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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.

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MUNICIPAL COUNCIL NOTICES.

Minutes of Proceedings of a Regular Meeting of the Municipal Council of Kandy held in the Town Hall on Monday, January 17, 1898, at 7 a.m., adjourned from January 15, when there was no Quorum.

Present:—Hon. Mr. Allanson Bailey, Chairman; Dr. Frederick Keyt; J. Macdonnell, Esq.; Edwin Beven, Esq.; W. D. Gibbon, Esq.; C. Vanderwall, Esq.; R. W. Jonklaas, Esq.; Alexander Philip, Esq.

1. The Minutes of Proceedings of the Meeting held on December 29 were read and confirmed.

2. The following documents were laid on the table:—Progress Report of Work done from close of 1896 to December 31, 1897; Work done by the Municipal Magistrate, and of Cases instituted by the several Inspectors during the month of December; Health Officer's Report for December.

Resolved,—That the several statements submitted, as required by section 90 of the Ordinance No. 7 of 1887, be forwarded, with the Minutes of Proceedings of this Meeting, to the Colonial Secretary for publication in the *Government Gazette*.

3. Return of police employed during the month of December for Municipal purposes was laid on the table.

4. Return of unexpended balances, as called for by resolution 11 of the Meeting of December 29, was submitted. (Appendix A and B.)

5. Read report by Dr. F. Keyt and Mr. A. Philip on the objection made by Mr. William Mendis to the erection of a public latrine on the proposed site sanctioned by the General Manager of the Railway, adjoining premises No. 1, Asgiriya road.

Resolved,—That the report be adopted, and that it be left to the Chairman to take action in the matter in causing the recommendation made to be carried out. (Appendix C.)

6. Read letter dated January 11 from the Health Officer, forwarding copy of a memorandum dated January 10 from the Senior Medical Officer, asking for copies of his monthly and other reports.

Resolved,—That the Health Officer be informed that he is at liberty to take copies of any reports sent in.

7. Under requirements of section 88 of the Ordinance No. 7 of 1887, the Council proceeded to appoint a Standing Committee.

On motion of Mr. R. W. Jonklaas, seconded by Dr. F. Keyt, it was resolved that the Standing Committee consist of four Members, in addition to the Chairman.

The Meeting then proceeded to ballot for Members of the Standing Committee. On the votes being scrutinized, the Chairman declared the following members to have been elected:—Mr. Macdonnell and Mr. Philip. There was an equal number of votes in favour of three other Members, and on a fresh ballot taking place the Chairman declared Mr. Sproule and Mr. Beven as elected.

8. Mr. Philip gave notice of the following motions, which he would bring forward at the next Regular Meeting:—

(1) To bring under the notice of the Municipal Council the correspondence that passed between the Provincial Engineer, Central Province, and the Director of Public Works in April, 1897, in which the Provincial Engineer, Central Province, submitted an estimate of Rs. 234.40 for building a retaining wall in the first mile of the Katugastota road, stating that it was necessary to protect the road from being undermined by the rush of water during rain storm, and on which the Director of Public Works replied that the work should be done on the maintenance estimate, and that if no funds were available, to provide it in next year's estimate; and to move that the Provincial Engineer, Central Province, be asked to have the retaining wall referred to built this year, with the least possible delay.

(2) In inviting attention to the resolutions passed by the Municipal Council early in 1897 (1) for improving the water-course which crosses the Katugastota road at the "bridge" near the railway viaduct; (2) for widening the road from Katugastota road as far as the junction with Torrington and other roads, to ask if the estimates called for have been prepared, what progress can be reported, and to move that both works be expeditiously carried out.

(3) To invite attention to the recent ruling of the Chairman regarding by-law No. 26, Ordinance No. 19 of 1896, and to move that the said by-law be amended by replacing the words therein "and shall be entered by the Secretary at the end of the Minutes of the day's Proceedings as desired and determined by the Municipal Council, and that thereafter the said amended by-law be transmitted to His Excellency the Governor in Executive Council for confirmation, proclamation, and publication in the *Government Gazette*."

(4) To move that the Governor in Executive Council be asked to nominate an Auditor of the Municipal accounts for the year 1898, in terms of section 116, Ordinance No. 7 of 1887.

(5) In inviting attention to the notification in the *Government Gazette* No. 5,522 of January 7, 1898, of certain rates and taxes imposed with the sanction of the Governor in Executive Council, to ask that the letter from the Municipal Council to Government be read, and to move that further action be taken thereon.

9. On motion of the Chairman, it was resolved that the following Special Committees be reappointed, viz.:—

Water Supply.
The Chairman.
Dr. Keyt.
Mr. A. Philip.
Mr. J. Macdonnell.

*Latrines for alleys and additional depôts
for rubbish and night soil.*
The Chairman.
Dr. F. Keyt.
Mr. Jonklaas.
Mr. Philip.

Two Members of each Committee to form a quorum.

10. Owing to the absence of Mr. Sproule, the motion of which he had given notice was not brought forward.

11. In pursuance of notice, Mr. Gibbon proposed "that the Provincial Engineer, Central Province, be asked to furnish a report on the clearing of silt from the lake, showing the progress made up to the end of December and cost of same, and the approximate time which will be required to complete the work, with an estimate of the total cost; also a plan showing what improvements it is proposed to make to Victoria drive."

This was seconded by Mr. Vanderwall and, on being put to the Meeting, carried.

12. In accordance with notice Mr. Gibbon moved, and Mr. E. Beven seconded, "that the Government be asked to furnish the Council with a statement showing what amount it is proposed to expend on the main thoroughfares within the Municipality in charge of the Public Works Department during 1898, specifying the amount on each road."

On being put to the Meeting, the motion was carried.

13. Read report by the Special Committee appointed on April 24, 1897, to arrange in conference with the Health Officer for additional night soil depôts.

Proposed by Mr. Philip and seconded by Mr. R. W. Jonklaas, "that the report be adopted."—Carried. (See Appendix D.)

14. Read letter dated January 1 from Mr. E. Robins, sending in his claim for work done in connection with the drainage of Kandy, viz., for making plans showing position of drains, sections showing levels of drains, roads, streets, and ravines, &c.

Resolved,—That the letter and connected papers be referred to the Standing Committee.

15. Read report by Mr. E. Robins on the drainage of Kandy, with certain recommendations as to flushing, ventilation, &c.

It was resolved that 100 copies of the report be printed and a copy furnished to each Member of the Council, and that the report be referred to the Standing Committee; that the Superintendent of Works be asked to furnish to the Standing Committee an estimate of cost of repairing the main sewer.

16. Indents for sundry goods, such as disinfectants for sanitary purposes, tools, house service fittings, paint for markets and standpipes, &c., required to be ordered from England for use of the Municipal Council, were submitted in accordance with resolution 4 of the Meeting of June 19, 1897.

17. Read letters No. 696 of December 29, 1897, and No. 10 of January 5, 1898, from the Police Magistrate relative to the drowning fatality at Halloluwa in December last, and suggesting that rules should be made to regulate the number of passengers to be carried in the boats in use.

Proposed by Mr. E. Beven, seconded by Mr. A. Philip, "that it be made a condition in the bond given by renters that he shall not carry more than a certain number of passengers in the boats at the ferry, and that the number should be ten for each double canoe."—Carried.

Confirmed this 18th day of February, 1898, subject to the following resolution agreed to on the motion of Mr. Philip, seconded by Mr. Vanderwall, viz., "that the report referred to in paragraph 5 of the minutes be appended to the minutes."

ALLANSON BAILEY,
Chairman.

APPENDIX A.

Unexpended Balances on December 31, 1897.

Public Works.

Est. No.	Heads of Expenditure.	Amount unexpended. Rs. c.	Remarks.
1	Pavements	204 18	Work was stopped about the middle of the year. In December masons and coolies were put on and the kerbing of Brownrigg street was partly re-constructed. Work not completed.
2	Town streets	1,145 97	Overseer states he had orders to stop stone-breaking, no metal was therefore available for repairs, &c. Stone breaking was re-commenced in December by the Secretary's orders. Several streets in bad order.
3	Alutgantota road	50 78	Work completed.
4	Udawattakele	17 68	The vote in 1897 was only Rs. 1,550.
5	Halloluwa road	254 62	No metal available, and no repairs done in consequence.
7	Watering streets	65 91	Owing to wet weather, no necessity for watering streets.
8	Main sewer	800 0	No expenditure carried out. The overseer states no order or instructions were given him to carry on the work, a very necessary one.
9	Market buildings	—	Votes taken Rs. 1,643'87. Expenditure in excess was sanctioned, amounting in all to Rs. 2,493'49.
10	—	10 85	Work completed.
11	Tools	291 20	Not required, as a sufficient quantity in stores to meet the year's requirements. Stock exhausted.
12	Ferry approaches	63 17	No order given for work till December. Road repaired, but no concreting done as provided for and necessary.
13	Bathing tank	37 58	Owing to continued rain during latter part of the year no repairs were done to the sides of the tanks.
14	Lady Longden's and Gordon's roads	222 9	Metal getting stopped, no repairs therefore done. Lady Longden's road requires repair.
15	Ferry boats	54 78	All necessary repairs done.
16	Fountains	5 45	Painted twice during the year, but no repairs done to stonework.
17	Clearing lake silt	1,723 79	Being carried out by the Public Works Department.
18	Recreation ground	996 14	No pitching of channel done as provided for. Tenders were invited, but none appears to have been sent in. No orders given subsequently for work to be carried out.
19	Flushing drains	41 97	Work being done by scavenging coolies and charged under that head.
20	Barrel drains	408 11	One in Colombo street completed. No instruction given to carry on other work.
21	Hantane road	126 0	Work completed.
22	Hukmodara ferry	150 0	No expenditure. No instruction given to overseer to carry out any work.
23	Huduhumpola road	1,605 0	Tenders invited for the work. Offers made, but contractor failed to carry out work. Amount re-voted for expenditure during 1898.
24	Ward street barrel drain	81 0	Work completed.
25	Slaughter-house	378 91	Work completed. It was not found necessary to carry out the whole of the floor as estimated for.
26	Retaining wall, Lady Anderson's road	8 9	Work completed.
27	Retaining wall, Peradeniya road	9 34	Do.
29	Cross drain, Old Matale road	20 8	Do.
30	—	2 49	Do.
31	Lake road culvert	606 94	Work of extending culvert completed, but side drains not constructed as land not acquired. Application made to the trustees, St. Paul's Church.
32	Kandyan wall	1 20	Work completed.
33	Opening pits	21 64	Do.
34	New latrines and new platforms	1,588 9	Six platforms completed instead of eight. Work cost less than was anticipated as suitable sites were provided with no cutting. Two platforms not constructed as sites not available. One site objected to by residents in the neighbourhood. For the second site authority of Railway authorities applied for, but not received before the end of the year.

10,993 5

H BYRDE.
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APPENDIX B.

General Revenue.

Unexpended Balances.

