



Ceylon Government Gazette

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

PART II.—Legal and Judicial.

PART III.—Provincial Administration.

PART IV.—Marine and Mercantile.

PART V.—Municipal and Local.

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

Part V.—Municipal, Local, and Miscellaneous.

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MUNICIPAL COUNCIL NOTICES.

MUNICIPALITY OF COLOMBO.

Minutes of Proceedings of a General Meeting of the Municipal Council of Colombo held at the Municipal Office on Friday, January 19, 1900.

The Council met this day at 3 P.M., pursuant to notice dated January 12, 1900.

Present:—Mr. F. H. Price, Chairman; the Hon. Major L. F. Knollys, C.M.G.; Mr. Allan Perry; Mr. H. T. S. Ward; Mr. F. H. Griblinton; Dr. J. L. Vanderstraeten; Mr. Stanley Bois; Mr. A. Forsyth; the Hon. Mr. A. de A. Seneviratne; Mr. Chas. Perera; Mr. P. Coomaraswamy; Mr. Chas. P. Dias; Mr. R. H. Morgan; Mr. Arthur Alvis; Mr. James Peiris; Mr. H. A. Jayewardene; and Mr. John Caderamen.

The Minutes of December 8, 1899, having been printed, and a copy thereof having been sent to each Member of the Council, were taken as read.

Resolved,—That the Minutes of December 8, 1899, be confirmed.

1. Mr. Arthur Alvis moved "that the Special Committee consisting of the Chairman, the Hon. Mr. A. de A. Seneviratne, Mr. C. Perera, Mr. Arthur Alvis, and Mr. James Peiris, appointed on January 20, 1899, for the revision of by-laws, be re-appointed."

Mr. C. P. Dias seconded.—Carried unanimously.

2. The following recommendations from the Standing Committee of December 15, 1899, were laid before the Council:—

December 15, 1899.

(9) Letter dated November 17, 1899, from Mr. M. Cochran, Gas Inspector and City Analyst, with reference to resolution of Council with regard to his application for leave.

Resolved that the Council be recommended to grant Mr. M. Cochran, Gas Inspector and City Analyst, leave in terms of the resolution of Council of November 10, 1899. Exchange at 1s. 10½d. to the rupee to be granted for three months on full pay and for the remaining nine months on half pay.

(11) Letter No. 990 of December 4, 1899, from Superintendent of Works, suggesting transfer of Rs. 300 from vote 64, Metal Roads, to vote 62, General Upkeep of Roads.

Resolved that the Council be recommended to transfer under section 114 of Ordinance No. 7 of 1887 the sum of Rs. 300 from vote 64, Metal Roads, to vote 62, General Upkeep of Roads.

Mr. H. A. Jayewardene moved "that the recommendations contained in the foregoing Minutes of the Standing Committee be adopted."

Mr. James Peiris seconded.—Carried unanimously.

3. The Council then proceeded to ballot for the election of five Members to form a Standing Committee for 1900.

The result of the ballot was declared by the Chairman to be in favour of Dr. J. L. Vanderstraaten, the Hon. Mr. A. de A. Seneviratne, Mr. Charles Perera, Mr. C. P. Dias, and Mr. Arthur Alvis, who were accordingly elected to form the Standing Committee for 1900.

4. An application from Mr. P. D. S. Romaldo, Bookkeeper, Works Department, for extension of his leave to January 16, 1900, was laid before the Council.

Mr. B. H. Morgan moved that the leave applied for be granted.

The Hon. Major L. F. Knollys seconded.—Carried unanimously.

5. The Auditor-General's remarks on the accounts for July, 1899, were laid on the table.

6. The City Analyst's report on the town water for December, 1899, was laid on the table, having been previously printed and circulated.

7. Reports of Inspectors on licensed carriages and on shops used for the sale of kerosine, poisons, and gunpowder for December, 1899, were laid on the table.

8. A letter No. 4/022075 dated January 12, 1900, from the Colonial Secretary, transmitting copy of a letter received from the Crown Agents for the Colonies, together with a further report from Mr. Mansergh on the drainage of Colombo, was laid before the Council, having been previously printed and circulated.

Mr. P. Coomaraswamy moved "that the letter be referred to a Special Committee consisting of the Chairman, Mr. A. Perry, Mr. H. T. S. Ward, Mr. F. H. Grinlinton, Mr. Stanley Bois, Dr. J. L. Vanderstraaten, the Hon. Mr. A. de A. Seneviratne, Mr. Charles Perera, Mr. Arthur Alvis, and Mr. James Peiris—three Members to form a quorum."

Mr. R. Morgan seconded.—Carried unanimously.

The following documents were laid on the table:—

Diaries of Superintendent of Works and of Sanitary Officer.
Volunteer Band Programme for January, 1900.

Confirmed on February 9, 1900 :

F. H. PRICE,
Chairman, Municipal Council, and
Mayor of Colombo.

F. H. PRICE,
Chairman, Municipal Council, and
Mayor of Colombo.

**Statement of Receipts and Disbursements on account of the Municipal Fund from
January 1 to 31, 1900.**

REVENUE.	Estimated Revenue for 1900.		Receipts to Jan. 31, 1900.		EXPENDITURE.	Estimated Expenditure for 1900.		Disbursements to Jan. 31, 1900.	
	Rs.	c.	Rs.	c.		Rs.	c.	Rs.	c.
Commutation under Road Ordinance	80,000	0	3,878	0	ESTABLISHMENTS.				
Tax on vehicles and animals (under section 128 of Ord. No. 7 of 1887)	20,000	0	1,750	0	<i>Salaries.</i>				
Do. costs	—	—	4	0	Salaries, fixed	55,467	0	4,477	35
Dog tax	3,000	0	716	0	Pensions	5,439	10	453	35
					Audit of accounts	1,739	17	583	77
<i>Licenses.</i>					<i>Contingencies.</i>				
Carriages for hire	16,000	0	—	—	Office contingencies	648	0	54	0
Passenger hackeries	2,500	0	—	—	Allowances	6,240	0	520	0
Cart and coach—issued by Government Agent	6,250	0	—	—	Stationery	2,500	0	55	0
Boat—issued by Government Agent	100	0	—	—	Furniture	350	0	—	—
Boat—issued by Master Attendant	3,500	0	—	—	Inspectors' uniform and transport	605	0	—	—
Gun—issued by Government Agent	150	0	—	—	<i>Commutation under Road Ordinance.</i>				
To sell intoxicating liquors—issued by Government Agent	14,416	0	—	—	Commission, &c....	8,000	0	1,052	35
Butchers	200	0	—	—	Refunds	100	0	—	—
Coal depôts, tanneries, &c.	700	0	180	0	LICENSES AND TAXES.				
To slaughter cattle, sheep, and pigs (special)	100	0	21	50	<i>Dog Tax.</i>				
To sell meat (special)	220	0	40	0	Commission, &c.	100	0	—	—
To sell fish (special)	270	0	140	0	For capture and destruction of dogs and for dog collars	1,200	0	120	0
Opium	24,250	0	—	—	Refunds	15	0	—	—
Petroleum	1,360	0	30	0	<i>Vehicles and Animals Tax.</i>				
Guides	200	0	51	0	Commission, &c....	200	0	—	—
Poison	28	0	—	—	Tin plates and painting	350	0	112	50
Auctioneers and brokers	3,200	0	1,500	0	Refunds	30	0	—	—
Stamp duty on advocates, proctors, and notaries' certificates and articles of clerkship	4,000	0	—	—	<i>Carriage Licenses.</i>				
Stamp duty on licenses on arrack taverns	10,500	0	—	—	Tin plates and painting	200	0	75	0
					Badges and fare tables	700	0	500	0
<i>Judicial Fines.</i>					<i>Hackery Licenses.</i>				
By Municipal Magistrate	20,000	0	1,823	21	Tin plates	80	0	21	0
By Police Magistrate	75	0	0	50	Badges and fare tables	410	0	140	0
<i>Tolls.</i>					MARKETS.				
Victoria bridge, Grandpass	80,000	0	—	—	<i>Establishments and Lighting.</i>				
Bambalapitiya	45,000	0	—	—	Edinburgh market, keeper's salary	360	0	30	0
Mutwal ferry	1,301	0	—	—	Do. coolies' wages (4)	480	0	40	0
Lock-gate	1,200	0	—	—	Do. lighting	1,300	0	—	—
<i>Markets.</i>					St. John's market, overseer's salary	120	0	10	0
Edinburgh, fruit and vegetable	3,378	0	285	73	Do. coolies' wages	120	0	10	0
Edinburgh, meat	4,600	0	392	50	Do. lighting	500	0	—	—
Edinburgh, meat, lighting charges paid by stall holders	600	0	38	95	Kollupitiya market, coolies' wages	120	0	10	0
St. John's fish market	540	0	41	0	Do. lighting	12	0	—	—
St. John's boutiques, fruit and vegetable market	2,436	0	192	69	Dean's road market, keeper's salary	360	0	30	0
St. John's fish market	3,000	0	250	0	Do. coolies' wages	540	0	45	0
Dean's road market	5,000	0	453	69	Do. lighting	828	0	—	—
Dean's road market—lighting charges paid by stall holders (cross entry)	1,020	0	—	—	Do. lighting—recoverable from stall holders (cross entry)	1,020	0	—	—
Grandpass market	5,400	0	470	0	Gintupitiya street market, lighting	170	0	—	—
Kollupitiya market	500	0	58	0	Do. coolies' wages...	120	0	10	0
Mohammedan meat market, Dhobies' pond	720	0	60	0	Slave Island market, coolies' wages	120	0	10	0
Gintupitiya street market	1,680	0	160	0	Do. lighting	264	0	—	—
Gintupitiya street market—lighting charges paid by stall holders	168	0	16	0	Mohammedan meat market, coolies' wages	120	0	10	0
Slave Island market	4,200	0	350	0	Bambalapitiya market, coolies' wages	120	0	—	—
Fruit and flower market	1,000	0	90	0	Kollupitiya and Bambalapitiya markets, keeper's salary	240	0	20	0
Bambalapitiya market	1,000	0	—	—	Bambalapitiya market, lighting	100	0	—	—
					Fish blocks for markets	150	0	—	—
					Cost of tools and equipment	150	0	—	—
					Fruit and flower market, keeper's salary	480	0	40	0
					Fruit and flower market, coolies' wages	120	0	10	0
					<i>Upkeep and Repairs.</i>				
					Reserved for repair of markets upon sub-estimates	2,000	0	—	—

