proxy or proxies to any proctor or proctors.

77. The Directors shall have power to make and may make such regulations for the management of the business and property of the Company as they may from time to time think proper, and for that purpose may appoint such managers, officers, clerks, and servants for such period or periods, and with such remunerations and at such salaries, and upon such terms and conditions 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, clerks, or servants for such reasons as they may think proper and advisable and without assigning any cause.

78. The Directors shall also have power to appoint a Manager and to enter into agreements in connection therewith, also to appoint a proctor or proctors, attorney or attorneys, and whatever other officer they may consider necessary to assist in carrying on the business of the Company, and from time to time to revoke such appointments. They shall from time to time determine as they shall see fit the duties of the Manager, and of the Managing Director and other officers, and may delegate to him or them all or any of the powers hereby made exercisable by the Directors, except those relating to shares and any others as to which special provisions inconsistent with such delegation are herein contained, and they shall have power to fix the remuneration of such Manager, Managing Director, and other officers. They shall not, however, be entitled to delegate any powers of borrowing or charging the property of the Company to any officer or other person

except by instrument in writing, which shall specifically state the extent to which such powers may be used by the person or persons to whom they are so delegated, and the conditions under which they may be so used, and such limitations and conditions shall be an essential part of the powers so delegated, and compliance therewith shall be a condition precedent to the exercise of these powers. The Directors shall also have power to bring or defend any action, suit, prosecution, or other legal proceedings in the name of the Company.

79. It shall be lawful for the Directors, if authorized so to do by the Shareholders in General Meeting, to arrange terms for the amalgamation of the Company with any company or individual or individuals, or for the sale or disposal of the business, estate, and effects of the Company or any part thereof, respectively, to any company or person upon such terms and in such manner as the Directors shall think fit; and the Directors shall have power to do all such things as may be necessary to carrying such amalgamation, sale, so far as a resolution or special resolution of the Company is not by law necessary for such purpose; and in case any terms so arranged by the Directors include or make necessary the dissolution of the Company, the Company shall thereupon be dissolved.

80. 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.

PROCEEDINGS OF DIRECTORS.

81. *Meeting of Directors.*—A Director may at any time summon a meeting of Directors. The Directors may regulate their meetings as they may think fit, and determine the quorum necessary for the transaction of business; until otherwise determined, two Directors shall be a quorum.

82. *Who is to preside at Meetings of Board.*—The board may elect a Chairman of their meetings and determine the period for which he is to hold office, and all meetings of the Directors shall be presided over by the Chairman if one has been elected and is present; but if there be a vacancy in the office of Chairman, or if at any meeting of Directors the Chairman be not present at the time appointed for holding the same, then in that case the Directors present shall choose one of their number to be Chairman of such meeting.

83. *Questions at Meeting how decided.*—Any question which shall arise at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes the Chairman thereof shall have a casting vote in addition to his vote as Director.

84. *Board may appoint Committees.*—The board may delegate any of their powers to committees consisting of such member or members of their body as the board think fit, and may from time to time revoke and discharge any such committee, either wholly or in part, and either as to persons or purposes; but every committee so formed shall, in exercise of the powers delegated to it, conform to all such regulations as may be prescribed by the board; all acts done by such committee, in conformity with such regulations and in the fulfilment of the purposes of the appointment, but not otherwise, shall have the like force and effect as if done by the board.

85. *Acts of Board on Committee valid notwithstanding informal Appointment.*—The acts of the board and of any committees appointed by the board shall, notwithstanding any vacancy in the board or committee, or defect in the appointment of any Director or of any member of the committee, be as valid as if no such vacancy or defect had existed, and as if every person had been duly appointed, provided the same be done before the discovery of the defect.

86. *Regulations of Proceedings of Committees.*—The meetings and proceedings of such committees shall be governed by the provisions herein contained for regulating the meetings and proceedings of Directors, so far as the same are applicable thereto, and be not superseded by the expressed terms of the appointment of such committees respectively, or any regulation imposed by the board.

87. *Resolution in writing by all the Directors as valid as if passed at a Meeting of Directors.*—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.