	Rs.	c.			Rs.	c.	
Cemetery Account—							
Tools, &c.	300	0	...	Not required			
Establishment	3	0	...	Stopped			
Commutation Rate—							
Commission	3	50	...	Not required			
Advertising	8	5	...	do.			
Serving schedules	2	50	...	do.			
Contingencies	13	54	...	do.			
Miscellaneous—							
Seizing cattle	5	63	...	do.			
Sick pay	165	1	...	do.			
Fire-engine account	12	40	...	do.			
Office Charges—							
Stamps	2	12	...	do.			
Books, &c.	76	74	...	do.			
Advertising	10	50	...	do.			
Sundries	70	50	...	do.			
Printing	1	88	...	do.			
Market—							
Lighting	49	91	...	do.			
Disinfectants	173	44	...	do.			
Books and forms	7	50	...	do.			
Sundries	7	59	...	do.			
Public Work Charges—							
Superintending Officer...	35	57	...	No officer for a short time			
Printing	57	30	...	Not required			
Rents—sundries	3	50	...	do.			
Sanitation—							
Health Officer	250	0	...	Over-estimated in error			
Disinfectants	234	82	...	Not required			
Scavenging	...	30	46	...	Not required		
Slaughter-house — feeding cattle	...	123	90	...	Not required, number of cattle being less		
Books, &c.	...	11	0	...	Not required		
Stamp Duties—							
Commission	...	29	49	...	do.		
Sundries	...	26	23	...	do.		
Taxes on account dogs	...	119	32	...	No demand from police		
Tolls	...	50	0	...	Not required		
Police Assessment—							
Maintenance of police	1,381	44	...	Difference between estimate and actual force maintained			
Street lighting	...	789	52	...	Estimated high in anticipation of oil becoming dear		
Street names and house numbers	...	93	57	...	Not fixed numbers		
Water-rate—							
Maintenance of water-works	...	734	97	...	Saving on upkeep of grass fields and lands		

APPENDIX C.

Report and Opinion on Site for proposed Public Latrine.

Having inspected the proposed site for a public latrine on a bit of land immediately adjoining the railway tunnel on the Mutale line at the crossing at Asgiriya road, we are of opinion that it is quite unsuitable. If the railway policeman, whose box and dwelling are on the line within a few yards of the tunnel, does his duty, no person should be able to foul the railway line. The public are clearly trespassers on the railway line if they go into the tunnel referred to, and any member of the public so doing should be prosecuted by the Railway authorities with the utmost rigour of the law. We are, however, rather of opinion that the railway policeman and other employés and their belongings are more likely to be responsible for any insanitary conditions at or near or without the tunnel than the public, and that the Municipal Council should at once invite the attention of the General Manager of the Ceylon Government Railway to the state of the tunnel and its precincts, with a view to supplying his employés with any necessary private latrine or privy on the same footing as the public who reside in the neighbourhood. The public should not require a latrine here, and should not, we think, be encouraged to resort to the proposed site for any purpose whatsoever.

Kandy, January 12, 1898.

A. PHILIP.
FRED KEYT, M.D.

APPENDIX D.

Report of the Special Committee of the Municipal Council of Kandy appointed to arrange in conference with the Health Officer for additional Night Soil Depôts conveniently placed for the different Wards.

Your Special Sub-Committee beg to report to the Municipal Council that they concur in the opinion expressed by the Health Officer (Dr. Hallaran) when he attended at a Meeting of the Special Committee, that it would be an advantage to have a depôt nearer the town than the only one at present available, viz., that on the Katugastota road, about two miles distant from the town.

The Special Committee, however, recognize the difficulty in finding land as suitable sites for further additional night soil depôts, while there is no doubt the expense of effective supervision would be considerable.

Under the circumstances the Special Committee, at the close of the year, can only recommend that a fresh Special Committee be appointed at the first Meeting of the Municipal Council in the new year, and that the subject be thoroughly discussed and considered by them. With that object they are of opinion that the Health Officer's attention should be immediately invited to his promise in April last, to procure all possible information regarding incinerators for the information and guidance of the Municipal Council.

Kandy, December 31, 1897.

ALLANSON BAILEY.
FRED. KEYT, M.D.
A. PHILIP.
R. JONKLAAS.

Progress Report of Work done brought up to December 31, 1897.

Est. No.	Heads of Expenditure.	Amount voted for the Year.		Expenditure up to Nov. 30, 1897.		Expenditure in Dec., 1897.		Total Expenditure.		Unexpended Balances.	
		Rs.	c.	Rs.	c.	Rs.	c.	Rs.	c.	Rs.	c.
1	Pavements and drains ...	1,500	0	1,035	9	260	73a	1,295	82	204	18
2	Town streets ...	4,315	0	2,906	25	262	78b	3,169	3	1,145	97
3	Alutgantota and Lady Anderson's roads...	734	30	485	31	198	21c	683	52	50	78
4	Udawattakele roads ...	1,550	0	1,110	70	221	62d	1,482	32	67	68
5	Halloluwa, Slaughter-house, Deyanne-wela, Bahirowekanda, Hospital, and Huduhumpola roads...	1,193	50	802	93	137	95e	940	88	252	62
6	Municipal buildings ...	1,100	0	939	73	163	48f	1,103	21	—	—
7	Watering streets ...	300	0	204	97	29	12g	234	9	65	91
8	Main sewer ...	800	0	—	—	—	—	—	—	800	0
9	Market buildings and roads ...	1,643	83	2,018	49	475	0h	2,493	49	—	—
10	Ornamental plants ...	350	0	487	40	1	75j	339	15	10	85
11	Tools ...	400	0	106	5	2	75k	108	80	291	20
12	Ferry approaches ...	327	0	158	52	30	31l	188	83	138	17
13	Maintenance and improvement of bathing tank ...	150	0	112	42	—	—	112	42	37	58
14	Lady Gordon's and Lady MacCarthy's roads, and Lady Longden's drive ...	853	36	493	83	137	44m	631	27	222	9
15	Ferry boats ...	150	0	94	47	0	75n	95	22	54	78
16	Maintenance of fountains ...	76	0	50	79	19	76o	70	55	5	45
17	Clearing lake silt and working dredger and barges ...	6,228	0	758	43	2,986	72p	3,745	15	2,482	85
18	Recreation ground and Victoria esplanade ...	1,982	0	897	86	88	0q	985	86	996	14
19	Flushing drains and clearing silt ...	600	0	620	94	—	—	620	94	—	—
20	Improvement of barrel and side drains...	2,000	0	1,523	57	68	32r	1,591	89	408	11
21	Improvement of side drains, Hantana road ...	2,566	50	2,000	0	400	0s	2,440	0	126	50
22	Blasting rocks at Ilukmodara ...	150	0	—	—	—	—	—	—	150	0
23	Opening and bridging road from slaughter-house to Richmond Hill ...	1,605	0	—	—	—	—	—	—	1,605	0
24	Cementing Ward street drains ...	336	0	333	85	—	—	333	85	2	15
25	Repairs and improvements to slaughter-house and exposing shed ...	1,233	50	854	57	—	—	854	57	378	93
26	Retaining wall, Lady Anderson's road ...	699	0	686	77	4	44	691	21	7	79
27	Barrel drain at No. 27, Peradeniya road; retaining wall and footbridge at Nos. 984 to 991, Peradeniya road ...	207	60	198	26	—	—	198	26	9	34
28	Removing and fixing elsewhere sheep slaughtering shed ...	313	25	323	16	—	—	323	16	—	—
29	Enlarging culvert on Matale road ...	80	0	59	92	—	—	59	92	20	8
30	Opening drain, Temple street ...	451	25	408	51	40	0t	448	51	2	74
31	Lake road culvert ...	1,823	0	760	4	456	2u	1,216	6	606	94
32	Kandyan wall ...	1,556	0	1,453	43	101	37v	1,554	80	1	20
33	Opening pits for night soil ...	299	0	204	59	72	77w	277	36	21	64
34	Public latrines ...	2,940	0	—	—	1,351	97x	1,351	97	1,588	3

(a) 271 ft. rebuilding kerb, Brownrigg street; fitting grating irons, town streets; 1,996 ft. of silt removed from barrel drains, Trincomalee street; repairing manhole covers, Trincomalee street, Colombo street, Castle Hill street.

(b) Three miles of side drains and jungle; reducing sides and removing sides, town streets, &c.; 25 cubes of landslips and drain silt removed, Gregory road, Lake road, Hantana road; thatching cooly line.

(c) 2½ miles side drains and jungle; side drains, Alutgantota and Davie roads; 31 cubes of landslips and drains silt removed, Lady Anderson's, Alutgantota, and Davie roads; store and line watcher; thatching cooly line.

(d) 2½ miles clearing side drains and jungle; reducing sides, Lady Horton's road, &c.; 47 cubes of landslips and drain silt removed, Lady Horton's road; watcher; sweeping road, Lady Horton's road, &c.; thatching cooly line.

(e) ¼ mile road clearing, side drains, and jungle; reducing sides, Halloluwa road; 20 cubes of landslips and drain silt removed, Bahirowekanda road; 36 cubes of gravel transported; spreading Halloluwa road.

(f) Shifting tiles, overseer's store; 35 squares whitewashing ambalam; 35 squares whitewashin goverseer's store; 28 squares whitewashing toll-houses, Peradeniya and Katugastota; shifting tiles, toll-houses, Peradeniya and Katugas-tota; shifting tiles, ambalams; 19 squares whitewashing public privy, Peradeniya and Torrington roads; 32 squares whitewashing slaughter-house and exposing shed. (g) Repairing tools.

(h) 100 ft. concreting side drains, Market road; 41 squares whitewashing privy and building, market; fitting planks to market stalls. (j) Weeding and attending to plants. (k) One pruner and 1 flat file.

(l) Three cubes of metal transported; 3 cubes of metal spreading sides; clearing side drains, jungle, Peradeniya road.

(m) 16 cubes of landslips and drain silt removed, Lady MacCarthy's and Lady Gordon's roads; ¼ mile of road-side drains, jungle clearing, and reducing sides, Lady MacCarthy's road; 30 cubes of gravel transported; 30 cubes of gravel spreading; sweeping roads, Lady Gordon's, Lady MacCarthy's, and Lady Longden's drive.

(n) Materials for Lewella boat. (o) Cleaning and painting two fountains. (p) Watcher; fitting steam launch.

(q) Cutting grass, recreation ground and esplanade; weeding recreation ground and esplanade.

(r) 12 cubes of metal broken. (s) Sodding bank. (t) Materials for open drains.

(u) 2 cubes brick wall, plastering and cementing; 2 cubes side wall, plastering and cementing; 3 cubes laying foundation; 2 cubes of parapet wall bund; laying foundation to road; 23 cubes spreading and rolling; 48 cubes cutting and filling footpath; 15 cubes of metal broken; 6 cubes of gravel transported; 23 cubes of metal transported.

(v) Brickwork plastering and cement.

(w) 49 cubes earth cutting and removing for night soil pits at Katugastota.

(x) 34 cubes cutting bank and levelling for building public privy; 2 cubes of retaining wall building; 24 squares of concreting platform for public privy, Torrington road, railway approach, Palladeniya, sheep slaughter-house, Katukele Lake road, Green path; fitting public privy; 11 squares of excavation and building foundation, public privy; 13 cubes of metal broken.

The Municipal Office, Kandy, January 10, 1898.

H. BYRDE, Superintendent of Works.

Health Officer's Report for December, 1897.

Water Supply.—With the exception of the heaps of manure I reported about being removed, the Kandy water supply still remains open to all the sources of contamination that I have already brought to the notice of the Municipal Council. I am informed that the Municipal Council have settled to buy Fairland estate, but Roseneath and adjoining small estates should be purchased as well. I would also beg to be permitted to suggest that filter beds be built for the reservoir.

Drainage.—I am informed that Mr. Robins has now completed his survey of the Kandy drains. The drainage of Kandy could not be in a worse state than it is at present.

Alleys.—The alleys are overcrowded, badly ventilated, badly drained, and in indifferent repair; their condition is a constant source of danger to the public health.

Public Market.—Proper surface drains require to be built round the market. I am informed that this work is to be carried out; also that the whole interior of the market is to be reconstructed and painted; the provisions sold in the market were good.

Slaughter Houses.—The slaughter-houses were kept clean. Suitable carts should be provided to convey the drums from the slaughter-houses; the present ones could not be in a worse condition.

Latrines.—The latrines were kept in a sanitary state. Several new latrines are being built.

Dairies, &c.—Some of the dairies have been improved, also some of the cattle stands; but many are just as bad as ever, though owners have had notices served on them, and were also fined in some cases.

Bakeries.—The condition of the bakeries has been improved.

Fish Boutiques.—Rotten fish was not sold in the fish boutiques during the month, nor was manure kept stored on the premises.