REVENUE.	Estimated Revenue for 1900.		Receipts to Jan. 31, 1900.		EXPENDITURE.	Estimated Expenditure for 1900.		Disbursements to Jan. 31 1900.	
	Rs.	c.	Rs.	c.		Rs.	c.	Rs.	c.
<i>Slaughter Houses.</i>					SLAUGHTER HOUSES.				
Dematagoda, slaughtering fees ...	14,000	0	1,390	8	<i>Establishment and Lighting.</i>				
Do. feeding fees ...	14,800	0	1,515	55	Dematagoda, superintendent's				
Do. sale of blood ...	180	0	90	0	Do. salary ...	1,000	0	83	37
Do. sale of manure ...	100	0	78	0	Do. salary of assistant and clerk ...	600	0	50	0
Madampitiya, slaughtering fees ...	2,000	0	216	19	Do. coolies' wages ...	1,110	0	92	50
Do. feeding fees ...	2,000	0	216	31	Do. oil, carbolic acid, &c ...	240	0	—	—
Do. rent of trees and grass ...	192	0	37	0	Madampitiya, salary of keeper ...	360	0	30	0
<i>Health Department.</i>					Do. watcher's salary ...	180	0	15	0
Recoveries from householders for conserving latrines ...	124,000	0	6,922	0	Do. coolies' wages ...	240	0	20	0
Recoveries from householders for buckets sold ...	500	0	96	0	Do. oil carbolic acid, &c. ...	100	0	—	—
Recoveries from householders for disinfectants, &c. ...	1,500	0	38	28	<i>Upkeep and Repairs.</i>				
<i>Miscellaneous.</i>					Quarterly whitewashing ...	800	0	—	—
Trunk road (cross entry) ...	30,000	0	—	—	<i>Feeding Charges, &c.</i>				
Tramway mileage ...	4,833	20	4,833	20	Dematagoda, feeding charges ...	3,720	0	—	—
Rent of grass lands and other property ...	2,800	0	357	0	Madampitiya, feeding charges ...	350	0	—	—
Racket Court fees ...	100	0	10	0	Tools, &c., for slaughter-houses ...	250	0	—	—
Galle Face, grazing fees ...	600	0	57	62	TOLL HOUSES AND OTHER BUILDINGS.				
Victoria park, grazing fees ...	800	0	45	75	<i>Upkeep and Repairs.</i>				
Campbell's park, grazing fees ...	125	0	17	68	Reserved for repairs to toll-houses ...	600	0	—	—
Price recreation ground, grazing fees ...	100	0	24	49	Reserved for repairs to—				
Fees for testing and stamping weights and measures ...	250	0	16	88	St. John's boutiques ...				
Fees from tennis court, Victoria park ...	50	0	2	50	Guides' shelter ...				
Interest ...	3,000	0	—	—	Gas testing room ...				
Miscellaneous ...			81	85	Printing office ...	1,000	0	—	—
Sale of stores ...			—	—	Municipal store ...				
Mulct ...			—	—	Workshop ...				
Town Hall fees ...			—	—	Flushing tank ...				
Overplus at sales ...			—	—	ROADS, BRIDGES, AND CULVERTS.				
Sale of tender and specification forms ...	3,500	0	—	—	<i>Establishment.</i>				
Sale of scavenging rubbish ...			—	—	Salaries of overseers ...	6,060	0	—	—
Deposits made by tenderers ...			—	—	Salaries of head overseers ...	2,712	0	226	0
Sale of timber ...			—	—	Pay of watcher and coolies ...	496	50	15	50
Sale of disinfectants, &c. ...			—	—	<i>Upkeep.</i>				
General cemeteries account ...	3,500	0	141	0	General upkeep of roads ...	12,000	0	50	0
Lease of land opposite bridge-of-boats ...	240	0	64	0	Lighting heaps (reserved) ...	1,500	0	—	—
Rent of land, Layard's Broadway ...	150	0	21	0	Upkeep of metal roads (reserved) ...	50,000	0	810	0
Rent of superintendent's quarters. bridge-of-boats ...	540	0	65	0	Upkeep of gravel roads (reserved) ...	20,000	0	—	—
Rent of dynamite magazine ...	50	0	—	—	Upkeep of lanes (reserved) ...	1,000	0	—	—
Fees from the Hon. the Treasurer for testing kerosine oil ...	750	0	—	—	Upkeep of footways (reserved) ...	500	0	—	—
Payment by Government Agent for clearing Crown lands in the Fort during 1900 (cross entry) ...	114	0	—	—	Trunk roads (cross entry) ...	30,000	0	—	—
					Purchase of tools for roads ...	1,500	0	—	—
					Purchase of tools for other works ...	500	0	—	—
					Repair of tools for roads ...	700	0	—	—
					Repair of tools for other works ...	500	0	—	—
					Repairs to steam rollers ...	300	0	—	—
					<i>New Works.</i>				
					Improvements to Parson's road (reserved) ...	6,550	0	—	—
					DRAINS.				
					<i>New Works.</i>				
					Drainage scheme, Maradana district (reserved) ...	30,000	0	—	—
					<i>Upkeep and Repairs.</i>				
					Conservancy of sewers and drains ...	3,500	0	—	—
					LAKE AND CANALS.				
					<i>New Works.</i>				
					Protection of outlet from lake and of Galle Face beach ...	5,431	0	—	—
					Filling lake, Union place (reserved) ...	7,500	0	—	—
					<i>Upkeep.</i>				
					Conservancy of lake ...	5,000	0	—	—
					Dredging St. Sebastian canal (reserved) ...	4,500	0	—	—
					Dredging lake (reserved) ...	7,500	0	—	—
Carried forward ...	584,536	20	29,331	41					

REVENUE.	Estimated Revenue.		Receipts to Jan.		EXPENDITURE.	Estimated Expenditure for 1900.		Disbursements to Jan 31, 1900.	
	Rs.	c.	Rs.	c.		Rs.	c.	Rs.	c.
Brought forward	584,536	20	29,331	41					
					PARKS.				
					<i>New Works.</i>				
					Park, Havelock town (reserved)	1,500	0	—	—
					<i>Upkeep.</i>				
					Upkeep of Victoria park	5,220	0	93	37
					Do. Racket Court	1,287	0	5	0
					Do. Jubilee fountain	126	0	—	—
					Do. Gordon Garden	1,255	0	—	—
					Do. Galle Face esplanade	500	0	—	—
					Do. Campbell's park	1,300	0	—	—
					Do. Price recreation ground	320	0	—	—
					CEMETERIES.				
					<i>Establishment, &c.</i>				
					General Cemetery, Kanatta, salary of keeper	800	0	66	74
					House allowance of keeper	360	0	30	0
					General Cemetery, Kanatta, salary of sexton	600	0	50	0
					General Cemetery, Kanatta, wages of eight coolies at Rs. 11·25 each	1,080	0	90	0
					General Cemetery, Madampitiya, salary of keeper	600	0	50	—
					General Cemetery, Madampitiya, wages of two coolies at Rs. 11·25 each	270	0	22	50
					Contingencies	1,150	0	—	—
					Cost of plan, Kanatta Cemetery (marking graves)	180	0	—	—
					FIRE BRIGADE.				
					<i>Upkeep and Repairs.</i>				
					Repairs to fire stations, &c. (reserved)	500	0	—	—
					Pay of firemen, coolies, &c.	2,163	0	130	0
					HEALTH DEPARTMENT.				
					Salaries, wages, and allowances	75,000	0	675	87
					Purchase of disinfectants and tools	8,500	0	12	50
					Stationery, &c.	500	0	—	—
					Repairs to depôt buildings	500	0	—	—
					Maintenance of roads at depôt	1,000	0	—	—
					Hire of bulls and carters' wages...	60,000	0	—	—
					Contingencies	5,000	0	97	25
					Refunds	500	0	—	—
					Construction, repairs, and maintenance of carts...	5,000	0	—	—
					Fixing hand rails on side of road to depôt, Narahenpitiya (reserved)	2,420	0	—	—
					Sodding the slopes of Narahenpitiya road to depôt (reserved)	280	0	—	—
					SANITARY ACCOUNT.				
					Maintenance and repair of camps	1,000	0	—	—
					Prevention of infectious diseases	1,000	0	350	0
					Expenses of disinfection	1,500	0	12	50
					Cost of disinfectants	500	0	—	—
					Repairs to ambulance carts	230	0	—	—
					SCAVENGING.				
					Scavenging	40,000	0	—	—
					LATRINES.				
					Reserved for repair of latrines upon sub-estimates	630	0	—	—
					Quarterly whitewashing	700	0	—	—
					PRINTING DEPARTMENT.				
					Salary of printers	1,360	20	113	35
					Advertisements	800	0	—	—
Carried forward	584,536	20	29,331	41					

REVENUE.	Estimated Revenue for 1900.		Receipts to Jan. 31, 1900.		EXPENDITURE.	Estimated Expenditure for 1900.		Disbursements to Jan. 31, 1900.		
	Rs.	c.	Rs.	c.		Rs.	c.	Rs.	c.	
Brought forward ...	584,536	20	29,331	41						
					MISCELLANEOUS ACCOUNT.					
					<i>Secretary's Department.</i>					
					Library ...	500	0	1	50	
					Expenses by Government Agent on cart and boat licenses ...	200	0	—	—	
					Contribution to Law Library ...	500	0	—	—	
					Costs in legal proceedings ...	500	0	21	0	
					Rent of site, Grandpass latrine ...	10	0	—	—	
					Guides' coats ...	60	0	—	—	
					Maintenance of level crossing, Dematagoda ...	250	0	—	—	
					Contribution to Volunteer band... ..	4,000	0	—	—	
					Refund of fines ...	200	0	—	—	
					Refund of value of guides' badges	21	0	—	—	
					Expenses of bookbinding ...	200	0	52	50	
					Subscription to newspapers ...	106	0	106	0	
					Cost of peons' belts ...	35	0	—	—	
					Refund of guides' license fees ...	12	0	—	—	
					Refund of value of grazing tickets	10	0	—	—	
					Refund of rents ...	60	0	—	—	
					Cost of grazing tickets ...	200	0	—	—	
					Postage ...	100	0	—	—	
					Subscription to telephone exchange	125	0	125	0	
					Fees for testing kerosine oil ...	500	0	21	0	
					Miscellaneous ...	1,200	0	29	25	
					Improvements to shroff's office ...	44	0	—	—	
					Remuneration to Electrical Adviser for examining and reporting on the most modern system of practice with electric tramways	500	0	—	—	
					Cost of 150 new files ...	225	0	—	—	
					<i>Works Department.</i>					
					Watering street (reserved) ...	5,220	0	—	—	
					Urgent repairs and works ...	3,000	0	—	—	
					Upkeep of carriage stands ...	150	0	—	—	
					Surveys and tracings (reserved)...	1,000	0	—	—	
					Painting garden seats at bandstand, Korteboam street ...	25	0	—	—	
					Painting Church street enclosure and carriage stand ...	240	0	—	—	
					Constructing six hand carts (reserved) ...	510	0	—	—	
					Cost of clearing Crown lands in the Fort for 1900 (cross entry)...	114	0	—	—	
					Gratuity to K. D. Silva, overseer	1,650	0	—	—	
					Repairs sea wall, Galle Face ...	566	0	—	—	
					Side rails, Skinner's road south (reserved) ...	129	0	—	—	
					Repairs, Hendala jetty (reserved)	1,836	0	—	—	
					VICTORIA BRIDGE ACCOUNT.					
					Contribution payable to Government ...	8,000	0	—	—	
					REFUND OF LOAN AND INTEREST.					
					Refund of loan to Government and interest ...	11,200	0	—	—	
					SANITATION AND DRAINAGE.					
					Amount reserved for expenditure on sub-estimates under this head (cross entry) ...	10,500	0	—	—	
						581,909	97	11,987	2	
					Balance ...	—	—	17,344	39	
						581,909	97	29,331	41	
Total ...	584,536	20	29,331	41						

ADVANCE ACCOUNT.

REVENUE.	Receipts to Jan. 31, 1900.		EXPENDITURE.	Disbursements to Jan. 31, 1900.		
	Rs.	c.		Rs.	c.	
Advance account.	1,278	75	...	1,278	75
				Advance account on account prevention of rabies ...	72	12

DEPOSIT ACCOUNT.

REVENUE.	Receipts to Jan. 31, 1900.		EXPENDITURE.
	Rs.	c.	
Deposit account ...	575	0	Nil
Do. deviation, Mutwal road...	7,998	31	
Security deposits ...	3,994	0	
Deposit by owners of quarries ...	120	0	
Do. grazing tickets ...	3	0	
Do. S. P. C. A....	43	75	
Do. Police Reward Fund ...	158	0	
	<u>12,892</u>	<u>6</u>	

ASSESSMENT ACCOUNT.