88. *Minutes of Proceedings of the Company and the Directors to be recorded.*—The Directors shall cause minutes to be made in books to be provided for the purpose of the following matters, namely:—

- (a) Of all appointments of officers and committees made by the Directors.
- (b) Of the names of the Directors present at each meeting of the Directors and of the members of the committee appointed by the Board present at each meeting of the committee.
- (c) Of the proceedings of all General Meetings.
- (d) Of the proceedings of all meetings of the Directors under the committees appointed by the board.

89. *Signature of Minutes of Proceedings and effect thereof.*—All such minutes shall be signed by the person or one of the persons who shall have presided as Chairman at the General Meeting, the Board Meeting, or Committee Meeting at which the business minuted shall have been transacted, or by the person or one of the persons who shall preside as Chairman at the next ensuing General Meeting, or Board Meeting, or Committee Meeting, respectively, and all minutes purporting to be signed so shall, for all purposes whatsoever, be *prima facie* evidence of the actual and regular transactions or occurrences of the proceedings and other matters purporting to be so recorded, and of the regularity of the meeting at which the same shall appear to have taken place, and of the Chairmanship and signature of the person appearing to have signed as Chairman.

90. *When the business of the Company shall commence.*—The Directors may carry on the business of the Company no sooner they think fit, notwithstanding the whole capital may not have been subscribed for or taken.

91. *The use of the Seal.*—The seal of the Company shall not be affixed to any instrument except in the presence of two or more Directors who shall attest the sealing thereof.

ACCOUNTS.

92. *What Accounts to be kept.*—The Directors shall cause at the office of the Company to be kept true accounts of the paid up capital for the time being of the Company, and of all sums of money received and expended by the Company, and of the matters in respect of which such receipts and expenditure take place, and of the assets, credits, and liabilities of the Company.

93. *Accounts Inspection.*—No Shareholder shall have any right of inspecting any account or book or document of the Company, except as conferred by the statutes or authorized by the Directors, or by a resolution of the Company in General Meeting.

94. *Statement of Accounts and Balance Sheet.*—At the Ordinary General Meeting the Directors shall lay before the meeting a statement of the income and expenditure and a balance sheet containing a summary of the property and liabilities of the Company up to the end of the previous year.

95. *Report to accompany Statement.*—Every such statement shall be accompanied by a report as to the state and condition of the Company, and as to the amount which they recommend to be paid out of the profits by way of dividend to the Shareholders; and the statement, report, and balance sheet shall be signed by the Directors.

96. *Copy of Balance Sheet to be sent to Shareholder.*—Seven days previous to such meeting a copy of such balance sheet be posted or delivered to every Shareholder.

DIVIDENDS, RESERVE FUND.

97. *Declaration of Dividend.*—The Directors may by the sanction of the Company in General Meeting from time to time declare a dividend to be paid in proportion to their shares, but no dividend shall be payable except out of net-profits.

98. *Reserve Fund and its Application.*—Previously to the Directors recommending any dividend they may set aside a sum as they think proper as a reserve fund, and shall invest the same in such securities as they shall think fit, or place the same in fixed deposit in any bank or banks. The Directors may apply such portion or portions of the reserve fund to meet contingencies, or for equalizing dividends, or for working the business of the Company, or for any other purpose of the Company which they may from time to time deem expedient.

99. *Unpaid Interest or Dividend.*—No unpaid interest or dividend shall bear interest against the Company.

100. *Notice of Dividend; Forfeiture of unclaimed Dividend.*—Shareholders shall be noticed of dividends payable. Unclaimed dividends for three years, after notice thereof to the Shareholders, shall be forfeited for the benefit of the Company by a resolution of the board. Such sums may be applied for the augmentation of the reserve fund.

101. *Shares held by a Firm and Joint Holders.*—Every dividend payable in respect of any share held by a firm may be paid to, and an effectual receipt given by, any partner of such firm or agent duly authorized to sign the name of the firm. And every dividend payable in respect of any share held by several persons other than a firm may be paid to, and an effectual receipt given by, the first-named on the certificate of shares.

AUDIT.