Scavenging.—In my opinion scavenging was not efficiently performed during the month, the reason being that the carts and bulls employed are almost useless. The carts are tumbling to pieces, the bulls are old and worn out. To keep the streets and roads clean, I am of opinion that at least treble the number of carts should be employed. I am informed that it is intended to give the scavenging of Kandy out on contract. I beg to be permitted to say that I think the work will be even worse done then. It will give me, as Health Officer, double work, seeing the contractor's men do not deposit refuse in any convenient corner. If the scavenging is given out on contract, I am of opinion that some Inspectors and overseers will have to be appointed to see that the contractor keeps the whole town and streets properly clean, and removes all refuse to Katugastota; also that treble the number of suitable carts and bulls fitted for the work are supplied.

Cesspits.—A dry-earth system, which in every case I have seen I consider to be most insanitary, has been substituted for some of the cesspits. The work has been done on no plan, nor under proper supervision. As a rule the cesspits of Kandy are most insanitary.

Dhobies.—I am of opinion that the dhobies at Ampitiya should have a proper place built for them to wash in. The present laundry system carried out in that place is most disgraceful and insanitary. I believe most of the dhobies of Kandy wash there.

Night Soil Carts.—Though some new carts have just been got, many more ought to be got at once, in order that the dry-earth system about to be initiated in Kandy may be carried out as soon as possible.

Night Soil Depot.—This place at Katugastota has been kept in a sanitary state.

Cooly Lines.—The cooly lines, though some improvements have been made in them, are not in a sanitary condition. At Castle Hill street a latrine should be built for the coolies.

Infectious Diseases.—No infectious diseases have been prevalent in Kandy during the month.

Kandy, December 31, 1897.

W. HALLARAN, Surgeon-Captain, A.M.S.,
Health Officer.

ROAD COMMITTEE NOTICES.

NOTICE is hereby given, in terms of section 12 of "The Branch Roads Ordinance, 1896," that the following gentlemen have been elected Members of the Local Committee for the Maturata District interested in the Padiyapelella-Kabragalla road, in order to perform the duties imposed upon such Committee by the said Ordinance:—Messrs. R. N. MacLean, K. J. Thorpe, and C. C. Wilson.

R. W. BYRDE,
for Chairman.

Provincial Road Committee's Office,
Kandy, March 21, 1898.

NOTICE is hereby given that a meeting of the proprietors or resident managers of the estates within the district of the Padiyapelella-Kabragalla road will be held at the Kabragalla Bungalow on April 2, 1898, at 1 p.m., and that the Local Committee will at such meeting or at some adjourned meeting, after hearing objections and taking evidence, if necessary, determine and make report to the Provincial Committee on—

- (1) The sections into which the road is to be divided for construction assessments.
- (2) The sections into which the road is to be divided for upkeep assessments.
- (3) The estates which in their opinion are interested in and will use each section of the road or of any part thereof.
- (4) The acreage or reputed acreage of the land belonging to each estate.
- (5) The names of the proprietors, resident managers, or superintendents, and of the agents.

The sections into which the road is divided for construction assessment shall in no case exceed half a mile in length; the sections into which the road is divided for upkeep assessment shall in no case exceed one mile in length, and an estate using any portion of a section shall be assessed for the whole of such section.

R. W. BYRDE,
for Chairman.

Provincial Road Committee's Office,
Kandy, March 21, 1898.

UNOFFICIAL ANNOUNCEMENTS.

MEMORANDUM OF ASSOCIATION OF THE BATTICALOA TRADING COMPANY, LIMITED.

1. The name of the Company is "THE BATTICALOA TRADING COMPANY, LIMITED."
2. The registered office of the Company is to be established in Colombo, Ceylon.
3. The objects for which the Company is established are—
 - (1) To purchase or otherwise acquire the Carnac Mills at Batticaloa, and the business connected therewith.
 - (2) To purchase, lease, take in exchange, hire, or otherwise acquire any other land or lands, or any share or shares thereof, and any buildings, machinery, implements, tools, live and dead stock, stores, effects, and other property, real or personal, movable or immovable, of any kind, and any rights, easements, patents, licenses, or privileges in Ceylon or elsewhere (including the benefit of any trademark or trade secret which may be thought necessary or convenient for the purpose of the Company's business), and to erect, construct, maintain, or alter any buildings, machinery, plant, roads, ways, or other works or methods of communication.
 - (3) To engage, employ, maintain, provide for, and dismiss superintendents, managers, clerks, coolies, and other labourers and servants, and to remunerate any such at such rate as shall be thought fit, and to grant pensions or gratuities to any such; or the widow or children of any such.
 - (4) To clear, open, plant, cultivate, and improve any land or lands that may be purchased, leased, or otherwise acquired by the Company in Ceylon or elsewhere, or portions thereof with any products, trees, plants, or crops that may be approved by the Company.
To otherwise improve and develop the same.
 - (5) To prepare, manufacture, treat, and make marketable rice, tea, copperah, oil, and (or) other crops or produce, and to sell, ship, and dispose of such crops and produce, either raw or manufactured, at such times and places, and in such manner as shall be deemed expedient.
 - (6) To purchase paddy, tea leaf, copperah, oil, and (or) other raw products for manufacture, manipulation, and sale, and to manufacture, manipulate, and sell the same.
 - (7) To carry on the business of bankers, money-lenders, general storekeepers, carters, carriers, estate agents, shipping agents, owners and hirers of steamers and boats, ice and aerated water manufacturers, merchants, commission agents, in all their branches on behalf of the Company or as agents for others, and on commission or otherwise.
 - (8) To carry on the business of manufacturers, millers, dessicators, growers, planters, and exporters of rice, tea, cocoanut oil, fibres, and other products in all their branches on behalf of the Company or as agents for others, and on commission or otherwise.
 - (9) To establish and maintain in the United Kingdom, in Ceylon, or elsewhere, stores, shops, places for the sale of tea, coffee, cocoa, and other articles of food, drink, or refreshment; wholesale or retail.
 - (10) To establish in any part or parts of the world agencies for carrying on or developing the business of the Company or any branch thereof.
 - (11) To let, lease, exchange, or mortgage the Company's lands, buildings, or other property or any part or parts thereof, whether in consideration of rents, money, or securities for money, shares, debentures, or securities in any other Company, or for any other consideration, and otherwise to trade in, dispose of, or deal with the same or any part thereof.
 - (12) To borrow or receive on loan money for the purpose of the Company upon the security of cash credit bonds or of hypothecations or mortgages of the Company's property, or any part or parts thereof, or otherwise, as shall be thought most expedient, and in particular by the issue of debentures, debenture stock or bonds to bearer, or otherwise, either charged upon all or any part of the Company's present or future property (including uncalled capital), or not so charged, as shall be thought best.
 - (13) To draw, make, accept, and endorse bills of exchange, notes, and other negotiable instruments for the purposes of the Company.
 - (14) To unite, co-operate, amalgamate, or enter into partnership or any arrangements for sharing profits of union of interests, or any other arrangement with any person or persons, Company or Companies, 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 to any of them, or capable of being conducted so as to benefit this Company, either directly or indirectly, 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.

- (15) To amalgamate with any other Company having objects altogether or in part similar to this Company.
- (16) To acquire by purchase in money, shares, bonds, or otherwise, and undertake all or any part of the business, property, assets, and liabilities of any person or persons, Company or Companies, 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.
- (17) To sell the property, business, or undertaking of the Company or any part or parts thereof for such consideration as the Company shall think fit, and in particular for shares, stocks, debentures, or securities of any other Company.
- (18) To procure the Company to be registered or incorporated in Ceylon, and if and when necessary elsewhere.
- (19) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Shareholders is limited.

5. The nominal capital of the Company is Three hundred thousand Rupees, divided into Three thousand shares of One hundred Rupees each (of which Two hundred thousand Rupees are now called up), 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 accordance with this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names :—

Names and Addresses of Subscribers.	Number of Shares taken by each Subscriber.
V. A. JULIUS, Colombo	One
E. C. DRUMMOND, Trincomalee, By his Attorney V. A. JULIUS	One
E. M. SHATTOCK, Colombo	One
E. H. A. VANDERSPAR, Colombo	One
W. KINGSBURY, Colombo	One
A. J. GORDON-FIELD, Colombo	One
STANLEY BOIS, Colombo	One

Witness to the above signatures this First day of March, 1898 :

H. CREASY, Proctor of the Supreme Court.

ARTICLES OF ASSOCIATION OF THE BATTICALOA TRADING COMPANY, LIMITED.

The regulations contained in the 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 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 CLAUSE.

1. 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:—

The word "Company" means "The Batticaloa Trading Company, Limited," incorporated or established by or under the Memorandum of Association to which these Articles are attached.

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" means and includes the Memorandum of Association and the Articles of Association of the Company from time to time in force.

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

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

"Shareholder" means a Shareholder of the Company.

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

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

"Board" means a meeting of the Directors or (as the context may require) the 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" means partnerships, associations, corporations, companies, unincorporated or incorporated by Ordinance and registration, as well as individuals.

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

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

"Month" means a calendar month.

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

Words importing the singular number only include the plural, and *vice versa*.

Words importing the masculine gender only include the feminine, and *vice versa*.

BUSINESS.

2. The Company may proceed to carry out the objects for which it is established, and to employ and apply its capital as soon after the registration of the Company as the Directors in their discretion shall think fit; and if the whole of the shares shall not have been subscribed, applied for, or allotted, as soon as, in the judgment of the Directors, a sufficient number of shares shall have been subscribed or applied for.

3. 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.

4. The original capital of the Company is Three hundred thousand Rupees (Rs. 300,000), divided into Three thousand (3,000) shares of One hundred Rupees (Rs. 100) each.

5. The Directors may, with the sanction of a special resolution of the Company in General Meeting, increase the capital of the Company 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.

6. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the same provisions in all respects with reference to the payments of allotment money, calls and instalments, transfer, transmission, forfeiture, lien, surrender, and otherwise, as if it had formed part of the original capital.

7. The Directors may in like manner, and with like sanction, reduce the capital of the Company.

SHARES.

8. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.

9. If by the conditions of allotment of any share the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the *holder* of the shares.

10. 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 consider proper. Provided that such unissued shares shall first be offered by the Directors 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. Provided that the Directors may at their discretion allot such new shares or any portion of them to the vendor or vendors of any estates or lands being acquired by the Company in payment of the whole or any part of the purchase price of any such estates or lands, and that without offering the shares so allotted to the Shareholders.

11. In case of the increase of the capital of the Company by the creation of new shares, such 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 of voting.

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. Provided that the Directors may, at their discretion, allot such new shares or any portion of them to the vendor or vendors of any property or lands being acquired by the Company in payment of the whole or any part of the purchase price of any such property or lands, and that without offering the shares so allotted to the Shareholders.

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

13. 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.

14. Shares may be registered in the name of two or more persons not in partnership.

15. 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.

16. 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.

17. 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 34 to become a Shareholder in respect of any share.

18. Every Shareholder shall be entitled to a certificate or certificates under the common seal of the Company, specifying the share or shares held by him, and the amount paid thereon.

19. If any certificate be worn out or defaced, then, upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed certificate. A sum of fifty cents shall be payable for such new certificate.

20. The certificate of shares registered in the name of two or more persons not a firm shall be delivered to the person first-named on the register.

CALLS.

21. The Directors may from time to time make such calls as they think fit upon the Shareholders in respect of all moneys unpaid on their shares, and not by the conditions of allotment made payable at fixed times provided that two months' notice at least shall be given to the Shareholders of the time and place appointed for payment of each call; and each Shareholder shall pay the amount of every call so made to the person and at the time and place appointed by the Directors.

22. If any Shareholder fail to pay the amount of any call due by him on or before the day appointed for payment thereof, he shall be liable to pay interest for the same at the rate of nine per centum per annum from the day appointed for the payment thereof to the time of actual payment.

23. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed.

24. The Directors shall have power in their absolute discretion to give time to any one or more Shareholder or Shareholders, exclusive of the others, for payment of any call or part thereof on such terms as

the Directors may determine. But no Shareholder shall be entitled to any such extension except as a matter of grace or favour.

25. The Directors may at their discretion receive from any of the Shareholders willing to advance the same, and upon such terms as they think fit, all or any part of the moneys due upon their respective shares beyond the sums actually called for; and upon the moneys so paid in advance, or upon so much thereof as from time to time and at any time thereafter exceeds the amount of the calls then made upon, and due in respect of the shares in respect of which some advances have been made, the Board may pay or allow interest at such rate as the Shareholders paying such sums in advance and the Directors may agree upon, not exceeding however six per centum per annum.

TRANSFER OF SHARES.

26. Subject to the restriction of these Articles, any Shareholder may transfer all or any of his shares by instrument in writing.

27. No transfer of shares shall be made to an infant or person of unsound mind.

28. The Company shall keep a book or books, to be called "The Register of Transfers," in which shall be entered the particulars of every transfer or transmission of any share.

29. The Board may, at their own absolute and uncontrolled discretion, decline to register any transfer of shares by a Shareholder who is indebted to the Company, or upon whose shares the Company have a lien or otherwise, or in case of shares not fully paid up, to any person not approved by them; and 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 declinature shall be absolute.

30. 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 transferrer, and a fee of two rupees and fifty cents, or such other sum as the Directors shall from time to time determine, must be paid to the Company for the registration of every such transfer, upon payment whereof the Directors, subject to the powers vested in them by Articles 29 and 31, shall register the transferee as a Shareholder and retain the instrument of transfer.

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

32. 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 a transfer of any share in accordance with these Articles; and whether they abstain from so inquiring, or do so inquire and are misled, the transferrer 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.

33. The Register of Transfers may be closed during the fourteen days immediately preceding each Ordinary General Meeting; and when a dividend is declared for the three next days ensuing the meeting; also at such other times (if any) and for such periods 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.

TRANSMISSION OF SHARES.

34. The executors, or administrators, or the heirs of a deceased Shareholder shall be the only persons recognized by the Company as having any title to the shares of such Shareholder.

35. 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 Directors think 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.

36. If any person who shall become entitled to be registered in respect of any share under clause 35 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 a lien on the shares so sold, shall be paid to the person entitled thereto.

SURRENDER AND FORFEITURE OF SHARES.

37. 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.

38. If any Shareholder fails to pay any call or instalment on or before the day appointed for the payment of the same, the Directors may at any time thereafter, during such time as the call or instalment remains unpaid, serve a notice on such Shareholder, requiring him to pay the same, together with any interest that may have accrued, and all expenses that may have been incurred by the Company by reason of such non-payment.

The notice shall name a day (not being less than one month from the date of the notice) on, and a place or places at, which such call or instalment and such interest and expenses as aforesaid are 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 call was made or instalment is payable will be liable 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 before payment of calls or instalment with interest, and expenses due in respect thereof, be declared forfeited by a resolution of the Board to that effect.

39. Any Shareholder whose shares have been so declared forfeited shall, notwithstanding, be liable to pay, and shall forthwith pay to the Company all calls, instalments, interest, and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of forfeiture until payment at nine per cent. per annum, and the Directors may enforce the payment thereof if they think fit.

40. 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.

41. 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, and all other rights incident to the share, except only such of those rights (if any) as by these presents are expressly saved.

42. A certificate in writing under the hands of two of the Directors and of the Secretary 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 receipt 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 the holder of such share, discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such forfeiture or sale.

The Directors may in their discretion remit or annul the forfeiture of any share within six months from the date thereof upon the payment of all moneys due to the Company from the late holder or holders of such share or shares, and all expenses incurred in relation to such forfeiture, together with such further sum of money by way of redemption money, for the deficit, as they shall think fit, not being less than nine per cent. on the amount of the sums wherein default in payment had been made, but no share *bonâ fide* sold or re-allotted, or otherwise disposed of under Article 40 hereof, shall be redeemable after sale or disposal.

43. The Company shall have a first charge or paramount lien upon all the shares of any holder or joint-holders for all moneys for the time being due to the Company by such holder, or by all or any of such joint-holders respectively, either in respect of such shares or of other shares held by such holder or joint-holders or otherwise, and whether due from any such holder individually or jointly with others, including all calls which the Directors shall have resolved to make, although the times appointed for the payment thereof shall not have arrived; and where any share is held by more persons than one, the Company shall be entitled to the said charge or lien in respect of any money due to the Company from any of such persons. And the Directors may decline to register any transfer of shares subject to such charge or lien.

44. Such charge or lien may be made available by a sale of all or any of the shares subject to it, provided that no such sale shall be made except under a resolution of the Directors and until notice in writing shall have been given to the indebted Shareholder or his executors or administrators, or the assignee or trustee in his bankruptcy, requiring him or them to pay the amount for the time being due to the Company, and default shall have been made for twenty-eight days from such notice in paying the sum thereby required to be paid. Should the Shareholder over whose share the lien exists be in England or elsewhere abroad, sixty days' notice shall be allowed him.

45. The net proceeds of any such sale shall be applied in or towards satisfaction of such debts, liabilities, or engagements, and the residue (if any) paid to such Shareholder or his representatives.

46. A certificate in writing under the hands of two of the Directors and of the Secretary, that the power of sale given by clause 44 has arisen, and is exercisable by the Company under these presents, shall be conclusive evidence of the facts therein stated.

47. Upon any such sale two of the Directors may execute a transfer of such share to the purchaser thereof, and such transfer, with the certificate last aforesaid, shall confer on the purchaser a complete title to such shares.

BORROWING POWERS.

48. The Directors shall have power to procure from time to time, in the usual course of business, such temporary advances on the produce in hand, as they may find necessary or expedient for the purpose of defraying the expenses of working the Company, or of erecting, maintaining, improving, or extending buildings, machinery, or plantations, or otherwise. Also from time to time at their discretion to borrow or raise from the Directors or other persons any sum or sums of money for the purposes of the Company, provided that the money so borrowed or raised and owing at any one time shall not without the sanction of a General Meeting exceed Fifty thousand Rupees (Rs. 50,000).

49. With the sanction of a General Meeting the Board shall be entitled to borrow such further sum or sums and at such rate of interest as such meeting shall determine. A certificate under the hands of one Director and the Secretary, or of two Directors, to the effect that in taking any loan the Directors are not exceeding their borrowing powers shall be sufficient and binding on the Company and all concerned, and shall be conclusive evidence thereof in all questions between the Company and its creditors.

50. For the purpose of securing the repayment of any such moneys so borrowed or raised, or for any other purposes, the Directors may grant, create, execute, and issue any mortgages, cash credits, debentures, debenture stock, bonds, or obligations of the Company, charged upon all or any part of the undertaking, revenue, lands, property, rights, and assets of the Company, both present and future, including uncalled capital or unpaid calls, or may make, accept, or endorse on behalf of the Company any promissory notes or bills of exchange.

51. Any such securities may be issued either at par or at a premium or discount, and may from time to time be cancelled, discharged, varied, or exchanged as the Directors may think fit, and may contain special privileges as to redemption, surrender, drawings, allotment of shares, or otherwise.

52. Every debenture or other instrument issued by the Company for securing the payment of money may be so framed that the moneys thereby secured shall be assignable free from any equities between the Company and the person to whom the same may be issued.

GENERAL MEETINGS.

53. 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.

54. Subsequent General Meetings shall be held once in every year at such time and place as may be prescribed by the Company in General Meeting, and if no time or place is so prescribed, then at such place and at such time as soon after the first day in each year as may be determined by the Directors.

55. The General Meetings mentioned in the last preceding clause shall be called Ordinary General Meetings; all other meetings of the Company shall be called Extraordinary General Meetings.

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

57. 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 as 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.

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

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

60. Seven days' notice at least of every General Meeting, Ordinary or Extraordinary, and by whomsoever convened, specifying the place, date, hour of meeting, and the object and business of the meeting, shall be given by advertisement in the *Ceylon Government Gazette*, or in such other manner (if any) as may be prescribed by the Company in General Meeting.

61. Every Ordinary General Meeting shall be competent, without special notice having been given of the purposes for which it is convened, or of the business to be transacted thereat, to receive and discuss any report and any accounts presented thereto by the Directors, and to pass resolutions in approval or disapproval thereof, and to declare dividends, and to elect Directors and Auditors in the place of those retiring by rotation, and to fix the remuneration of the Auditors; and shall also be competent to enter upon, discuss, and transact any business whatsoever, of which special mention shall have been given in the notice or notices upon which the meeting was convened.

62. 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, or transact any business which has not been specially mentioned in the notice or notices upon which it was convened.

63. 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 or represented at the commencement of the business three or more Shareholders entitled to vote.

64. If at the 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.

65. The Chairman (if any) 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 at 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 a Chairman.

66. No business shall be discussed at any General Meeting except the election of a Chairman whilst the chair is vacant.

67. 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, unless due notice thereof shall be given.

68. 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.

69. 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 at such meeting shall be entitled to give a casting vote in addition to the vote to which he may be entitled as a Shareholder; and unless a poll be immediately demanded by some member present and entitled to vote, a 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 or proportion of votes recorded in favour of or against such resolution.

70. If at any meeting a poll be demanded by some Shareholder present at the meeting and entitled to vote, the meeting shall, if necessary, be adjourned, and the poll shall be taken at such time and place 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.

71. The demand of a poll shall not prevent the continuance of a meeting for the transaction of business other than the question on which a poll has been demanded.

72. No poll shall be demanded on the election of a Chairman of the meeting or on any question of adjournment.

73. On a show of hands every member shall have one vote only. In case of a poll every Shareholder shall have one vote for every share held by him up to ten, and an additional vote for every ten shares beyond the first ten up to one hundred, and an additional vote for every twenty-five shares held by him beyond the first hundred.

74. 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.

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

76. No Shareholder shall be entitled to vote at any Meeting unless all calls due from him on his shares 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.

77. No Shareholder, who has not been duly registered as such for three weeks previous to the General Meeting, shall be entitled to be present and to speak and vote at any meeting held after the expiry of three weeks from the incorporation of the Company.

78. No person shall be entitled to hold a proxy who is not a Shareholder of the Company.

79. The instrument appointing a proxy shall be printed or written, and shall be signed by the appointor, or if such appointor be a Company or corporation, it shall be under the common seal of such Company or corporation.

80. 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 named in such instrument proposes to vote.

The instrument appointing a proxy may be in the following form:—

The Batticaloa Trading Company, 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, as the case may be) General Meeting of the Company to be held on the _____ day of _____, One thousand Eight hundred and _____, 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 _____.

81. No objection shall be made to the validity of any vote, whether given personally or by proxy, except at the meeting or poll at which such vote shall be tendered, and every vote (whether given personally or by proxy) 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.

82. No Shareholder shall be prevented from voting by reason of his being personally interested in the result of the voting.

DIRECTORS.

83. The number of Directors shall never be less than two nor more than seven, but this clause shall be construed as being directory only, and the continuing Directors may act notwithstanding any number of vacancies.

The qualification of a Director shall be his holding in his own right at least twenty shares in the Company upon which all calls for the time being have been paid, and this qualification shall apply as well to the first Directors as to all future Directors.

As a remuneration for their services, the Directors shall be entitled to appropriate a sum not exceeding Three thousand five hundred Rupees (Rs. 3,500) annually, 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, and such remuneration shall not be considered as including any remuneration granted for special or extra services hereinafter referred to, nor any extra remuneration to the Managing Directors of the Company.

84. The first Directors shall be Stanley Bois, Walter Bridgeman Kingsbury, Villiers Alexander Julius, and Ernest Mark Shattock, who shall hold office till the first Ordinary General Meeting of the Company, when they shall all retire, but shall be eligible for re-election.