REVENUE	Estimated Revenue for 1900.		Receipts to Jan. 31, 1900.		EXPENDITURE.	Estimated Expendi- ture for 1900.		Disburse- ments to Jan. 31, 1900.
	Rs.	c.	Rs.	c.		Rs.	c.	
Consolidated rate under section 12 of Ordinance 7 of 1886—arrears of 1896 ...	40	71*	40	71	Annuity for waterworks ...	130,000	0	—
Do. do. 1897 ...	3,500	0	13	20	Maintenance of police ...	60,000	0	—
Do. do. 1898 ...	9,000	0	388	39	Lighting public streets ...	80,000	0	—
Do. do. 1899 ...	43,000	0	8,054	34	Salaries, fixed ...	23,080	0	1,828 4
Do. current (including fourth quarter of 1899) ...	360,000	0	23,590	63	Pensions ...	3,356	0	279 74
Costs ...	14,000	0	799	7	Audit of accounts ...	1,739	17	583 79
Military contribution for light- ing Fort ...	1,701	0	425	46	Allowance to gas inspector ...	480	0	40 0
Sale of water ...	100,000	0	2,781	8	Stationery ...	400	0	5 50
Interest ...	1,000	0	—	—	Furniture ...	100	0	—
Costs on recovery of dues for sale of water ...	150	0	6	32	Salary of printers ...	1,360	20	113 35
Miscellaneous ...	50	0	2	0	Advertisements ...	500	0	—
City Analyst's fees ...	1,750	0	—	—	Commission to collectors ...	10,000	0	—
Fees for registering mortgage bonds ...	20	0	1	0	House numbers and street boards ...	1,500	0	—
					Refund of consolidated rate ...	250	0	—
					Lighting latrines with gas ...	2,000	0	—
					Refund of water-rate ...	1,000	0	—
					Costs in legal proceedings ...	2,000	0	—
					Lighting and water service ...	40,000	0	—
					Postage ...	200	0	—
					Miscellaneous ...	500	0	12 50
					Arc lighting of Fort (30 lamps) (reserved) ...	14,470	0	—
					Shifting of lamps, repairs to gas fittings, standposts, &c. ...	2,000	0	—
					Arc lighting of tramway routes (reserved) ...	23,000	0	—
					Proposed installation of incandes- cent gas ...	60,000	0	—
						<u>457,935</u>	<u>37</u>	<u>2,862 92</u>
					Balance ...	—	—	<u>33,239 28</u>
						<u>457,935</u>	<u>37</u>	<u>36,102 20</u>

* Not in Budget.

The Municipal Office,
Colombo, March 1, 1900.F. H. PRICE,
Chairman, Municipal Council,
and Mayor of Colombo.

BALANCE ON JANUARY 31, 1900.

	Rs.	c.	Rs.	c.
Balance, General Account ...	—	—	17,344	39
Credit, Deposit Account ...	12,892	6		
Less, Advance Account ...	1,350	87		
			11,541	19
Balance on December 31, 1899, including Rs. 30,000 in fixed deposit ...	—	—	119,849	95
			148,735	53
Balance, General Account ...	—	—		
Balance, Assessment Account ...	33,239	28		
Balance on December 31, 1899 ...	453,614	67		
			486,853	95
Total Balance ...	—	—	635,589	48

EXPENDITURE on Estimate No. 65 (Rs. 50,000).—Amount reserved for Metal Roads, 1900.

No.	EXPENDITURE. METAL ROADS.	Estimated Expenditure for 1900.		Disbursements to Jan. 31, 1900.	
		Rs.	c.	Rs.	c.
		65/1	Lotus road, Main street to Norris road	1,483	50
65/2	Gintupitiya street, Sea street to Brassfounder street	322	50	—	—
65/3	Blomendahl street, Berawamulla road to Skinner's road north	2,709	0	—	—
65/4	Galpotta street, Jampettah street to St. Lucia's street	464	40	—	—
65/5	Jampettah street, Kochchikada street to Galpotta street	3,250	80	—	—
65/6	Skinner's road north, St. Lucia's street to Barber street	1,064	25	—	—
65/7	Armour street, Layard's Broadway to Skinner's road south	1,548	0	—	—
65/8	Prince's gate, Ferry street to Skinner's road south	612	75	—	—
65/9	Union place, Rifle street to Turret road	3,668	76	810	0
65/10	Parson's road, Kew road to Norris road	2,293	73	—	—
		17,417	69	810	0

Progress Report of Work for the Month of January, 1900.

THE following is a general statement of work done under the various votes:—

No. of Estimate.	Service.	Commenced.	Completed.	Vote.		Probable Expenditure.	
				Rs.	c.	Rs.	c.
41	Fish blocks for markets	—	—	150	0	—	—
45	Repair of markets	—	—	2,000	0	—	—
54	Quarterly whitewashing of slaughter-houses	—	—	800	0	—	—
60	Salaries of overseers	January	—	6,060	0	450	0
61	Salaries of head overseers	do.	—	2,712	0	226	0
62	Pay of watcher and coolies	do.	—	496	50	26	0
63	General upkeep of roads	do.	—	12,000	0	1,466	73
64	Lighting heaps	do.	—	1,500	0	56	73
65	Upkeep of metal roads	—	—	50,000	0	—	—
66	Upkeep of gravel roads	—	—	20,000	0	—	—
67	Upkeep of lanes...	—	—	1,000	0	—	—
68	Upkeep of footways	—	—	500	0	—	—
69	Trunk roads (cross entry)	—	—	30,000	0	—	—
69	Trunk road, Fort to Wellawatta	January	—	7,930	0	56	79
69	Trunk road, Town Hall to Mattakkuliya	do.	—	5,070	0	76	29
69	Trunk road, Wharf to Kotte toll	do.	—	7,540	0	48	5
69	Trunk road, Fort to Grandpass	do.	—	9,460	0	26	2
70	Purchase of tools for roads	Jan. 4	—	1,500	0	464	46
71	Purchase of tools for other works	Jan. 13	—	500	0	25	75
72	Repair of tools for roads	January	—	700	0	99	85
73	Repair of tools for other works	do.	—	500	0	33	64
74	Repairs to steam rollers	Jan. 4	—	300	0	163	76
75	Improvements to Parsons road (reserved)	—	—	6,550	0	—	—
76	Drainage scheme, Maradan district (reserved)	—	—	30,000	0	—	—
77	Conservancy of sewers and drains	January	—	3,500	0	562	7
78	Protection of outlet from lake and of Galle Face beach	—	—	5,431	0	—	—
79	Filling lake, Union place	—	—	7,500	0	—	—
80	Conservancy of the lake	January	—	5,000	0	19	53
81	Dredging St. Sebastian canal	do.	—	4,500	0	62	80
82	Dredging lake	do.	—	7,500	0	142	21
83	Park, Havelock town (reserved)...	—	—	1,500	0	—	—
84	Upkeep of Victoria park	January	—	5,220	0	321	14
85	Upkeep of Racquet Court	do.	—	1,287	0	75	26
86	Upkeep of Jubilee fountain	—	—	120	0	—	—
87	Upkeep of Gordon Garden	January	—	1,255	0	46	50
88	Upkeep of Galle Face esplanade	do.	—	500	0	31	73
89	Upkeep of Campbell park	do.	—	1,300	0	75	22
90	Upkeep of Price recreation ground	do.	—	320	0	21	8
99	Repairs to fire stations	—	—	500	0	—	—
100	Pay of firemen, coolies, &c.	January	—	2,163	0	33	0
112	Maintenance and repair of camp...	do.	—	1,000	0	321	92
117	Scavenging	do.	—	40,000	0	63	73
118	Repair of latrines	—	—	630	0	—	—
119	Quarterly whitewashing	—	—	700	0	—	—
146	Watering streets	January	—	5,220	0	233	67
147	Urgent repairs and works	do.	—	3,000	0	219	20
148	Upkeep of carriage stands	—	—	150	0	—	—
149	Surveys and tracings	January	—	1,000	0	70	6
150	Painting garden seats at bandstand, Korteboam street	—	—	25	0	—	—
152	Constructing six hand carts	—	—	510	0	—	—
156	Side rails, Skinner's road south	—	—	129	0	—	—
157	Repairs to Hendala jetty	January	—	1,836	0	1,425	91

No. of Estimate.	Service.	Commenced.	Completed.	Vote.		Probable Expenditure.	
				Rs.	c.	Rs.	c.
METAL ESTIMATE.							
65/9	Metalling Union place	...	January	...	3,668	76	3,287 71
RE-VOTES.							
	Deposit Account—Deviation of road through Uplands	...	July, 1899	...	7,959	81	343 55
	Advance Account—Footway, Maligakanda park	...	Jan. 1900	...	200	0	52 18
81/99	Filling lake, Union place	...	Jan. 1889	...	1,590	86	317 64
192/2	Drain, Gintupitiya street	...	July, 1899	...	3,333	17	763 97
162/97	Building market, Bambalapitiya	...	do.	...	2,000	54	902 21
118/98	Building cooly lines, Victoria park	...	Sept. 1899	...	78	63	34 40
194/99	Improvement, Chatham street east	...	do.	...	244	72	244 48
206/98	Footway, Chatham street	...	Jan. 1899	...	1,133	7	784 63
213/99	Repairs to wooden fence and Church street, Fort	...	Dec. 1899	...	122	42	44 0
72/99	New road through Silversmith street quarry	...	Jan. 1899	...	2,240	17	1,108 48
196/99	Repairs to bridge, Washers' lane	...	do.	...	90	62	66 55
103/99	Road to new night soil depôt, Narahenpitiya	...	Oct. 1899	...	68	96	56 20
	Building thirty cooly lines, Narahenpitiya	...	do.	...	40	65	37 5
	Removing and re-erecting cattle shed, night soil depôt, Narahenpitiya	...	Dec. 1899	...	141	43	53 60
	Depôt overseer's quarters, night soil depôt, Narahenpitiya	...	Nov. 1899	...	37	49	28 49
							15,070 24

R. SKELTON,
Superintendent of Works.

LOCAL BOARD NOTICES.

LOCAL BOARD OF MANNAR.

Statement of Receipts and Expenditure on account of Assessment Tax in the Mannar District for the Year 1899.

RECEIPTS.			Total. Rs. c.	PAYMENTS.			Total. Rs. c.
Part of assessment tax for the 1st quarter of 1899	...	...	141 12	Remuneration to three assessors for 1899	...	...	150 0
Do. do.	do.	...	25 1	Remuneration to three assessors for 1900	...	...	50 0
Balance of	do.	...	1 0	Salary to clerk	...	...	60 0
Part of assessment tax for the 2nd quarter of 1899	...	...	59 4	Refund of advance made from irrigation fines on December 8, 1897 (for marking town limits)	...	...	74 72
Do. do.	do.	...	89 39	Clearing sea weeds	...	...	15 0
Do. do.	do.	...	12 57	One-tenth commission to collector	...	...	50 13
Balance of	do.	...	6 13	Wages to scavengers	...	...	79 4
Part of assessment tax for the 3rd quarter of 1899	...	...	118 16	Hire for publishing notices	...	...	1 50
Do. do.	do.	...	38 17				
Balance of	do.	...	10 80	Balance on December 31, 1899	...	...	480 39
			501 39				21 0
							501 39

Mannar Kachcheri,
February 24, 1900.