102. *Accounts to be audited.*—The accounts of the Company shall from time to time be examined, and the correctness of the balance sheet ascertained, by one or more Auditor or Auditors.

103. *Qualification of Auditors.*—No person shall be eligible as an Auditor who is interested otherwise than as a Shareholder in any transaction of the Company, but it shall not be a necessary qualification for an Auditor that he be a Shareholder of the Company, and no Director or officer of the Company shall, during his continuance in office, be eligible as an Auditor.

104. *Appointment and Retirement of Auditors.*—The Directors shall appoint the first Auditors of the Company and fix their remuneration, and all future Auditors, except as is hereinafter mentioned, shall be appointed and their remuneration fixed at the first Ordinary General Meeting of the Company in each year by the Shareholders present thereat, and shall hold their office only until the first Ordinary General Meeting after their respective appointment or until otherwise ordered by a General Meeting.

105. *Retiring Auditors.*—Retiring Auditors shall be eligible for re-election.

106. *Casual vacancy of office of Auditor.*—If any casual vacancy shall occur the Directors shall (subject to the approval of the next Ordinary General Meeting) fill up the vacancy by the appointment of a person who shall hold the office until such meeting.

107. *Duty of Auditors.*—All accounts, books, and documents whatsoever of the Company shall at all times be opened to the Auditors for the purpose of audit, and every Auditor shall be supplied with a copy of the balance sheet intended to be laid before the next Ordinary General Meeting; it shall be the duty of the Auditor or Auditors to examine these with the accounts and vouchers relating thereto, and report thereon to the meeting, generally or specially, as he or they may think fit.

NOTICES.

108. *Notices how authenticated.*—Notices from the Company may be authenticated by the signature of the officer or person appointed by the board to do so.

109. *Shareholder to register Address.*—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.

110. *Service of Notices.*—A notice may be served by the Company upon any Shareholder either personally or by sending through post in a prepaid letter addressed to such Shareholder at his registered address or place 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 be dead, unless and until his executor or administrator shall have given to the Directors or to the Manager of the Company their own or some other address.

111. *Notice to Joint Holders of Shares other than a Firm.*—All notices directed to be given to shareholders shall, with respect to any share to which persons are jointly entitled other than a firm, be given to whichever of such persons is named first in the Register of Shareholders, and notice so given shall be sufficient notice to all the holders of such shares.

112. *Date and proof of Service.*—Any notice if served by post shall be deemed to have been served on the day on which the letter containing the same would in ordinary course of post have been delivered at its address; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into a post office; and the entry in the Company's book of the sending by the post of any notice or leaving it at such address shall be sufficient evidence thereof and no further evidence shall be necessary.

113. *Non-resident Shareholders must register Address in Ceylon.*—Every Shareholder residing out of Ceylon shall name and register in the books of the Company an address within Ceylon at which all notices shall be served at such address, notices so served shall be deemed to be well served. If he shall not have named and registered such an address he shall not be entitled to any notices.

ARBITRATION.

114. *Directors may refer disputes to Arbitration.*—Whenever any question or other matter whatsoever arise in dispute between the Company and any other Company or person, the same shall be referred by the Directors to arbitration.

PROVISION RELATIVE TO WINDING UP OR DISSOLUTION OF THE COMPANY.

115. *Purchase of Company's Property by Shareholders.*—Any Shareholder jointly or alone, a Director, and any person not a Shareholder may purchase the property of the Company, whole or part, in the event of a winding up or a dissolution, or at any other time when the sale of the Company's property, whole or part, shall be made by the Directors under the powers hereby or under the Ordinance conferred upon them.

In witness whereof the Subscribers of the Memorandum of Association have hereunto set and subscribed their names at Galle this 28th day of May, One Thousand Eight hundred and Ninety-seven.

D. S. JAYAWICKRAMA.
D. S. J. GOONASEKERE.
T. WEERASOORIYA.
P. A. SILVA.
A. WIJAYASURIYA.
D. P. W. GUNewardENA.
O. H. WIJEYSOORIYA.

Witness to the above signatures :

J. D. S. ABeyRATNA, Proctor, Galle.