85. One or more of the Directors may be appointed by the Directors to act as Managing Director or Managing Directors and (or) visiting agent or agents of the Company, for such time and on such terms as the Directors may determine or may fix by agreement with the person or persons appointed to the office, and they may, from time to time, revoke such appointment and appoint another or other Managing Director or Managing Directors and (or) visiting agent or agents.

The Director may confer on the Managing Director or Managing Directors all or any duties and powers that might be conferred on any Manager of the Company.

If any Director shall be called upon to perform any extra services, the Directors may arrange with such Director for such special remuneration for such services, either by way of salary, commission, or the payment of a lump sum of money as they shall think fit.

ROTATION OF DIRECTORS.

86. At the first Ordinary General Meeting of the Company all the Directors shall retire from office, and at the first Ordinary General Meeting in every subsequent year one of the Directors for the time being shall retire from office as provided in clause 87.

87. The Directors to retire from office at the second and third Ordinary General Meeting shall, unless the Directors otherwise arrange among themselves, be determined by ballot; in every subsequent year the Directors to retire shall be those who have been longest in office.

88. In case any question shall arise as to which of the Directors who have been the same time in office shall retire, the same shall be decided by the Directors by ballot.

89. Retiring Directors shall be eligible for re-election.

90. The Ordinary 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 Ordinary General Meeting.

91. Any casual vacancy occurring in the number of Directors or provisional Directors arising from death, resignation, or otherwise, may be filled up by the Directors, but any person appointed to fill such vacancy shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

92. The Directors, subject to the approval of a General Meeting, may from time to time at any time subsequent to the second Ordinary General Meeting increase or reduce the number of Directors, and may also, subject to the like approval, determine in what rotation such increased or reduced number is to go out of office.

93. 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 General 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.

94. A Director may at any time give notice in writing of his intention to resign by delivering such notice to the Secretary, or by leaving the same at the registered 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.

95. The Company may, by a 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. 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.

96. Every Director or officer of the Company, and his heirs, executors, and administrators shall be indemnified by the Company from all losses and expenses incurred by him in or about the discharge of his duties, except such as happen from his respective wilful acts or defaults; and no Director or officer shall, nor shall the heirs, executors, or administrators of any Director or officer, be liable for the acts or defaults of any other Director or officer, 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 office or in relation thereto, unless the same happen through his own wilful act or default.

97. No contribution shall be required from any present or past Director or Manager exceeding the amount, if any, unpaid on the shares in respect of which he is liable as a present or past Shareholder.

DISQUALIFICATION OF DIRECTORS.

98. The office of the Director shall be vacated—

- (a) If he accepts or holds any office or place of profit other than Managing Director, Visiting Agent, or Secretary 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 the office.
- (e) If he is concerned or participates in the profits of any contract with, or work done for, the Company.

Provided that no Director shall vacate his office by reason of his being a member of any corporation, company, or firm 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, or solicitor, or by his being a member of a firm who are agents, or secretaries, 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.

POWERS OF DIRECTORS.

99. The Directors shall have power to carry into effect the purchase of the Carnac Mills, and the lease purchase, or acquisition of any other lands, estates, or property they may think fit, or any share or shares

thereof, and shall enter into an agreement with Messrs. Lee, Hedges & Company that Messrs. Lee, Hedges & Company shall act as the Agents and Secretaries of the Company for a period of five years at a remuneration of Two thousand Rupees (Rs. 2,000) per annum.

100. The business of the Company shall be managed by the Directors either by themselves or through a Managing Director, or with the assistance of an agent or agents, and secretary or secretaries of the Company, to be appointed by the Directors for such a period and on such terms as they shall determine, 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 the registration of the Company, and in and about the valuation, purchase, lease, or acquisition of the said estates and lands, and the opening, clearing, planting, and cultivation thereof, and otherwise in or about the working and business of the Company.

101. The Directors shall have power to make, and may make such rules or regulations for the management of the business and property of the Company as they may from time to time think proper, and 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, secretaries, treasurers, accountants, and other officers, superintendents, assistants, clerks, artisans, labourers, and other servants, for such period or periods, and with such remuneration, 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, agents, treasurers, accountants, officers, clerks, or servants of the Company, for such reasons as they may think proper and advisable, and without assigning any cause for so doing.

102. 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, and shall 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 regulation 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.

103. The Directors shall have power to appoint a proctor or proctors, solicitor or solicitors, attorney or attorneys, to assist in carrying on or protecting the business of the Company on such terms as they may consider proper, and from time to time to revoke such appointment.

104. 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 signatures as they may appoint to draw, accept, make, endorse, sign, and execute cheques, bills of exchange, and promissory notes, bills of lading, receipts, contracts, and agreements, bonds, mortgages, proxies to any proctor or proctors, and other documents on behalf of and to further the interests of the Company.

105. The seal of the Company shall not be affixed to any instrument except in the presence of two or more of the Directors, or of one Director and the Secretary or Secretaries, who shall attest the sealing thereof; such attestation on the part of the Secretaries in the event of a firm being the Secretaries being signified by a partner of the said firm signing for and on behalf of the said firm as such Secretaries.

106. 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 other company or companies, or individual or individuals, or for the sale or disposal of the business, estates, and effects of the Company or any part or parts, share or shares thereof, respectively, to any company or companies, or person or persons 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 for carrying such amalgamation, sale, or other disposition into effect 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 be dissolved to that end.

107. 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 action, suit, prosecution, or other 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 made by or against the Company.
- (b) To refer any claims or demands by or against the Company to arbitration, and observe and perform or enforce the award.
- (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.

PROCEEDINGS OF DIRECTORS.

108. The Directors may meet for the despatch of business, adjourn, and otherwise 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.

109. A Director may at any time summon a meeting of Directors.

110. 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 if 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 and in that case the Directors present shall choose one of their number to be Chairman of such meeting.

111. 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 thereat shall have a casting vote in addition to his vote as a Director.

112. 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 they 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 any such committee, in conformity with such regulations and in the fulfilment of the purposes of their appointment, but not otherwise, shall have the like force and effect as if done by the Board.

113. 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 are not superseded by the express terms of the appointment of such committee respectively, or any regulation imposed by the Board.

114. 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 or qualification 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 such person had been duly appointed or qualified, provided the same be done before the discovery of the vacancy or defect.

115. 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.

116. The Directors shall cause Minutes to be made in a book or books to be provided for the purpose:—

- (1) Of all appointments of (a) officers and (b) committees made by the Directors.
- (2) Of the names of the Directors present at each meeting of the Directors.
- (3) Of the names of the members of the Committee appointed by the Board present at each meeting of the Committee.
- (4) Of all orders made by the Directors.
- (5) Of all resolutions and proceedings of all General Meetings of the Company.
- (6) Of all resolutions and proceedings of all meetings of the Directors.
- (7) Of all resolutions and proceedings of all meetings of Committees appointed by the Board.

117. All such minutes shall be signed by the person 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 who shall preside as Chairman at the next ensuing General Meeting, or Board Meeting, or Committee Meeting, as the case may be; and all minutes purporting to have been signed by any Chairman of any General Meeting, Board Meeting, or Committee Meeting, respectively, shall, for all purposes whatsoever, be *prima facie* evidence of the actual and regular passing of the resolutions, and the actual and regular transaction or occurrence 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, and of the date on which such meeting was held.

ACCOUNTS.

118. The agent or secretary or the agents or secretaries for the time being, or, if there be no agent or secretary or agents or secretaries, the Directors shall cause true accounts to be kept 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 sums were received and expended, and of the assets, credits, and liabilities of the Company, and generally of all its commercial, financial, and other affairs, transactions, and engagements, and of all other matters necessary for showing the true financial state and condition of the Company. The accounts shall be kept in such books and in such a manner at the registered office of the Company as the Directors think fit.

119. The Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions or regulations the accounts and books of the Company or of any of them shall be open to the inspection of the Shareholders, and no Shareholder shall have any right of inspecting any account, or book, or document of the Company, except as conferred by statute or authorized by the Directors, or by a resolution of the Company in General Meeting.

120. At the Ordinary General Meeting in every year the Directors shall lay before the Company a statement of the income and expenditure of the Company for the previous financial year, and a balance sheet containing a summary of the property and liabilities of the Company made up to the end of the same period.

121. The statement so made shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expense of the establishment, salaries, and other heads of 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 case 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.

122. The 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.

123. Every such statement shall be accompanied by a report as to the state and condition of the Company, and as to the amount which the Directors recommend should be paid out of the profits by way of dividend or bonus to the Shareholders, and the statement, report, and balance sheet shall be signed by the Directors.

124. A printed copy of such balance sheet shall, at least seven days previous to such meeting, be delivered at or posted to the registered address of every Shareholder.

125. 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.

AUDIT.

126. 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.

127. The Directors shall appoint the first Auditor of the Company and fix his remuneration. He shall hold office till the second General Meeting of the Company. All subsequent appointments shall, except as is hereinafter mentioned, be made at the first Ordinary General Meeting of the Company in each year by the Shareholders present thereat, and the Auditor or Auditors appointed at such meeting shall hold office only until the first Ordinary General Meeting after his or their appointments, or until otherwise ordered by a General Meeting.

128. The remuneration of the Auditors other than the first shall be fixed by the Company in General Meeting, and this remuneration may from time to time be varied by a General Meeting.

129. Retiring Auditors shall be eligible for re-election.

130. If any vacancy that may occur in the office of Auditor is not supplied at the next Ordinary General Meeting, or if any casual vacancy shall occur in the office of Auditor, the Directors shall fill up the vacancy by the appointment of a person who shall hold office until the next Ordinary General Meeting after his appointment.

131. Every Auditor shall be supplied with a copy of the balance sheet intended to be laid before the next Ordinary General Meeting after his appointment, and it shall be his duty to examine the same with the accounts and vouchers relating thereto, and to report thereon to the meeting, generally or specially, as he may think fit.

132. The Auditor or Auditors for the time being shall have a list delivered to him or them of all books kept by the Company, and he or they shall at all reasonable hours in the day time have access to all accounts, books, and documents whatsoever of the Company for the purpose of audit.

DIVIDENDS, BONUS, AND RESERVE FUND.

133. The Directors may, with the sanction of the Company in General Meeting, from time to time declare a dividend to be paid, and (or) pay a bonus to the Shareholders in proportion to their shares, but no dividend shall be payable except out of net profits.

134. The Directors may, if they think fit, determine on and declare an interim dividend to be paid, or pay a bonus to the Shareholders on account, and in anticipation of the dividend for the then current year.

135. The Directors may, before recommending any dividend or bonus, set aside out of the profits of the Company such a sum as they think proper as a reserve fund, and shall invest the same in such securities as they may, with the sanction of the Company, select, or shall place the same in fixed deposit in any bank or banks.

136. The Directors may from time to time apply such portion as they think fit of the reserve fund to meet contingencies, or for equalizing dividends, or for working the business of the Company, or for repairing, or maintaining, or extending the buildings and premises of the Company, or for the repair or renewal, or extension of the property or plant of the Company or any part thereof, or for any other purposes connected with the interest of the Company that they may from time to time deem expedient.

137. No unpaid dividend or bonus shall ever bear interest against the Company.

138. No Shareholder shall be entitled to receive payment of any dividend or bonus in respect of his share or shares whilst any moneys may be due or owing from him (whether alone or jointly with any other person) to the Company in respect of such share or shares, or otherwise howsoever.

139. The Directors may deduct from the dividend or bonus payable to any Shareholder all such sums of money as may be due from him (whether alone or jointly with any other person) to the Company, and notwithstanding the fact that such sums or any of them are not payable until after the date when such dividend or bonus is payable.