W. A. G. HOOD,
Assistant Government Agent.

Statement of the Sums levied and expended on account of Assessment Tax in the Mannar District during the Year 1899.

RECEIPTS.			Total. Rs. c.	EXPENDITURE.			Total. Rs. c.
Amount levied for 1899	...	...	671 52	Exempted three persons	...	...	3 0
				Expended	...	...	480 39
				Amount still to be recovered	...	...	167 13
				Balance on December 31, 1899	...	...	21 0
			671 52				671 52

Mannar Kachcheri,
February 24, 1900.

W. A. G. HOOD,
Assistant Government Agent.

ROAD COMMITTEE NOTICES.

Norton-Carolina Road.

NOTICE is hereby given that in terms of the Branch Roads Ordinance, No. 14 of 1896, a meeting of the Local Committee for the above road will be held on Wednesday, March 23, 1900, at 3.30 P.M., at Hardenhuish Factory, to consider and report to the Provincial Committee with regard to the acreage of estates and the section for which they are to be assessed for maintenance during 1900, and to transact such other business as may come before it.

F. J. SMITH,
Provincial Road Committee's Office, for Chairman.
Kandy, March 13, 1900.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant the under-mentioned sum for the construction of a culvert on the 18-19 mile of the under-mentioned road, the Provincial Road Committee, acting under the provisions of "The Branch Roads Ordinance, 1896," have assessed the proportion due by each estate interested, as follows:—

PUPURESSA ROAD (between Delpitiya and Pupuressa).

Government moiety ... Rs. 96.50
Private contributions ... Rs. 96.50

Total acreage, 8,997—Moiety of cost, Rs. 96.50—
Sectional rate, .0107c.—Total rate, .0107c.

Proprietors or Agents.	Estates.	Acreage.	Rs.	Amount.
				Rs. c.
S. R. M. S. Supramanien				
Chetty	Wariagodda...	70	...	0 75
H. J. Charsley and H. F. de Silva	Pussatenna ...	290	...	3 12
W. D. Ranasingha	Antanidenna ...	43	...	0 47
A. R. L. Sinniya Chetty...	Grove Hill ...	160	...	1 72
T. N. Christie and J. M. Christie	Moolgama ...	287	...	3 9
Oriental Estates Company and A. F. T. Dobree	Stellenberg...	589	...	6 31
J. M. Robertson & Co. and A. F. T. Dobree	Whydon ...	314	...	3 36
Bosanquet & Co. and A. L. French	Delta ...	1,700	...	18 20
Cooper (Cooper and Johnson)	Rajatalawa ...	316	...	3 40
Do.	Le Vallon			
	Group ...	1,700	...	18 20
Cumberbatch & Co. and Alex. Wardrop	New Forest...	429	...	4 60
Ceylon Proprietary Estates Co. and H. M. Picken	Beaumont ...	356	...	3 81
Do.	Laurawatta...	309	...	3 22
Do.	Rosalie ...	62	...	0 67
Do.	Temple Land ...	60	...	0 65
Do.	Winsley ...	44	...	0 50
Do.	Heatherley...	22	...	0 25
Mackwood & Co. and H. J. Charsley	Castlemilk...	310	...	3 32
E. D. Padwick	Yarrow Group	600	...	6 44
Lipton Limited and R. S. Duff Tytler	Pooprassie Group ...	1,345	...	14 42
				96 50

Which sum the proprietors, managers, or agents of the several estates are hereby required to pay into the Colonial Treasury, Colombo, on or before April 10, 1900.

F. J. SMITH,
Provincial Road Committee's Office, for Chairman.
Kandy, March 20, 1900.

Dotale Road.

NOTICE is hereby given, in terms of section 14 of the Branch Roads Ordinance, No. 14 of 1896, that the following gentlemen have been elected to form the Local Committee for the above road for two years from May 1, 1900, viz.:—Messrs. A. H. Kerr (Chairman), E. L. Conyngham, H. L. Anly, C. Johnson, and H. D. Garrick.

F. J. SMITH,
Provincial Road Committee's Office, for Chairman.
Kandy, March 20, 1900.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant the under-mentioned sum for the maintenance of the under-mentioned road during 1900, the Provincial Road Committee of the Southern Province, acting under the provisions of section 22 of the Branch Roads Ordinance, No. 14 of 1896, will on Thursday, April 19, 1900, at 2 o'clock P.M., at their office in Galle, proceed to assess the under-mentioned estates to make up the private contributions:—

DENIYAYA-HAYES ESTATE FACTORY ROAD.

Government moiety ... Rs. 2,630
Private contributions ... Rs. 2,630

Proprietors or Agents.	Estates.	Acreage.
D. M. Rajapakse	Deniyaya	102
Do. (lessee)	Kekunahena	60
Alex. Brookes	Handford	758
D. Church	Downside	202
Heirs of George Wall	Anningkanda	780
Lipton, Limited	Panilkanda	802
—	Hean's Land	264
Union Estates Company	Hayes	1,193
Do.	Gongalla	573
Do.	Valley Field	432
Mooloya Estates Company...	Longford	256
		5,422

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

R. A. G. FESTING,
Provincial Road Committee's Office, for Chairman.
Galle, March 19, 1900.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant the under-mentioned sum for the maintenance of the under-mentioned road during 1900, the Provincial Road Committee of the Province of Sabaragamuwa, acting under the provisions of section 23 of the Branch Roads Ordinance, No. 14 of 1896, have assessed the proportion due by each estate in the district interested in the maintenance of the under-mentioned road as follows:—

YATIYANTOTA-POLATAGAMA BRANCH ROAD.

Government moiety ... Rs. 950
Private contributions ... Rs. 950

1st section.

Total acreage, 5,004—Moiety of cost, Rs. 314.53—
Sectional rate, 6.2855c.—Total rate, 6.2855c.

Proprietors or Agents.	Estates.	Acreage.	Assessment.
			Rs. c.
The Kelani Valley Tea Estate Company, Limited	Weragolla	268	16 84

1st to 2nd section.

Total acreage, 4,736—Moiety of cost, Rs. 314·53—
Sectional rate, 6·6412c.—Total rate, 12·9267c.

Proprietors or Agents.	Estates.	Acreage.	Assessment. Rs. c.
Messrs. Carson and Company	... Kelani	... 588 ...	76 0

1st to 3rd section.

Total acreage, 4,148—Moiety of cost, Rs. 314·53—
Sectional rate, 7·5823c.—Total rate, 20·5093c.

Proprietors or Agents.	Estates.	Acreage.	Assessment. Rs. c.
Kelani Valley Tea Association, Limited	Parussella	... 275 ...	56 39
Weoya Tea Company, Limited	... Weoya	... 290 ...	59 47
Yatiantota Tea Company, Limited	... Polatagama	... 1,440 ...	295 35
Weoya Tea Company, Limited	... Abamalla	... 211 ...	43 27
The Consolidated Tea and Lands Company, Glasgow	... Halgolla Group	1,932 ...	396 25
			943 57

N.B.—Private contributions	Rs. c.	Rs. c.
Interest for half-year ended June 30, 1899	... 3 31	950 0
Interest for half-year ended December 31, 1899	... 3 12	6 43
		943 57

Which sums the proprietors, managers, or agents of the several estates are hereby required to pay into the Colonial Treasury, Colombo, on or before April 18, 1900.

EVAN M. BYRDE,
Chairman.

Provincial Road Committee's Office,
Ratnapura, March 15, 1900.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant the under-mentioned sum for the maintenance of the under-mentioned road during 1900, the Provincial Road Committee of the Province of Sabaragamuwa, acting under the provisions of section 23 of the Branch Roads Ordinance, No. 14 of 1896, have assessed the proportion due by each estate in the district interested in the maintenance of the under-mentioned road as follows:—

DEHIOWITA-ALGODA BRANCH ROAD.

Government moiety	... Rs. 250
Private contributions	... Rs. 250

Total acreage, 5,197—Moiety of cost, Rs. 242·13—
Sectional rate, 4·6590c.—Total rate, 4·6590c.

Proprietors or Agents.	Estates.	Acreage.	Assessment. Rs. c.
Lord Chelmsford and G. C. Ingles	... Densworth	... 537 ...	25 1
The Sunnygama Ceylon Tea Estates Company, Limited	Pambegama	... 938 ...	43 70
The Panawala Tea Company, Limited	Ernan and Glassel	931 ...	43 37
The Nahalma Tea Estates Company, Limited	... Nahalma	... 692 ...	32 25

Proprietors or Agents.	Estates.	Acreage.	Assessment. Rs. c.
C. Blair and A. M. Woodend and Blair	... Rangegama...	513 ...	23 90
H. A. Hayes and J. P. Anderson	... Maldeniya	... 354 ...	16 50
W. Forsythe and S. L. Harries	... Yogama	... 1,232 ...	57 40
			242 13

N.B.—Private contributions	Rs. c.	Rs. c.
Interest for half-year ended June 30, 1899	... 4 69	250 0
Interest for half-year ended December 31, 1899	... 3 18	7 87
		242 13

Which sums the proprietors, managers, or agents of the several estates are hereby required to pay into the Colonial Treasury, Colombo, on or before April 18, 1900.

EVAN M. BYRDE,
Chairman.

Provincial Road Committee's Office,
Ratnapura, March 15, 1900.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant the under-mentioned sum for the maintenance of the under-mentioned road during 1900, the Provincial Road Committee of the Province of Sabaragamuwa, acting under the provisions of section 23 of the Branch Roads Ordinance, No. 14 of 1896, have assessed the proportion due by each estate in the district interested in the maintenance of the under-mentioned road as follows:—

GEWILIPITIYA-HATGAMPOLA BRANCH ROAD.

Government moiety	... Rs. 400
Private contributions	... Rs. 400

Total acreage, 930—Moiety of cost, Rs. 395·50—
Sectional rate, 40·3571c.—Total rate, 40·3571c.

Proprietors or Agents.	Estates.	Acreage.	Assessment. Rs. c.
J. R. Collinson and H. Whitham	... Yellangowrie	... 440 ...	177 57
W. L. Strachan	... Debatgama	... 437 ...	176 35
E. G. Mainstay and W. C. Whitham	... Kalugalla	... 103 ...	41 58
			395 50

N.B.—Private contributions	Rs. c.	Rs. c.
Interest for half-year ended June 30, 1899	... 2 31	400 0
Interest for half-year ended December 31, 1899	... 2 19	4 50
		395 50

Which sums the proprietors, managers, or agents of the several estates are hereby required to pay into the Colonial Treasury, Colombo, on or before April 18, 1900.

EVAN M. BYRDE,
Chairman.

Provincial Road Committee's Office,
Ratnapura, March 15, 1900.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant the under-mentioned sum for the maintenance of the under-mentioned road during 1900, the Provincial Road Committee of the Province of Sabaragamuwa, acting under the provisions of section 23 of the Branch Roads Ordinance, No. 14 of 1896, have assessed the proportion due by each estate in the district interested in the maintenance of the under-mentioned road as follows :—

PARAKADUWA-HEMMINGFORD BRANCH ROAD.			
Government moiety	...	Rs.	425
Private contributions	...	Rs.	425
Total acreage, 1,297—Moiety of cost, Rs. 421-96—			
Sectional rate, 32-5335c.—Total rate, 32-5335c.			
Assessment.			
Proprietors or Agents.	Estates.	Acreage.	Rs. c.
The General Ceylon			
Tea Estates, Ltd.	Hemmingford	... 424	... 137 94
Do.	Alnoor	... 423	... 137 61
Do.	Pathberiya	... 254	... 82 65
Do.	Bovilloe	... 196	... 63 76
			421 96
		Rs. c.	Rs. c.
N.B.—Private contributions		...	425 0
Interest for half-year ended		...	
June 30, 1899		... 1 56	
Interest for half-year ended		...	
December 31, 1899		... 1 48	
			3 4
			421 96

Which sums the proprietors, managers, or agents of the several estates are hereby required to pay into the Colonial Treasury, Colombo, on or before April 18, 1900.

EVAN M. BYRDE,
Provincial Road Committee's Office, Chairman.
Ratnapura, March 15, 1900.

NOTICE is hereby given that the Governor, with the advice and consent of the Legislative Council, having agreed to grant the under-mentioned sum for the maintenance of the under-mentioned road during 1900,

the Provincial Road Committee of the Province of Sabaragamuwa, acting under the provisions of section 23 of the Branch Roads Ordinance, No. 14 of 1896, have assessed the proportion due by each estate in the district interested in the maintenance of the under-mentioned road as follows :—

GLENALLA-HAVILLAND BRANCH ROAD.			
Government moiety	...	Rs.	925
Private contributions	...	Rs.	925
1st section.			
Total acreage, 3,190—Moiety of cost, Rs. 308-34—			
Sectional rate, 9-6658c.—Total rate, 9-6658c.			
Assessment.			
Proprietors or Agents.	Estates.	Acreage.	Rs. c.
Ganwarily Estates			
Company, Ltd.	Glenalla	... 239	... 23 9
1st to 2nd section.			
Total acreage, 2,951—Moiety of cost, Rs. 308-34—			
Sectional rate, 10-4486c.—Total rate, 20-1144c.			
R. Fraser, for George			
Steuart & Co.	Waharaka	... 486	... 97 75
1st to 4th section.			
Total acreage, 2,465—Moiety of cost, Rs. 308-34—			
Sectional rate, 12-5087c.—Total rate, 32-6231c.			
Ganwarily Estates			
Company, Ltd.	Havilland	... 517	... 168 66
Donald Reid	Dedugalla	... 382	... 124 61
H. Whitham	Maskaloya	... 120	... 39 14
Ganwarily Estates			
Company, Ltd.	Ganwarily	... 423	... 137 99
W. Lumsdon Strachan			
...	Kelvin	... 944	... 307 96
John Drummond	Oonankanda	... 79	... 25 80
			925 0

Which sums the proprietors, managers, or agents of the several estates are hereby required to pay into the Colonial Treasury, Colombo, on or before April 18, 1900.

EVAN M. BYRDE,
Provincial Road Committee's Office, Chairman.
Ratnapura, March 15, 1900.

UNOFFICIAL ANNOUNCEMENTS.

The Companies Acts, 1864 to 1893.

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION OF THE PLUMBAGO MINING COMPANY, LIMITED.

1. The name of the Company is "THE PLUMBAGO MINING COMPANY, LIMITED."
2. The registered office of the Company will be situate in Colombo, Ceylon.
3. The objects for which the Company is established are—

(a) To purchase, lease, license, take in exchange, or otherwise acquire in the name of the Company, or in the name or names of any other person or persons, or otherwise, any mines, lands, mining rights, claims, water rights, or grauts in Ceylon or any other part of the world, and in particular to acquire work and hold the property, assets, and rights of the concern known as "The Plumbago Syndicate," including the option given to such Syndicate by the Vogan Tea Company of Ceylon, Limited, to take on lease the mining rights on their Kalutara properties upon the terms and subject to the conditions arranged at a meeting of Shareholders of the said Vogan Tea Company of Ceylon, Limited, held on the Ninth day of September, 1899, and to exercise the option thus acquired.

(b) To search or prospect for, excavate, quarry, dredge, win, purchase, or otherwise obtain plumbago ores and substances of the earth, and to extract, reduce, prepare, wash, crush, smelt, manipulate, and treat the same, and by any process or means whatsoever obtain plumbago, gold, silver, and other metals, minerals, precious stones, or other commodities or substances, or prepare the same for market, and to sell, ship, consign for sale and dispose of such plumbago, gold, silver, and other metals, minerals, precious stones, or other commodities or substances, either in a raw or prepared state, at such times and places and in such manner as shall be deemed expedient, and to carry on the business of mines and workers and winners of plumbago, metals, minerals, and precious stones in all or any of its branches, and also to carry on any metallurgical operations.

(c) To lease, settle, improve, colonize, cultivate, stock, and develop the resources of lands and hereditaments in any part of the world, and to buy, manufacture, and sell all kinds of goods, chattels, and effects required by the Company or by others.

(d) To purchase, hire, make, construct, or otherwise acquire or provide and maintain, improve, manage, and work any roads, tramways, railways, bridges, wire shoots, wells, reservoirs, water-courses, aqueducts, shafts, adits, tunnels, furnaces, crushing mills, hydraulic works, chemical works or reduction works of any kind, warehouses, workshops, factories, dwelling-houses, or other buildings, engines, plant, machinery, carts, carriages, cattle, ships, boats, barges, implements, stock goods, and other works, conveniences, and property of any description in connection with, or for the use in or for promoting any branch of the Company's business, or for developing, utilizing, or turning to account any of the Company's property, and to contribute to, subsidize, or otherwise assist or take part in the maintenance, improvement, management, working, control, or superintendence of any such works and conveniences.

(e) To purchase or otherwise acquire or undertake all or any part of the business, property, and liabilities of any other company, corporation, association, firm, or person which or who shall be carrying on, or which in the case of a company shall be authorized to carry on, any business which this Company is authorized to carry on, or which or who may be possessed of property suitable for the purposes of this Company, and to make and carry into effect arrangements for or with respect to the union of interests, sharing profits, or co-operation with any other companies, corporations, or persons.

(f) To pay for any property or business in shares (to be treated as either wholly or partly paid up) or debentures or debenture stock of the Company, or in money, or partly in shares or debentures or debenture stock, and partly in money.

(g) To sell, improve, manage, develop, lease, license, let on hire, exchange, mortgage, turn to account, or otherwise dispose of absolutely, conditionally, or for any limited interest, any of the property, rights, or privileges of the Company, or all or any of its undertakings for such consideration as the Company may think fit, and to accept payment therefor in money or in shares, stock, debentures, or obligations of any other company or corporation, either by a fixed payment or payments, or conditional upon, or varying with gross earnings, profits, or other contingency.

(h) To establish or promote, or concur in establishing or promoting, any other company, corporation, association, or private undertaking, whose objects shall include the acquisition and taking over of all or any part of the property or rights of this Company, or the carrying out of all or any of the objects of this Company, or shall be in any manner calculated to enhance either directly or indirectly the interests of the Company or otherwise, and to acquire and hold shares, stock, or securities of, or guarantee the payment of any securities issued by, or any other obligations of any such company, corporation, association, or undertaking, and to defray all or any of the expenses of the establishment, or promotion of any such company or corporation, association, or undertaking as aforesaid, and to subsidize or otherwise assist any such company, corporation, association, or undertaking, and to guarantee or underwrite subscriptions, or to subscribe for the same or any part thereof, or to employ others to underwrite or subscribe therefor.

(i) To acquire by original subscription or otherwise, and to hold or sell or otherwise dispose of shares, stock, debentures or debenture stock, or any interest in the revenues or profits of any company, corporation, association, partnership, or person carrying on any business capable of being conducted so as directly or indirectly to benefit this Company or otherwise, and upon any return of capital, distribution of assets, or division of assets, or division of profits, to distribute such shares, stock, debentures or debenture stock among the members of this Company.

(j) To borrow and raise money upon loan or otherwise for the purposes of the Company, and to create and issue at par or at a premium or discount bonds or debentures to bearer or otherwise, or debenture stock, mortgages, and other instruments for securing the repayment thereof, with or without charge upon the undertaking or property of the Company, or any part thereof, or its uncalled capital, or upon its income or profits, and upon such terms as to priority or otherwise as the Company thinks fit.

(k) To provide for the welfare of persons in the employment of the Company, or formerly in their employment, and the widows and children of such persons, and others dependent upon them.

(l) To procure the Company to be constituted or incorporated or registered in any part of the world, as may be found expedient, either as a company or corporation, or to be otherwise recognized in any country whatsoever, and to do all acts and things to empower the Company to carry on its business in any part of the world where it may desire to carry on the same, and to that end to establish agencies for carrying on or developing the business of the Company or any branch thereof.

(m) To apply to any Government, Parliament, local or foreign Legislature, or other authority for, or enter into any arrangements with, any Governments or authorities, supreme, municipal, local, or otherwise, for, or otherwise acquire or obtain, any orders, licenses, Acts of Parliament, rights, powers, concessions, and privileges that may seem conducive to the Company's objects, or any of them, and hold or dispose of the same, or to apply for any enactment or order for winding up or dissolving the Company, and re-incorporating its members, or for effecting any modification in the Company's constitution.

(n) To advance or lend money to such persons and on such terms as may seem expedient, and in particular to persons having dealings with the Company, and to guarantee the performance of contracts by persons having dealings with the Company, and generally to transact and undertake and carry into effect all such commercial, financial, trading, or other businesses or operations as may seem directly or indirectly conducive to any of the Company's objects.

(o) To invest, lend, or otherwise deal with the moneys of the Company not immediately required upon such securities or without any security, and generally in such manner as from time to time may be determined, and to apply the funds of the Company in paying the legal expenses incurred in or about the formation or establishment of the Company or its registration, or in paying brokerage, commission, or other remuneration for services rendered in placing or procuring subscriptions for any of its share, debenture, or other capital, or in negotiating for or obtaining contracts or orders for the Company, and also to make, accept, indorse, and execute promissory notes, bills of exchange, and all other negotiable instruments.

(p) To amalgamate with any other company or corporation whose objects are or include objects similar to any of the objects or purposes of this Company, whether by sale or purchase, for shares, stock, or otherwise) of the undertaking with or without winding up, or by sale or purchase (for shares, stock, or otherwise) of all the shares or stock of this or any such other company or corporation, subject to the liabilities of this or any such other company or corporation as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.

(q) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property or rights of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction for the time being required by law.

(r) To carry on any business, enterprise, undertaking, or transaction capable of being conveniently carried on or undertaken in connection with the above-mentioned objects, or that may be calculated directly or indirectly to enhance the value of or render profitable any of the businesses or properties of the Company, or to turn the same to account.

(s) To do all or any of the above things in any part of the world, either as principal, agent, trustee, contractor, or otherwise, and either alone or in conjunction with others, and either in the name of, or by or through any corporation, company, firm, or person, as trustee, agent, contractor, or otherwise.

(t) To execute and do generally all such other things as the Company may at any time consider incidental or conducive to the carrying out or attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The nominal capital of the Company is Rs. 250,000, divided into 2,500 shares of Rs. 100 each, with power to increase or reduce the capital. Any of the original shares, or any new shares from time to time to be created, may be issued with any such guarantee or any such rights of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued, or then about to be issued, or at such a premium, or with such deferred rights as compared with other classes of shares, and generally on such terms as may be determined by the Articles of Association for the time being of the Company.

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

Names and Addresses of Subscribers.	Number of Shares taken by each Subscriber.
C. E. HASLOP, Colombo	One
Witness to the signature of C. E. Haslop this Eighth day of March, 1900 : H. CREASY.	
SEYMOUR P. JEFFERY, Colombo	One
D. R. MARSHALL, Colombo	One
E. M. SHATTOCK, Colombo	One
A. J. GORDON FIELD, Colombo	One
REGINALD JOHN, Colombo	One
C. DAVIDSON, Colombo	One
Witness to the above signatures this Eighth day of March, 1900: C. E. HASLOP.	