140. Notice of any dividend that has been declared, or of any bonus to be paid, shall be given to each Shareholder entitled thereto, and any dividend or bonus unclaimed by any Shareholder for three years after notice thereof is given may be forfeited by the Directors for the benefit of the Company, and if the Directors think fit may be applied in augmentation of the reserve fund.

141. Every dividend or bonus 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.

142. Every dividend or bonus payable in respect of any share held by several persons jointly other than a firm may be paid to, and an effectual receipt given by, any one of such persons.

NOTICES.

143. Notices from the Company may be authenticated by the signature (printed or written) of the agent or secretary, agents or secretaries, or persons appointed by the Board to authenticate the same.

144. 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.

145. A notice may be served by the Company upon any Shareholder, either personally or by being sent through the 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, notwithstanding that the Shareholder to whom such notice is addressed be dead, unless his executors or administrators shall have given to the Directors or to the agent or secretary or agents or secretaries of the Company their own or some other address to which notices may be sent.

146. 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.

147. 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 or post box, and the entry in the Company's books of the leaving or sending by post of any notice at or to such address shall be sufficient evidence thereof, and no further evidence shall be necessary.

148. 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 upon him, and all notices served at such address 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.

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

ARBITRATION.

149. Whenever any question or other matter whatsoever arises in dispute between the Company and any other company or person, the same may be referred by the Directors to arbitration.

EVIDENCE.

150. On the trial or hearing of any action or suit brought or instituted by the Company against any Shareholder or his representatives to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was when the claim arose on the register of Shareholders of the Company as a holder of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company; and it shall not be necessary to prove the registration of the Company, nor the appointment of the Directors who made any call, nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever, but the proof aforesaid shall be conclusive evidence of the debt.

PROVISION RELATIVE TO WINDING UP OR DISSOLUTION OF THE COMPANY.

151. Any Shareholder, whether a Director or not, and whether alone or jointly with any other Shareholder or Director, and any person not a Shareholder, may become the purchaser of the property of the Company or any part thereof in the event of a winding up or a dissolution, or at any other time when a sale of the Company's property or effects or any part thereof shall be made by the Directors under the powers hereby or under the Ordinance conferred upon them.

In witness whereof the subscribers to the Memorandum of Association have hereto set and subscribed their names at Colombo this First day of March, 1898.

V. A. JULIUS.

E. C. DRUMMOND,

By his Attorney V. A. JULIUS.

E. M. SHATTOCK.

E. H. A. VANDERSPAR.

W. KINGSBURY.

A. J. GORDON-FIELD.

STANLEY BOIS.

Witness to the above signatures :

H. CREASY, Proctor of the Supreme Court.

**MEMORANDUM OF ASSOCIATION OF THE TEMPLESTOWE ESTATE COMPANY OF
CEYLON, LIMITED.**

1. The name of the Company is "The Templestowe Estate Company of Ceylon, Limited."
2. The registered office of the Company is to be established in Colombo, Ceylon.
3. The objects for which the Company is established are—
 - (1) To purchase or otherwise acquire the Templestowe estate in Lower Dikoya.
 - (2) To purchase, lease, take in exchange, hire, or otherwise acquire any other land or lands, or any share or shares thereof, and any buildings, machinery, implements, tools, live and dead stock, stores, effects, and other property, real or personal, movable or immovable, of any kind, and any rights, easements, patents, licenses, or privileges in Ceylon or elsewhere (including the benefit of any trademark or trade secret which may be thought necessary or convenient for the purpose of the Company's business), and to erect, construct, maintain, or alter any buildings, machinery, plant, roads, ways, or other works, or methods of communication.
 - (3) To engage, employ, maintain, provide for, and dismiss superintendents, managers, clerks, coolies, and other labourers and servants, and to remunerate any such at such rate as shall be thought fit, and to grant pensions or gratuities to any such, or the widow or children of any such.
 - (4) To clear, open, plant, cultivate, and improve the said estate or any portions thereof, and any other land or lands that may be purchased, leased, or otherwise acquired by the Company in Ceylon or elsewhere, or portions thereof as a tea estate or tea estates, or with any other products, trees, plants, or crops that may be approved by the Company.
To otherwise improve and develop the same.
 - (5) To prepare, manufacture, treat, and make marketable, tea and (or) other crops or produce, and to sell, ship, and dispose of such tea crops and produce, either raw or manufactured, at such times and places, and in such manner as shall be deemed expedient.
 - (6) To purchase tea leaf and (or) other raw products for manufacture, manipulation, and sale, and to manufacture, manipulate, and sell the same.
 - (7) 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.
 - (8) To establish and maintain in the United Kingdom, in Ceylon, or elsewhere, stores, shops, places for the sale of tea, coffee, cocoa, and other articles of food, drink, or refreshment, wholesale or retail.
 - (9) To establish in any part or parts of the world agencies for carrying on or developing the business of the Company or any branch thereof.
 - (10) To let, lease, exchange, or mortgage the Company's lands, buildings, or other property or any part or parts thereof, whether in consideration of rents, money, or securities for money, shares, debentures, or securities in any other Company, or for any other consideration, and otherwise to trade in, dispose of, or deal with the same or any part thereof.
 - (11) To borrow or receive on loan money for the purposes of the Company upon the security of cash credit bonds or of hypothecations or mortgages of the Company's property, or any part or parts thereof, or otherwise, as shall be thought most expedient, and in particular by the issue of debentures, debenture stock or bonds to bearer, or otherwise, either charged upon all or any part of the Company's present or future property (including uncalled capital), or not so charged, as shall be thought best.
 - (12) To draw, make, accept, and endorse bills of exchange, notes, and other negotiable instruments for the purposes of the Company.
 - (13) 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 persons, Company or Companies 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 to any of them, or capable of being conducted so as to benefit this Company, either directly or indirectly, 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.
 - (14) To amalgamate with any other Company having objects altogether or in part similar to this Company.

- (15) To acquire by purchase in money, shares, bonds, or otherwise, and undertake all or any part of the business, property, assets, and liabilities of any person or persons, Company or Companies 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.
- (16) To sell the property, business, or undertaking of the Company or any part or parts thereof for such consideration as the Company shall think fit, and in particular for shares, stocks, debentures, or securities of any other Company.
- (17) To procure the Company to be registered or incorporated in Ceylon, and if and when necessary elsewhere.
- (18) To do all such other things as are incidental or conducive to the attainment of the above object or any of them.

4. The liability of the Shareholders is limited.

5. The nominal capital of the Company is Rs. 400,000, divided into two thousand 6 per cent. cumulative preference shares of Rs. 100 each and two thousand ordinary shares of 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 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.
FRED. WM. BOIS, Colombo	One
HENRY BOIS, By his attorney FRED. WM. BOIS	One
MARY E. BOIS, By her attorney FRED. WM. BOIS	One
H. G. BOIS, Colombo	One
HERBERT BOIS, Colombo	One
GILES F. WALKER, Colombo... ..	One
Witness to the above signatures :	
V. A. JULIUS, Proctor, Supreme Court, Colombo.	
WINIFRED BOIS, Colombo	One
Witness to the above signature :	
R. VANDENDRIEZEN, Storekeeper, Colombo.	

Dated the 14th day of March, 1898.

**ARTICLES OF ASSOCIATION OF THE TEMPLESTOWE ESTATE COMPANY OF
CEYLON, LIMITED.**

THE regulations contained in the 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 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 CLAUSE.

1. 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 :—

The word "Company" means "The Templestowe Estate Company of Ceylon, Limited," incorporated, or established by or under the Memorandum of Association to which these Articles are attached.

"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" means and includes the Memorandum of Association and the Articles of Association of the Company from time to time in force.

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

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

"Shareholder" means a Shareholder of the Company.

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

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

"Board" means a meeting of the Directors or (as the context may require) the 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" means partnerships, associations, corporations, companies, unincorporated or incorporated by Ordinance and registration, as well as individuals.

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

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

"Month" means a calendar month.

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

Words importing the singular number only include the plural, and *vice versa*.

Words importing the masculine gender only include the feminine, and *vice versa*.

BUSINESS.

2. The Company may proceed to carry out the objects for which it is established, and to employ and apply its capital as soon after the registration of the Company as the Directors in their discretion shall think fit; and, if the whole of the shares shall not have been subscribed, applied for, or allotted, as soon as, in the judgment of the Directors, a sufficient number of shares shall have been subscribed or applied for.

3. 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.

4. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.

5. If by the conditions of allotment of any share the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the *holder* of the shares.

6. The Directors may, with the sanction of a special resolution of the Company in General Meeting increase the capital of the Company 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.

7. 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 of voting.

8. 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. Provided that the Directors may, at their discretion, allot such new shares or any portion of them to the vendor or vendors of any estates or lands being acquired by the Company in payment of the whole or any part of the purchase price of any such estates or lands, and that without offering the shares so allotted to the Shareholders.

9. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the same provisions in all respects with reference to the payments of allotment money, calls and instalments, transfer, transmission, forfeiture, lien, surrender, and otherwise, as if it had formed part of the original capital.

10. The Directors may in like manner, and with like sanction, reduce the capital of the Company.

SHARES.

11. 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 consider proper.

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

13. 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.

14. Shares may be registered in the name of two or more persons not in partnership.

15. 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.

16. 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.

17. 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 34 to become a Shareholder in respect of any share.

18. Every Shareholder shall be entitled to a certificate or certificates under the common seal of the Company, specifying the share or shares held by him, and the amount paid thereon.

19. If any certificate be worn out or defaced, then, upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed certificate. A sum of fifty cents shall be payable for such new certificate.

20. The certificate of shares registered in the name of two or more persons not a firm shall be delivered to the person first-named on the register.

21. 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.

CALLS.

22. The Directors may from time to time make such calls as they think fit upon the Shareholders in respect of all moneys unpaid on their shares, and not by the conditions of allotment made payable at fixed times, provided that two months' notice at least shall be given to the Shareholders of the time and place appointed for payment of each call; and each Shareholder shall pay the amount of every call so made to the person and at the time and place appointed by the Directors. If any Shareholder fail to pay the amount of any call due by him on or before the day appointed for payment thereof, he shall be liable to pay interest for the same at the rate of nine per centum per annum from the day appointed for the payment thereof to the time of actual payment.

23. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed.

24. The Directors shall have power in their absolute discretion to give time to any one or more Shareholder or Shareholders, exclusive of the others, for payment of any call or part thereof, on such terms as the Directors may determine. But no Shareholder shall be entitled to any such extension except as a matter of grace or favour.

25. The Directors may at their discretion receive from any of the Shareholders willing to advance the same, and upon such terms as they think fit, all or any part of the moneys due upon their respective shares beyond the sums actually called for; and upon the moneys so paid in advance, or upon so much thereof as from time to time and at any time thereafter exceeds the amount of the calls then made upon, and due in respect of the shares in respect of which sum advances have been made, the Board may pay or allow interest at such rate as the Shareholders paying such sums in advance and the Directors may agree upon, not exceeding however six per centum per annum.

TRANSFER OF SHARES.

26. Subject to the restriction of these Articles, any Shareholder may transfer all or any of his shares by instrument in writing.

27. No transfer of shares shall be made to an infant or person of unsound mind.

28. The Company shall keep a book or books, to be called "The Register of Transfers," in which shall be entered the particulars of every transfer or transmission of any share.

29. The Board may at their own absolute and uncontrolled discretion decline to register any transfer of shares by a Shareholder who is indebted to the Company, or upon whose shares the Company have a lien or otherwise, or in case of shares not fully paid up, to any person not approved by them; and 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 declinature shall be absolute.

30. 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 transferor, and a fee of two rupees and fifty cents, or such other sum as the Directors shall from time to time determine, must be paid to the Company for the registration of every such transfer, upon payment whereof the Directors, subject to the powers vested in them by Articles 29 and 31, shall register the transferee as a Shareholder and retain the instrument of transfer.

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

32. 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 a transfer 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.