The Companies Acts, 1864 to 1893.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION OF THE PLUMBAGO MINING COMPANY, LIMITED.

It is agreed as follows :—

1. The regulations contained in Table "C" in the Schedule to "The Joint Stock Companies' Ordinance, 1861," shall not apply to this Company, but the following shall be the regulations of the Company, subject to repeal, addition, or alteration by special resolution.

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

INTERPRETATION.

3. In the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith :—

"Company" means "The Plumbago Mining 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' Ordinances, 1861, 1888, and 1893," 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 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 into which the capital of the Company may from time to time be divided.

"Shareholder" means a Shareholder of the Company.

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

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

"Board" means a meeting of the Directors, or the Directors of the Company in meeting assembled, as the context may require.

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

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

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

"Month" means calendar month.

"Writing" includes printed matter, print, or other usual substitution for writing.

Words importing the singular number only include the plural, and *vice versa*; and words importing the masculine gender only include the feminine gender.

SEAL.

4. The seal shall be under the charge of the Board, who may from time to time prescribe such rules in accordance with these Articles as they may think fit for the safe custody and use thereof. The seal shall not be affixed to any instrument except in the presence of two Directors or of one Director and the Agents and Secretaries testified by their respective signatures thereto.

BUSINESS.

5. The first business of the Company shall be to take over the property, assets, and rights of the concern known as "The Plumbago Syndicate," and to exercise the option granted to such Syndicate by "The Vogan Tea Company of Ceylon, Limited," by taking on lease the mining rights of the said Vogan Tea Company of Ceylon, Limited, on their Kalutara properties, upon the terms and conditions referred to in sub-section (a) of clause 3 of the Memorandum of Association; provided, nevertheless, that the Board may agree with the said Vogan Tea Company of Ceylon, Limited, to any modifications or alterations of the said terms and conditions as in their discretion they may think expedient, whether before or after the exercise of such option as aforesaid. The Board shall be entitled to pay and shall pay to the members of the said Plumbago Syndicate a sum of Rs. 60,000 by the allotment to them of 600 fully paid shares of Rs. 100 each as consideration for the purchase from them of the property, assets, and rights of the Syndicate as in these presents mentioned.

6. The Board shall be at liberty to allot any shares in the Company, and to commence the business of the Company when and so soon as the Board in their discretion think fit, and notwithstanding that only a portion of the capital offered for subscription may have been subscribed and taken.

7. Any branch or kind of business which by the Memorandum of Association of the Company or these Articles is either expressly or by implication authorized to be undertaken by the Company may be undertaken by the Board at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

CAPITAL.

8. The authorized share capital of the Company may, subject to the conditions of the said purchase and the shares to be allotted thereunder, be issued by the Board to such persons, at such times, and either at par or at a premium, and generally on such terms and for such purposes of the Company as the Board see fit, and with such preference or priority (as regards dividends or in the distribution of assets) or other special incidents or restrictions attached to any shares forming part of such capital as the Board may deem expedient.

Sixty thousand rupees of the share capital shall be issued forthwith.

9. The Company may, from time to time, whether all the shares for the time being authorized have been issued, or all the shares for the time being issued have been fully called up or not, by special resolution increase the capital of the Company by the creation of new shares of such amount as the Company by such resolution directs, and, subject to any special terms that may be hereafter made on any increase of capital by special resolution, all new capital shall be divided into shares of like amount, and shall be subject to these regulations, as if forming part of the original ordinary capital of the Company.

10. No preference or special rights or privileges attached or belonging to any class of shares shall be interfered with, except by a special resolution passed and confirmed by Shareholders of that class, independently of the presence or vote of any Shareholders of any other class; but by any such resolution so passed and confirmed all or any of the rights and privileges attached to any class of shares may be modified and altered; and every resolution so passed and confirmed shall be a valid special resolution, and bind all Shareholders of such class.

11. All the provisions of these Articles as to General Meetings shall, so far as applicable, apply to meetings of any particular class of Shareholders convened, pursuant to the last preceding Article.

12. The Company may at any time reduce the capital, with all or any of the incidents prescribed or allowed by Ordinance, and may consolidate and divide the capital or any part thereof into shares of larger or less amount than the original shares, in the manner and with all or any of the incidents prescribed or allowed by Ordinance, and may (subject to these Articles) exercise any of such powers so as to deal specially with any class of Shareholders.

13. Consolidated and divided shares and the holders thereof shall, so far as possible, be subject to and have similar rights of voting and other rights, priorities, privileges, regulations, and liabilities in all respects as are annexed to the original shares which such stock or consolidated or divided shares may represent.

14. 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 Board may determine.

Provided always that notwithstanding anything hereinbefore contained the Directors may, at their discretion, allot any unissued shares in payment for the purchase, lease, or other acquisition of any mines, lands, mining rights, grants, or other property or business, without first offering such shares to the Shareholders.

SHARES.

15. Every member shall be entitled to receive one certificate under the common seal of the Company specifying the shares held by him, and the amounts paid up thereon, and such certificate shall be *prima facie* evidence of the title of such member to the shares therein specified. In the case of joint holders the Company shall not be bound to issue more than one certificate to the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.

16. If any such certificate be worn out or lost, the same may be renewed on such reasonable terms as the Board may prescribe, but should the former certificate not be produced for the purpose of being cancelled or destroyed, then a new certificate shall be given only on the production of such evidence as to the loss or destruction of the former certificate, and upon such indemnity or other terms as the Board may in each case require or exact.

17. When a share has been forfeited, and the certificate thereof is not delivered up to the Company, the Board may issue a new certificate of the share, distinguishing it as they think fit from the certificate so not delivered up.

18. The registered holders of shares shall (so far as concerns the Company) be deemed the only persons interested therein, both legally and equitably, and the Company shall not be bound by or recognize any trust to which any share may be subject, though having express notice thereof, or any right or interest in respect of a share (whether equitable, contingent, future, or partial) other than an absolute right to the entirety thereof in the registered holder thereof for the time being, and such right in case of transmission as hereinafter mentioned.

19. If several persons are registered as joint-holders of any share, any one of those persons may give effectual receipts and discharges for any dividend, bonus, return of capital or other sum of money payable in respect of such share.

CALLS ON SHARES.

20. With respect to any shares not issued as paid up, the Board may, by the conditions of allotment, require the whole or any part of the nominal amount thereof to be paid up by such instalments and at such dates as they think fit; and every such instalment shall, when due, be paid to the Company, or as the Board may direct, by the holder of the shares.

21. The Board may from time to time make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them and not by the conditions of the allotment thereof made payable at fixed dates, and every member shall pay the amount of every call so made upon him to the persons and at the times and places appointed by the Board.

22. Fourteen days' notice at the least shall be given of each call, specifying the time and place of payment and to whom such call shall be paid. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed.

23. If any member shall omit to pay the amount of any instalment or call on or before the day appointed for payment thereof, then such member shall be liable to pay interest on the amount in arrear at such rate not exceeding 10 per cent. per annum, as the Board prescribe, from the day appointed for the payment thereof to the time of the actual payment. Nevertheless the Board shall have full discretion not to enforce payment of such interest.

24. Joint holders of shares shall be severally as well as jointly liable for all instalments and calls payable in respect thereof.

25. The Board may, if they think fit, receive from any member willing to advance the same the whole or any part of the moneys for the time being remaining unpaid on his shares, and upon the moneys so paid in advance, or so much thereof as from time to time exceeds the amount actually payable upon the shares in respect whereof such advances have been made, the Company may pay interest at such rate as the member paying such moneys in advance and the Board agree upon, but any amount so for the time being paid in advance of calls shall not be included or taken into account in ascertaining the amount of the dividend payable upon the share in respect of which such advance has been made.

TRANSMISSION AND TRANSFER OF SHARES.

26. In the case of the death of any Shareholder, the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his share; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

27. Any person becoming entitled to any share in consequence of the death, insolvency, or bankruptcy at any time of any holder of such a share, may, subject to the provisions hereinafter contained, and upon producing such evidence of title as the Board may require, either be himself registered as the holder of the share, or elect to have some person nominated by him registered as the transferee thereof.

28. If the person so becoming entitled to a share shall elect to be registered himself, he shall serve upon the Company a notice in writing, signed by him, stating that he so elects. For all purposes of these Articles relating to the registration of transfers of shares such notice shall be deemed to be a transfer, and the Board shall have the same power of refusing to give effect thereto by registration as if the event upon which the transmission took place had not occurred, and the notice were a transfer executed by the person from whom the title by transmission is derived.

29. If the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The Board shall have in respect of transfers so executed the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.

30. A person entitled to a share by transmission shall not be entitled to receive notices of, or to attend, or vote at meetings of the Company, or, save as aforesaid, to any of the rights or privileges of a member, unless and until he is registered as a member in respect of the share.

31. No share shall, without the express sanction of the Board, be transferred to any person other than an original Shareholder of the Company who is still a member thereof and holds at least ten shares of the Company, so long as there shall be any such member and he be willing to purchase the same at the fair value.

32. In order to ascertain whether any such member is willing to purchase a share, the proposing transferor shall give notice in writing (hereinafter called the "Transfer Notice") to the Secretary of the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Directors of the Company his agent for the sale of the share to any such member of the Company at the price so fixed, or, at the option of the purchaser, at a price to be fixed as hereinafter provided by Article 34. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. A transfer notice shall not be revocable except with the consent of the Directors.

33. If the Directors of the Company shall within fifteen days after being served with such notice find a member willing to purchase the share (hereinafter called the "Proposed Purchasing Member"), and shall forthwith give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value as fixed by himself, to transfer the share to the purchasing member.

34. If the proposing transferor and the proposed purchasing member shall not be able to agree as to the fair value of a share, the proposing transferor shall be at liberty to offer the same for sale to any other person, but shall not be at liberty to sell the same to such other person without giving the proposed purchasing member the option of purchasing the same at the price at which the proposing transferor is prepared to sell to such other person; and if the proposed purchasing member agrees to purchase such share at such price, the proposing transferor shall be bound upon payment of such price to transfer the share to such proposed purchasing member.

35. If the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to be entered on the register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered on the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

36. If the Directors shall not, within fifteen days after the Secretary of the Company has been served with the transfer notice, find a member willing to purchase the shares and forthwith give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Article 41, to sell and transfer the shares (or those not placed) to any person and at any price.

37. Subject to the provisions and restrictions of these Articles any member may transfer all or any of his shares; but every transfer must be in writing in the usual common form, and must be left at the office of the Company, with the certificates of the shares to be transferred and such other evidence (if any) as the Board require to prove the title of the intending transferor.

38. The instrument of transfer of any share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is registered in the Register of Members in respect thereof.

39. The Company shall provide a book or books to be called the "Register of Transfers," which shall be kept by the Secretary under the control of the Board, and in which shall be entered particulars of every transfer or transmission of shares.

40. The Board shall have power to refuse to register the transfer of any share, not being a fully paid share, on any of the following grounds:—

- (1) That the transferor or one of the transferors is indebted to the Company, or is under any obligation to the Company on any bill or note, or other contract remaining unfulfilled, or that the shares dealt with by the transfer are subject to a lien to the Company.
- (2) That the transfer has not been effected according to these Articles, or is in contravention of any agreement made by the transferor.
- (3) That the transferee is, in the opinion of the Board, an irresponsible, unfit, or undesirable person to be a member, or that the transfer will not be conducive to the interests of the Company.