33. The Register of Transfers may be closed during the fourteen days immediately preceding each Ordinary General Meeting; and when a dividend is declared for the three next days ensuing the Meeting; also at such other times (if any) and for such periods 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.

TRANSMISSION OF SHARES.

34. The executors, or administrators, or the heirs of a deceased Shareholder shall be the only persons recognized by the Company as having any title to the shares of such Shareholder.

35. 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 Directors think 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.

36. If any person who shall become entitled to be registered in respect of any share under clause 35 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 a lien on the shares so sold, shall be paid to the person entitled thereto.

SURRENDER AND FORFEITURE OF SHARES.

37. 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.

38. If any Shareholder fails to pay any call or instalment on or before the day appointed for the payment of the same, the Directors may, at any time thereafter during such time as the call or instalment remains unpaid, serve a notice on such Shareholder, requiring him to pay the same, together with any interest that may have accrued, and all expenses that may have been incurred by the Company, by reason of such non-payment.

The notice shall name a day (not being less than one month from the date of the notice) on, and a place or places at, which such call or instalment and such interest and expenses as aforesaid are 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 call was made or instalment is payable will be liable 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 before payment of calls or instalments with interest, and expenses due in respect thereof, be declared forfeited by a resolution of the Board to that effect.

39. Any Shareholder whose shares have been so declared forfeited shall, notwithstanding, be liable to pay, and shall forthwith pay, to the Company all calls, instalments, interest, and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of forfeiture until payment, at nine per cent. per annum, and the Directors may enforce the payment thereof if they think fit.

40. 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.

41. 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, and all other rights incident to the share, except only such of those rights (if any) as by these presents are expressly saved.

42. A certificate in writing under the hands of two of the Directors and of the Secretary, 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 receipt 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 the holder of such share, discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such forfeiture or sale.

The Directors may in their discretion remit or annul the forfeiture of any share within six months from the date thereof upon the payment of all moneys due to the Company from the late holder or holders of such share or shares, and all expenses incurred in relation to such forfeiture, together with such further sum of money by way of redemption money, for the deficit, as they shall think fit, not being less than nine per cent. on the amount of the sums wherein default in payment had been made, but no share *bond fide* sold or re-allotted, or otherwise disposed of under Article 40 hereof, shall be redeemable after sale or disposal.

43. The Company shall have a first charge or paramount lien upon all the shares of any holder or joint-holders for all moneys for the time being due to the Company by such holder, or by all or any of such joint-holders respectively, either in respect of such shares or of other shares held by such holder or joint-holders, or otherwise, and whether due from any such holder individually or jointly with others, including all calls which the Directors shall have resolved to make, although the times appointed for the payment thereof shall not have arrived; and where any share is held by more persons than one, the Company shall be entitled to the said charge or lien in respect of any money due to the Company from any of such persons. And the Directors may decline to register any transfer of shares subject to such charge or lien.

44. Such charge or lien may be made available by a sale of all or any of the shares subject to it, provided that no such sale shall be made except under a resolution of the Directors, and until notice in writing shall have been given to the indebted Shareholder or his executors, or administrators, or the assignee or trustee in his bankruptcy requiring him or them to pay the amount for the time being due to the Company, and default shall have been made for twenty-eight days from such notice in paying the sum thereby required to be paid. Should the Shareholder over whose share the lien exists be in England or elsewhere abroad, sixty days' notice shall be allowed him.

45. The net proceeds of any such sale shall be applied in or towards satisfaction of such debts, liabilities, or engagements, and the residue (if any) paid to such Shareholder or his representatives.

46. A certificate in writing under the hands of two of the Directors and of the Secretary, that the power of sale given by clause 44 has arisen, and is exercisable by the Company under these presents, shall be conclusive evidence of the facts therein stated.

47. Upon any such sale two of the Directors may execute a transfer of such share to the purchaser thereof, and such transfer, with the certificate last aforesaid, shall confer on the purchaser a complete title to such shares.

BORROWING POWERS.

48. The Directors shall have power to procure 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 estates as they may find necessary or expedient for the purpose of defraying the expenses of working the Company's estates, or of erecting, maintaining, improving, or extending buildings, machinery, or plantations, or otherwise. Also from time to time at their discretion to borrow or raise from the Directors or other persons any sum or sums of money for the purposes of the Company, provided that the money so borrowed or raised and owing at any one time shall not, without the sanction of a General Meeting, exceed Rs. 90,000 if borrowed in rupees, and £6,000 if borrowed in sterling.

49. With the sanction of a General Meeting the Board shall be entitled to borrow such further sum or sums and at such rate of interest as such meeting shall determine. A certificate under the hands of one Director and the Secretary, or of two Directors, to the effect that in taking any loan the Directors are not exceeding their borrowing powers, shall be sufficient and binding on the Company and all concerned, and shall be conclusive evidence thereof in all questions between the Company and its creditors.

50. For the purpose of securing the repayment of any such moneys so borrowed or raised, or for any other purposes, the Directors may grant, create, execute, and issue any mortgages, cash credits, debentures, debenture stock, bonds, or obligations of the Company charged upon all or any part of the undertaking, revenue, lands, property, rights, and assets of the Company, both present and future, including uncalled capital or unpaid calls, or may make, accept, or endorse on behalf of the Company any promissory notes or bills of exchange.

51. Any such securities may be issued either at par or at a premium or discount, and may from time to time be cancelled, discharged, varied, or exchanged as the Directors may think fit, and may contain special privileges as to redemption, surrender, drawings, allotment of shares, or otherwise.

52. Every debenture or other instrument issued by the Company for securing the payment of money may be so framed that the moneys thereby secured shall be assignable free from any equities between the Company and the person to whom the same may be issued.

GENERAL MEETINGS.

53. 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.

54. Subsequent General Meetings shall be held once in every year at such time and place as may be prescribed by the Company in General Meeting, and if no time or place is so prescribed, then at such place and at such time as soon after the first day in each year as may be determined by the Directors.

55. The General Meetings mentioned in the last preceding clause shall be called Ordinary General Meetings; all other Meetings of the Company shall be called Extraordinary General Meetings.

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

57. 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 as 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.

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

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

60. Seven days' notice at least of every General Meeting, Ordinary or Extraordinary, and by whomsoever convened, specifying the place, date, hour of meeting, and the object and business of the meeting, shall be given by advertisement in the *Ceylon Government Gazette*, or in such other manner (if any) as may be prescribed by the Company in General Meeting.

61. Every Ordinary General Meeting shall be competent, without special notice having been given of the purposes for which it is convened, or of the business to be transacted thereat, to receive and discuss any report and any accounts presented thereat by the Directors, and to pass resolutions, in approval or disapproval thereof, and to declare dividends, and to elect Directors and Auditors in the place of those retiring by rotation, and to fix the remuneration of the Auditors; and shall also be competent to enter upon, discuss, and transact any business whatsoever of which special mention shall have been given in the notice or notices upon which the meeting was convened.

62. 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, or transact any business which has not been specially mentioned in the notice or notices upon which it was convened.

63. 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 two or more Shareholders entitled to vote.

64. If at the 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.

65. The Chairman (if any) 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 at 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 a Chairman.

66. No business shall be discussed at any General Meeting except the election of a Chairman whilst the chair is vacant.

67. 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, unless due notice thereof shall be given.

68. 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.

69. 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 at such meeting shall be entitled to give a casting vote in addition to the vote to which he may be entitled as a Shareholder; and unless a poll be immediately demanded by some member present and entitled to vote, a 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 or proportion of votes recorded in favour of or against such resolution.

70. If at any meeting a poll be demanded by some Shareholder present at the meeting and entitled to vote, the meeting shall, if necessary, be adjourned, and the poll shall be taken at such time and place 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.

71. The demand of a poll shall not prevent the continuance of a meeting for the transaction of business other than the question on which a poll has been demanded.

72. No poll shall be demanded on the election of a Chairman of the meeting or on any question of adjournment.

73. On a show of hands every member shall have one vote only. In case of a poll every Shareholder shall have one vote for every share held by him up to ten, and an additional vote for every ten shares beyond

the first ten up to one hundred, and an additional vote for every fifty shares held by him beyond the first hundred.

74. 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.

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

76. No Shareholder shall be entitled to vote at any meeting unless all calls due from him on his shares 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.

77. No Shareholder, who has not been duly registered as such for one week previous to the General Meeting, shall be entitled to be present and to speak and vote at any meeting.

78. No person shall be entitled to hold a proxy who is not a Shareholder of the Company.

79. The instrument appointing a proxy shall be printed or written, and shall be signed by the appointer, or if such appointer be a company or corporation, it shall be under the common seal of such company or corporation.

80. 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 named in such instrument proposes to vote.

The instrument appointing a proxy may be in the following form :—

The Templestowe Estate Company of Ceylon, 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, as the case may be) General Meeting of the Company to be held on the _____ day of _____, One thousand Eight hundred and _____, 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 _____.

81. No objection shall be made to the validity of any vote, whether given personally or by proxy, except at the meeting or poll at which such vote shall be tendered, and every vote (whether given personally or by proxy) 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.

82. No Shareholder shall be prevented from voting by reason of his being personally interested in the result of the voting.

DIRECTORS.

83. The number of Directors shall never be less than two nor more than four; but this clause shall be construed as being directory only, and the continuing Directors may act notwithstanding any number of vacancies.

The qualification of a Director shall be his holding in his own right at least twenty-five shares in the Company upon which all calls for the time being have been paid, and this qualification shall apply as well to the first Directors as to all future Directors.

As a remuneration for their services the Directors shall be entitled to appropriate a sum not exceeding one thousand rupees annually, 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, and such remuneration shall not be considered as including any remuneration granted for special or extra services hereinafter referred to, nor any extra remuneration to the Managing Directors of the Company.

84. The first Directors shall be Frederic William Bois and Harry Gordon Bois, who shall hold office till the first Ordinary General Meeting of the Company, when they shall all retire, but shall be eligible for re-election.

85. One or more of the Directors may be appointed by the Directors to act as Managing Director or Managing Directors and (or) visiting agent or agents of the Company, for such time and on such terms as the Directors may determine or may fix by agreement with the person or persons appointed to the office, and they may from time to time revoke such appointment and appoint another or other Managing Director or Managing Directors and (or) visiting agent or agents.

The Directors may confer on the Managing Director or Managing Directors all or any duties and powers that might be conferred on any Manager of the Company.

If any Director shall be called upon to perform any extra services, the Directors may arrange with such Director for such special remuneration for such services, either by way of salary, commission, or the payment of a lump sum of money as they shall think fit.

ROTATION OF DIRECTORS.

86. At the first Ordinary General Meeting of the Company to be held in the year 1899 all the Directors shall retire from office, and at the first Ordinary General Meeting in every subsequent year, one of the Directors for the time being shall retire from office as provided in clause 87.

87. The Directors to retire from office at the second and third Ordinary General Meeting shall, unless the Directors otherwise arrange among themselves, be determined by ballot; in every subsequent year the Directors to retire shall be those who have been longest in office.

88. In case any question shall arise as to which of the Directors who have been the same time in office shall retire, the same shall be decided by the Directors by ballot.

89. Retiring Directors shall be eligible for re-election.

90. The Ordinary 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 Ordinary General Meeting.

91. Any casual vacancy occurring in the number of Directors or Provisional Directors arising from death, resignation, or otherwise, may be filled up by the Directors, but any person appointed to fill such vacancy shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

92. The Directors, subject to the approval of a General Meeting, may from time to time at any time subsequent to the second Ordinary General Meeting increase or reduce the number of Directors, and may also, subject to the like approval, determine in what rotation such increased or reduced number is to go out of office.

93. 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 General 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.

94. A Director may at any time give notice in writing of his intention to resign by delivering such notice to the Secretary, or by leaving the same at the registered 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.

95. The Company may, by a 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. 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.