41. All instruments of transfer, where the transfer is registered, shall be retained by the Company, but any instrument of transfer, where the Board decline to register the transfer, shall be returned to the person depositing the same.

42. The Board shall not be required to furnish any reason for declining to register a transfer, but in the event of their so declining, they shall, on the request of the Shareholders desirous of transferring, convene an Extraordinary General Meeting of the Company to consider whether such transfer shall be registered or not, and the resolution of such meeting shall be conclusive, and shall be complied with.

43. Such fee, not exceeding rupees two and cents fifty for each transfer, as the Board may from time to time determine, may be charged by the Company for the registration of a transfer.

44. The transfer books shall be closed during such time, not exceeding fourteen days at one time and thirty days in any year, as the Board may from time to time determine.

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

LIEN OF SHARES.

46. The Company shall have a first and paramount lien and charge on all the shares (not being fully paid) registered in the name of a member, whether solely or jointly with another or others, for all money due to the Company from him or his estate, either alone or jointly with any other person, whether a member or not, and whether the money is presently payable or not.

47. For the purpose of enforcing this lien, the Board may sell the shares subject thereto in such manner as they think fit, but the sale shall not be made until the time at which the money is presently payable, or until a demand or notice in writing, stating the amount due and demanding payment, and giving notice of intention to sell in default, has been served on the member or the persons (if any) entitled by transmission to the shares, and default in payment has been made by him or them for seven days after the notice.

48. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due, and the residue (if any) shall be paid to the member or the person entitled by transmission to the shares.

49. On any such sale as aforesaid, the Board may enter the purchaser's name in the register as the holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of, or be affected by any irregularity or invalidity in, the proceedings, or be bound to see to the application of the purchase money, and after his name has been entered in the register the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

FORFEITURE AND SURRENDER OF SHARES.

50. If any member shall fail to pay any instalment or call on or before the day appointed for payment thereof, the Board may at any time thereafter during such time as the instalment or call shall remain unpaid, serve a notice on him requiring him to pay the same, together with all interest that may have accrued, and all expenses that may have been incurred by the Company, by reason of such non-payment.

51. The notice shall name a further day, on or before which such instalment or call and such interest and expenses as aforesaid are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made or instalment is payable will be liable to be forfeited.

52. If the terms of any such notice as aforesaid be not complied with, any shares in respect of which such notice shall have been given may, at any time thereafter, before payment of all instalments or calls, interest, and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect.

53. Every share so forfeited, and all dividends or profits in respect thereof, and all rights and interests in respect of such share, shall be deemed to be the absolute property of the Company.

54. Any member whose shares may have been forfeited shall, notwithstanding such forfeiture, be liable to pay to the Company all calls or instalments owing upon such shares at the time of the forfeiture thereof, and all such expenses as aforesaid, and the interest which may have accrued in respect thereof up to the day of the shares being forfeited, and the payment thereof may be enforced by the Company, notwithstanding such forfeiture, and without any allowance or deduction for the value of the share at the time of forfeiture.

55. When any share shall have been forfeited, notice of the forfeiture shall be given to the holder of the share, and an entry of the forfeiture, with the date thereof, shall be made on the Register of Members, but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

56. The Board may at any time accept the surrender of any shares from any holder thereof desirous of surrendering the same on such terms as the Board shall in each case determine.

57. The Board may sell any forfeited or surrendered shares, or extinguish or cancel the same, or re-issue the same on such terms as they may think fit.

58. The Board may, on the application of the former holder of forfeited shares, at any time before the same are disposed of, remit such forfeiture on such terms as they shall think fit to impose, but it shall not be obligatory upon them to do so.

59. In giving effect to a sale of forfeited or surrendered shares the Board may execute under the Company's seal a transfer of such shares to the purchaser thereof, and such transfer shall operate to confer the same rights on the transferee as if the shares had not been forfeited or surrendered, and the transfer had been executed by the registered holder thereof.

60. The Register of Members shall be conclusive evidence of title to a share, as against any person claiming as a former holder of a share which the Board shall have purported to forfeit, and the remedy of any Shareholder for any irregularity in any forfeiture of a share shall be in damages only and against the Company exclusively.

GENERAL MEETINGS.

61. The first General Meeting shall be held within 12 months after the incorporation of the Company.

62. An Ordinary Meeting shall be held once in each year, and all General Meetings shall be held at such time and place as the Board may from time to time determine.

63. The Board may, whenever they think fit, and shall upon a requisition in writing left at the office, signed by at least six members holding in the aggregate not less than one-fifth in nominal amount of the issued capital, and entitled by these Articles to be present and vote at the meeting to which the requisition relates, convene an Extraordinary Meeting.

64. Any requisition so made by the members shall express the object for which the meeting is to be called, and the resolutions to be proposed thereat.

65. If the Board do not upon the receipt of such requisition convene an Extraordinary Meeting within twenty-one days from the service thereof, the requisitionists or any four of them may, if entitled as aforesaid to be present and vote, themselves convene an Extraordinary Meeting by notice to the members, provided that such meeting shall be held within two months after the time of leaving such requisition as aforesaid.

66. Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) of every Ordinary or Extraordinary Meeting specifying the time and place of meeting, and the special business (if any) to be transacted thereat, shall be given by circular to each member entitled under these Articles to receive notice of the meeting, and no special business shall be transacted at any General Meeting other than that of which notice has been given pursuant to these Articles.

67. Neither the accidental omission to give any notice to, or the non-receipt of any notice by, any member shall invalidate the proceedings of any General Meeting.

68. All business shall be deemed special except sanctioning a dividend, the consideration or adoption of the accounts, balance sheets, and ordinary report of the Directors and Auditors, and the election of Directors and Auditors.

PROCEEDINGS AT GENERAL MEETINGS.

69. No business shall be transacted at any General Meeting except the choice of a Chairman and the declaration of a dividend, unless a quorum of members be present previously to the commencement of such business, and such quorum shall be three members present in person.

70. If within half an hour from the time appointed for any General Meeting a quorum of members shall not be or have been obtained, such meeting, if convened upon the requisition of members, shall be dissolved, and in any other case shall stand adjourned until such day and time and be held at such place as may be determined by the Chairman of the meeting; and if at such adjourned meeting a quorum is not present, those Shareholders who are present shall form a quorum, and may transact the business for which the meeting was called.

71. The Board shall from time to time elect a Director to preside as Chairman at every meeting of the Company.

72. If no Director be present at a meeting, or if such Directors as may be present decline to take the chair, the members present shall choose some one of their number to be Chairman of such meeting.

73. The Chairman presiding at any meeting may, with the consent of the meeting, adjourn such 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.

74. At every General Meeting all questions shall be determined in the first instance by a show of hands.

75. A declaration by the Chairman of any General Meeting that a resolution has, upon a show of hands, been carried, or carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the book of proceedings of the Company shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution; but if upon such declaration being made a poll shall be demanded by a notice in writing signed by at least three members present in person and entitled to vote at such meeting, which notice shall be handed during the meeting to the Chairman, the same shall be taken accordingly, but no poll shall be taken on any vote relating to the appointment of a Chairman, or any question of adjournment.

76. If a poll be demanded in manner aforesaid, the same shall be taken in such manner and either immediately or at such time and place as the Chairman shall direct, and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

77. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, as the case may be, shall have a casting vote in addition to any votes he may be entitled to as a member.

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

VOTES OF MEMBERS.

79. Every member at every meeting at which he is entitled to vote shall, in the case of a poll, have one vote for every share held by him up to five, an additional vote for any further shares held by him up to twenty-five, an additional vote for every further twenty-five shares held by him up to one hundred, and an additional vote for every one hundred shares held by him beyond the first hundred; and in the case of a show of hands one vote only.

80. If two or more persons be jointly entitled to any share, either or any, but only one of them, shall be entitled to attend a meeting and vote in respect of such share; and if the joint holders cannot arrange amongst themselves as to which of them shall vote (or give proxies and exercise such other rights and powers as are conferred on a Shareholder), the holder whose name stands first on the register of shares shall vote (or give proxies and exercise those rights and powers).

81. No member, except a member registered during the first six months from the registration of the Company, shall be entitled to vote, either personally or by proxy, at any meeting until he shall have been the registered holder of his shares, or some of them, two months at least, and then only in respect of such shares as he may have had for such period, unless such shares shall have been acquired by reason of the death of a member, in which case the period for which the deceased member held the shares in respect of which the vote is claimed shall be reckoned in computing the said period of two months.

82. A member becoming lunatic may vote by his committee, but otherwise no vote shall be given in respect of a share registered in the name of a person under disability.

83. No member shall be entitled to vote or exercise any rights or privileges of a member in respect of any share upon which any instalment or call shall be in arrear.

84. Votes may be given either personally or by proxy. A proxy shall be appointed in writing, under the hand of the appointor or person entitled to vote, or, if such appointor shall be a corporation, under its common seal. Proxies, which may be issued by the Board at the expense of the Company, may be in the following form, or to the following effect, and shall be duly stamped:—

I, the undersigned, a member of "THE PLUMBAGO MINING COMPANY, LIMITED," hereby appoint _____, also a member of the Company, or him failing _____, another member of the Company, to act as my proxy and to vote for me and on my behalf at the (Ordinary or Extraordinary) General Meeting (or Adjourned General Meeting) of the Company, to be held on the _____ day of _____, and at any adjournment thereof.

Dated this _____ day of _____.

85. Where any proxy shall not be in the above form, or as near thereto as circumstances will admit, the same shall be subject to the approval of the Board.

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

87. 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.

88. No person except a member entitled to vote at a meeting shall be appointed a proxy (provided that a corporation holding shares may appoint any one of its Directors a proxy), and the instrument appointing him shall be lodged at the office of the Company not less than forty-eight hours before the time for holding the meeting for which such proxy may have been given.

DIRECTORS.

89. The number of Directors shall not be less than three, nor more than five, provided that a General Meeting may increase or, by directing that any vacancy then subsisting or subsequently occurring be not filled up, may reduce the number of Directors for the time being.

90. The first Directors shall be W. B. Kingsbury, G. H. Alston, C. E. Haslop, R. W. Harrison, and J. P. Morton, 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.

91. The qualification of a Director shall be the holding of shares of the Company of the nominal amount of Rs. 500.

92. The General Meeting at which Directors retire, or ought to retire by rotation, shall elect an equal number of duly qualified persons to supply the places of the retiring Directors; and in default of its so doing, they shall be elected at a subsequent General Meeting.

93. At the Ordinary Meeting in the year 1901, and at the Ordinary Meeting in each subsequent year, two of the Directors shall retire from office, and the meeting may elect an equal number of duly qualified persons to supply their places.

94. The order in which the Directors shall retire shall be determined among themselves by agreement, or, failing agreement, by ballot, as the Board may resolve.

95. Any retiring Director shall be eligible for re-election, but a member not being a retiring Director, or one recommended by the Directors, shall not be qualified to be elected a Director, unless written notice of his intention to offer himself for election is given to the Company not less than fourteen clear days, nor more than one month before the day of the election of the Directors.

96. Whenever an Ordinary Meeting fails to elect Directors in lieu of Directors whose places ought to be filled up at such meeting, then the retiring Directors, or those of them whose places ought to have been but have not been filled up, shall (if willing and able to act), and subject to the right of the Company to reduce the number of Directors as aforesaid, remain in office until the Ordinary Meeting in the year following.