96. Every Director or officer of the Company, and his heirs, executors, and administrators shall be indemnified by the Company from all losses and expenses incurred by him in or about the discharge of his duties, except such as happen from his respective wilful acts or defaults, and no Director or officer shall, nor shall the heirs, executors, or administrators of any Director or officer, be liable for the acts or defaults of any other Director or officer, or for any loss or expense happening to the Company by 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 office or in relation thereto, unless the same happen through his own wilful act or default.

97. No contribution shall be required from any present or past Director or Manager exceeding the amount, if any, unpaid on the shares in respect of which he is liable as a present or past Shareholder.

DISQUALIFICATION OF DIRECTORS.

98. The office of a Director shall be vacated—

- (a) If he accepts or holds any office or place of profit other than Managing Director or Secretary 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 the office.
- (e) If he is concerned or participates in the profits of any contract with or work done for the Company.

Provided that no Director shall vacate his office by reason of his being a member of any corporation, company, or firm 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, or solicitor, or by his being a member of a firm who are agents, or secretaries, 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.

POWERS OF DIRECTORS.

99. The Directors shall have power to carry into effect the purchase of the Templestowe estate, or part or parts thereof; and the lease, purchase, or acquisition of any other lands, estates, or property they may think fit, or any share or shares of such.

100. The business of the Company shall be managed by the Directors either by themselves or through a Managing Director, or with the assistance of an agent or agents and secretary or secretaries of the Company, to be appointed by the Directors for such a period and on such terms as they shall determine, 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 the registration of the Company, and in and about the valuation, purchase, lease, or acquisition of the said estates and lands, and the opening, clearing, planting, and cultivation thereof, and otherwise in or about the working and business of the Company.

101. The Directors shall have power to make, and may make such rules or regulations for the management of the business and property of the Company as they may from time to time think proper, and 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, secretaries, treasurers, accountants, and other officers, superintendents, assistants, clerks, artizans,

labourers, and other servants, for such period or periods, and with such remuneration, 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, agents, treasurers, accountants, officers, clerks, or servants of the Company, for such reasons as they may think proper and advisable, and without assigning any cause for so doing.

102. 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, and shall 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 regulation 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.

103. The Directors shall have power to appoint a proctor or proctors, solicitor or solicitors, attorney or attorneys, to assist in carrying on or protecting the business of the Company on such terms as they may consider proper, and from time to time to revoke such appointment.

104. 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 signatures as they may appoint to draw, accept, make, endorse, sign, and execute cheques, bills of exchange, and promissory notes, bills of lading, receipts, contracts, and agreements, bonds, mortgages, proxies to any proctor or proctors, and other documents on behalf of and to further the interests of the Company.

105. The seal of the Company shall not be affixed to any instrument except in the presence of two or more of the Directors, or of one Director and the Secretary or Secretaries, who shall attest the sealing thereof; such attestation on the part of the Secretaries in the event of a firm being the Secretaries being signified by a partner of the said firm signing for and on behalf of the said firm as such Secretaries.

106. 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 other company or companies, or individual or individuals, or for the sale or disposal of the business, estates, and effects of the Company or any part or parts, share or shares thereof, respectively, to any company or companies, or person or persons, 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 for carrying such amalgamation, sale, or other disposition into effect 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 be dissolved to that end.

107. 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 action, suit, prosecution, or other legal proceedings on behalf of the Company, and also to compound and allow time for payment or satisfaction of any debts due or from the Company, and any claims or demands made by or against the Company.
- (b) To refer any claims or demands by or against the Company to arbitration, and observe and perform or enforce the award.
- (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.

PROCEEDINGS OF DIRECTORS.

108. The Directors may meet for the despatch of business, adjourn, and otherwise 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.

109. A Director may at any time summon a meeting of Directors.

110. 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 if 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 and in that case the Directors present shall choose one of their number to be Chairman of such meeting.

111. 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 thereat shall have a casting vote in addition to his vote as a Director.

112. 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 they 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 any such committee, in conformity with such regulations and in the fulfilment of the purposes of their appointment, but not otherwise, shall have the like force and effect as if done by the Board.

113. 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 are not superseded by the express terms of the appointment of such committee respectively, or any regulation imposed by the Board.

114. 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 or qualification 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 such person had been duly appointed or qualified, provided the same be done before the discovery of the vacancy or defect.

115. 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.

116. The Directors shall cause Minutes to be made in a book or books to be provided for the purpose—

- (1) Of all appointments of Committees made by the Directors.
- (2) Of the names of the Directors present at each meeting of the Directors.
- (3) Of the names of the members of the Committee appointed by the Board present at each meeting of the Committee.
- (4) Of all resolutions and proceedings of all General Meetings of the Company.
- (5) Of all resolutions and proceedings of all meetings of the Directors.
- (6) Of all resolutions and proceedings of all meetings of Committees appointed by the Board.

117. All such Minutes shall be signed by the person 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 who shall preside as Chairman at the next ensuing General Meeting, or Board Meeting, or Committee Meeting, as the case may be; and all Minutes purporting to have been signed by any Chairman of any General Meeting, Board Meeting, or Committee Meeting, respectively, shall, for all purposes whatsoever, be *prima facie* evidence of the actual and regular passing of the resolutions, and the actual and regular transaction or occurrence 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, and of the date on which such meeting was held.

ACCOUNTS.

118. 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.

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

120. 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, 1851," or as near thereto as circumstances admit.

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

AUDIT.

122. 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.

123. The Directors shall appoint the first auditor of the Company and fix his remuneration. He shall hold office till the second General Meeting of the Company. All subsequent appointments shall, except as is hereinafter mentioned, be made at the first Ordinary General Meeting of the Company in each year by the Shareholders present thereat, and the auditor or auditors appointed at such meeting shall hold office only until the first Ordinary General Meeting after his or their appointment, or until otherwise ordered by a General Meeting.

124. The remuneration of the auditors other than the first shall be fixed by the Company in General Meeting, and this remuneration may from time to time be varied by a General Meeting.

125. Retiring auditors shall be eligible for re-election.

126. If any vacancy that may occur in the office of auditor is not supplied at the next Ordinary General Meeting, or if any casual vacancy shall occur in the office of auditor, the Directors shall fill up the vacancy by the appointment of a person who shall hold the office until the next Ordinary General Meeting after his appointment.

127. Every auditor shall be supplied with a copy of the balance sheet intended to be laid before the next Ordinary General Meeting after his appointment, and it shall be his duty to examine the same with the accounts and vouchers relating thereto, and to report thereon to the meeting, generally or specially, as he may think fit.

128. The auditor or auditors for the time being shall have a list delivered to him or them of all books kept by the Company, and he or they shall at all reasonable hours in the day time have access to all accounts, books, and documents whatsoever of the Company for the purpose of audit.

DIVIDENDS, BONUS, AND RESERVE FUND.

129. The Directors may, with the sanction of the Company in General Meeting, from time to time declare a dividend to be paid, and (or) pay a bonus to the Shareholders in proportion to their shares, but no dividend shall be payable except out of net profits.

130. The Directors may, if they think fit, determine on and declare an interim dividend to be paid, or pay a bonus to the Shareholders on account, and in anticipation of the dividend for the then current year.

131. The Directors may, before recommending any dividend or bonus, set aside out of the profits of the Company such a sum as they think proper as a reserve fund, and shall invest the same in such securities as they may, with the sanction of the Company, select, or shall place the same in fixed deposit in any bank or banks.

132. The Directors may from time to time apply such portion as they think fit of the reserve fund to meet contingencies, or for equalizing dividends, or for working the business of the Company, or for repairing, or maintaining, or extending the buildings and premises of the Company, or for the repair or renewal or extension of the property or plant of the Company or any part thereof, or for any other purposes connected with the interests of the Company that they may from time to time deem expedient.

133. No unpaid dividend or bonus shall ever bear interest against the Company.

134. No Shareholder shall be entitled to receive payment of any dividend or bonus in respect of his share or shares whilst any moneys may be due or owing from him (whether alone or jointly with any other person) to the Company in respect of such share or shares or otherwise howsoever.

135. The Directors may deduct from the dividend or bonus payable to any Shareholder all such sums of money as may be due from him (whether alone or jointly with any other person) to the Company, and notwithstanding the fact that such sums or any of them are not payable until after the date when such dividend or bonus is payable.

136. Notice of any dividend that has been declared, or of any bonus to be paid, shall be given to each Shareholder entitled thereto, and any dividend or bonus unclaimed by any Shareholder for three years after notice thereof is given may be forfeited by the Directors for the benefit of the Company, and if the Directors think fit may be applied in augmentation of the reserve fund.

137. Every dividend or bonus 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.

138. Every dividend or bonus payable in respect of any share held by several persons jointly other than a firm may be paid to, and an effectual receipt given by, any one of such persons.

NOTICES.

139. Notices from the Company may be authenticated by the signature (printed or written) of the agent or secretary, agents or secretaries, or persons appointed by the Board to authenticate the same.

140. 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.

141. A notice may be served by the Company upon any Shareholder, either personally or by being sent 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, notwithstanding that the Shareholder to whom such notice is addressed be dead, unless his executors or administrators shall have given to the Directors or to the agent or secretary or agents or secretaries of the Company their own or some other address to which notices may be sent.

142. 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.

143. 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 or post box, and the entry in the Company's books of the leaving or sending by post of any notice at or to such address shall be sufficient evidence thereof, and no further evidence shall be necessary.

144. 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 upon him, and all notices served at such address 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.

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

ARBITRATION.

145. Whenever any question or other matter whatsoever arises in dispute between the Company and any other company or person, the same may be referred by the Directors to arbitration.

EVIDENCE.

146. On the trial or hearing of any action or suit brought or instituted by the Company against any Shareholder or his representatives to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was when the claim arose on the Register of Shareholders of the Company as a holder of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company; and it shall not be necessary to prove the registration of the Company, nor the appointment of the Directors who made any call, nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever, but the proof aforesaid shall be conclusive evidence of the debt.

PROVISION RELATIVE TO WINDING UP OR DISSOLUTION OF THE COMPANY.

147. Any Shareholder, whether a Director or not, and whether alone or jointly with any other Shareholder or Director, and any person not a Shareholder, may become the purchaser of the property of the Company or any part thereof in the event of a winding up or a dissolution, or at any other time when a sale of the Company's property or effects or any part thereof shall be made by the Directors under the powers hereby or under the Ordinance conferred upon them.

In witness whereof the subscribers to the Memorandum of Association have hereto set and subscribed their names at Colombo, this Fourteenth day of March, 1898.

FRED. WM. BOIS.
HENRY BOIS,
By his attorney FRED. WM. BOIS.
MARY E. BOIS,
By her attorney FRED. WM. BOIS.
H. G. BOIS.
HERBERT BOIS.
GILES F. WALKER.

Witness to the above signatures :
V. A. JULIUS, Proctor, Supreme Court, Colombo.
WINIFRED BOIS.

Witness to the above signature :
R. VANDENDRIEZEN, Storekeeper, Colombo.

SIX weeks hence I, Charles Vanderwall, junior, of Kandy, will apply to the Hon. the Judges of the Supreme Court of the Island of Ceylon to be admitted and enrolled an Advocate of the said Court.

Hulftsdorp, Colombo,
March 18, 1898.
CHAS. VANDERWALL, jr.

The Udugama Tea and Timber Company, Limited.

NOTICE is hereby given that on and after the 1st April, 1898, the registered address of the Com-

pany will be Messrs. Charles P. Hayley and Co.'s Offices, Galle.

By order of the Directors,
MACKWOOD & Co.,
Colombo, March 22, 1898. Secretaries.

The Drayton (Ceylon) Estates Company, Limited.

THE notice convening the Ordinary General Meeting of the above Company on the 31st instant is hereby cancelled.

The date of the meeting will be notified hereafter.

H WHITHAM,
Secretary.
Colombo, March 23, 1898.