97. Any Director may vacate his office on giving notice in writing to the Board of his intention to retire.

98. Any casual vacancy in the number of Directors may be filled up by the Board, subject to the approval of the next Ordinary Meeting, but any person so chosen shall retain his office only so long as the vacating Director would have retained the same if he had not vacated it.

99. The continuing Directors for the time being may act, notwithstanding any vacancy in their body, provided that if the Directors be at any time reduced in number to less than two they may act only for the purpose of filling up a vacancy in their body, and not for any other purpose.

100. The Company may, by special resolution, remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint a qualified Shareholder in his stead, and the Director so appointed shall, in all respects, stand in the place of his predecessor.

101. The remuneration to be paid to the Directors for their services shall be fixed by the Company at the first Ordinary General Meeting, and such remuneration shall be divided between the Directors in such manner as they may agree, or in default of agreement equally. Such remuneration shall not be considered as including any remuneration for special or extra services hereinafter referred to, nor any extra remuneration to the managing Director of the Company. The Company in General Meeting may at any time alter the amount of the remuneration so fixed.

102. Every Director shall be entitled to be paid out of the funds of the Company all travelling expenses which he shall be authorized by the Board to incur. If in the opinion of the Board it is desirable that any member of the Board should perform any special services on behalf of the Company, such Director shall be paid such reasonable additional remuneration as the Board may think fit.

DISQUALIFICATION OF DIRECTORS.

103. Any Director shall forthwith become disqualified and incapable of continuing to hold such office—

- (1) If he shall cease to hold the number of shares necessary for his qualification ;
- (2) If he shall become insolvent or take the benefit of any Ordinance for the time being in force for the relief of insolvent debtors, or compound or arrange with his creditors, or become lunatic or of unsound mind.
- (3) If he shall be absent from the Board for six consecutive months without the consent of the Board in writing.
- (4) If he shall be absent from or have left the Island, and the Board shall pass a resolution that he has thereby vacated his office as Director.

104. Any Director may, notwithstanding his holding the office of Director, or of his fiduciary relation to the Company, enter into or be interested in any contract or arrangement with, or any operation or business undertaken by, the Company, either in his individual capacity, or as a member of any other company, or of any partnership, entering into contracts or having dealings with the Company or otherwise, and shall be at liberty to retain for his own absolute benefit all profits or benefits which he may derive under or by reason of any such contract, arrangement, operation, or business, and shall not be disqualified as a Director on account thereof ; nevertheless, to entitle himself to the benefit of this Article, such Director shall, before any such contract, arrangement, operation, or business is determined on, or if he shall not have become interested therein at that time, or if he shall not be aware that he is so interested, then so soon as reasonably practicable after the acquisition of his interest, or his knowledge thereof, give notice to the Board of the fact of his being a party to or interested in such contract, arrangement, operation, or business, and, so far as the Board shall require him to do so, give particulars of the nature and extent of his interest ; but no Director shall be entitled to vote at Board Meetings in respect of any contract, arrangement, operation, or business in which he may be so interested as aforesaid, except that any of the Directors referred to in Article 90 may take part in and vote on the adoption and carrying into effect of the purchase from the Plumbago Syndicate hereinbefore referred to, and the option granted the said Syndicate by the Vogan Tea Company of Ceylon, Limited.

PROCEEDINGS OF DIRECTORS.

105. The Directors may meet together for the despatch of business at such times and places as they may think fit, and make such regulations as they think proper for summoning and holding their meetings, and for the transaction of business thereat, and for determining the quorum necessary for the transaction of business. Until otherwise determined the quorum necessary for the transaction of business shall be two.

106. All Board Meetings shall be held in Colombo, or at such other place as the Board may from time to time fix, and any such meeting shall be convened on the request of any Director. It shall not be necessary, to constitute a valid meeting of the Board, to give any notice thereof to any Director who may be out of Ceylon.

107. The Directors shall elect a Chairman of their Board, and determine the period for which he is to hold office. The Chairman so elected shall preside at all meetings of the Board ; but if there be at any time no Chairman, or if at any meeting the Chairman be not present within ten minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to act as Chairman of the meeting, and the Director so chosen shall preside at such meeting accordingly.

108. All questions arising at a Board shall be decided by a majority of the votes of the Directors present, and each Director shall have one vote only. In case of an equality of votes, the Chairman shall have a second or casting vote.

109. All acts done by the Directors shall, notwithstanding it may afterwards be discovered that there was some defect in the appointment of any Director, or that he was disqualified, be as valid as if such person had been duly appointed and was qualified to act as a Director.

110. The Board may by resolution delegate any of their powers, other than the power to make calls, to such Committee or Committees, consisting of such one or more of the Directors as the Board shall think fit, and may from time to time revoke and discharge any such appointment or delegation of power, either wholly or in part, and either as to persons or purposes; but every Committee so formed shall, in the exercise of the powers delegated, conform to all such regulations as are prescribed by the Board. All acts done by any such Committee in conformity with such regulations and in fulfilment of the purpose of their appointment, but not otherwise, shall have the like force and effect as if done by the Board.

111. The Board shall cause minutes to be made in books to be provided for the purpose—

- (a) Of all appointments of officers made by the Board.
- (b) Of the names of Directors present at each meeting of the Board and of a Committee of Directors.
- (c) Of all resolutions passed by and proceedings which took place at meetings of the Company and of the Directors and Committees of Directors.

Any such minutes as aforesaid, if purporting to be signed by the Chairman of the meeting, at which such appointments were made, or such Directors were present, or such resolutions were passed or proceedings took place (as the case may be), or by the Chairman of the following meeting of the Company or Directors or Committee (as the case may be), shall be sufficient evidence without any further proof of the facts therein stated.

POWERS AND DUTIES OF THE BOARD.

112. The business of the Company shall be managed by the Board, who may pay out of the funds of the Company all or any of the expenses of or incidental to the formation or establishment of the Company, and may exercise all such powers of the Company as are not by Ordinance or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Companies' Ordinances, and to such regulations (not inconsistent with the aforesaid regulations and provisions) as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made.

113. More particularly, and without limiting or controlling the effect of the last preceding Article, or the exercise by the Board of any general or specific powers which may be exercisable by them as incident to their office, or by virtue of the Company's regulations, or by Ordinance or otherwise, it shall be lawful for the Board in their absolute discretion, and without any responsibility for any exercise of such discretion, to exercise on behalf of the Company, and in the name of the Company or otherwise, all and each or any of the following specific powers; that is to say:—

- (i.) To procure subscriptions for shares, and to allot and issue shares (including themselves amongst the persons to whom shares are allotted), to procure subscriptions for, or sell and dispose of, and either at a premium, at a discount, or at par, debenture stock, debentures, bonds, or other securities or obligations, and subject to these Articles to issue and allot or dispose of the same.
- (ii.) To obtain or acquire from any Government, authority, association, or private persons any concessions, licenses, or authorizations relative to or for the purposes of the Company's business, and to fulfil all conditions thereof.
- (iii.) To regulate and control the custody, management, and expenditure of the moneys and funds of the Company as the Board may think fit, and to contract any debts or liabilities, give any guarantees, give credit, and generally to make and enter into or vary any contracts, or incur any risks or liabilities whatsoever, in the name and on behalf of the Company, in relation to its property, business, or affairs.
- (iv.) To purchase or acquire in perpetuity, or for any less interest, and for the purposes of the Company, any real or personal, movable or immovable property, rights, powers, privileges, or benefits.
- (v.) To make any payment, or to satisfy any claim, or the consideration for any purchase or acquisition, either in cash or wholly or partly in shares treated as wholly or partly paid up, or in bonds, debenture stock, debentures, or other securities, or evidences of liability of the Company.
- (vi.) To lease, license, take in exchange, or otherwise acquire in the name of the Company, or to sell, let on lease or on hire, grant licenses or other rights under or in respect of, or otherwise deal with or dispose of any inventions, processes, patents, licenses, privileges, or real or personal, movable or immovable property of any description, for any pecuniary or other consideration paid or agreed to be paid.
- (vii.) To take or accept on behalf of the Company, and either in the name of the Company or otherwise, any security, real or personal, movable or immovable, or otherwise, for the payment of any debt which shall from time to time be owing to the Company, whether the term or time of credit for the same has expired or not, or for the performance of any contract entered into with the Company or otherwise for the indemnity, protection, or advantage of the Company, and to sell, assign, transfer, or otherwise deal with any security which shall be so taken.

- (viii.) To raise and borrow money in the name and for the purposes of the Company, on such terms and conditions as to time of repayment, rate of interest, and generally under and subject to such conditions as the Board shall think fit.
- (ix.) To make and issue debenture stock and transferable or other bonds or debentures under the seal of the Company or otherwise, and to make and deliver under its seal or otherwise any mortgages, charges, liens, or securities, of or affecting any property of the Company, either for securing the repayment of money borrowed as aforesaid, or for securing the performance of any of the contracts or engagements of the Company; and, if so thought fit, to make the same in such form as to make the benefit thereof pass by the delivery of and accompany the possession of the instrument, and entitle the holder or bearer thereof to the benefit of the same respectively, independently of and unaffected by equities subsisting between the Company and any persons (other than such holder or bearer) who may have any rights of action thereon, or against whom the Company may have any counter claims whatsoever; and all debenture stock, bonds, debentures, securities, and money obligations of the Company may, at the discretion of the Board, be issued on such terms as to the time of payment, the price at which the same shall be redeemed, the rate of interest thereon, or otherwise on such terms and conditions, and with or subject to such attendant, privileges, burdens, advantages, or disadvantages as the Board deem expedient.
- (x.) To cause or permit any debenture stock, bonds, debentures, mortgages, charges, incumbrances, liens, or securities of, or belonging to, or made or issued by, the Company, or effecting its property or any of the terms thereof, to be renewed, extended, varied, redeemed, exchanged, transferred, or satisfied, as the Board shall think fit, and to pay off and re-borrow the moneys secured thereby or any part or parts of those moneys.
- (xi.) In the name and on behalf of the Company to do any of the following things in this subsection mentioned, or to authorize and empower any one or more of the Directors, or any other person or persons, to do any such things; that is to say:—To sign and indorse cheques, to draw, accept, and indorse bills of exchange, to make and indorse any promissory notes, and to indorse any negotiable securities or instruments belonging to or held by or on account of the Company which may require indorsement in order to effect or complete the negotiation or transfer thereof or to pass the property therein.
- (xii.) To solicit, obtain, and accept any Ordinance or any government or other authority, or any order of court, for the purposes of the Company, and by any such act or order a otherwise to obtain a re-incorporation of the Company, or any modification or iteration of its constitution or powers.
- (xiii.) To apply for and accept such statutes, laws, decrees, licenses, concessions, or privileges of any Colonial Government or other authority, supreme, municipal, local, or otherwise, and to register or otherwise cause the Company to be recognized and empowered in any part of the world as the Board may think requisite for enabling the Company to carry on its business, or for securing or promoting the property, rights, or advantages, or business of the Company.
- (xiv.) To appoint or allow any Director or any other person or persons to accept and hold in trust and deal with, for any purpose of the Company, any securities or real or personal, movable or immovable property of any kind which may belong to, or which may be proposed to be acquired for the purposes of the Company, or any rights, powers, privileges, or benefits of the Company, and to cause all such deeds and things to be made and done as shall be requisite to vest the same in the person or persons so appointed.
- (xv.) To appoint and employ in, or for the purposes of the transaction and management of the business of the Company, or otherwise for the purposes thereof, and with such remuneration, in addition to or in substitution for a salary, and whether by way of interest in any particular business or transaction, commission on the gross amount or any portion thereof, or of participation in the profits thereof, or in the returns or profits of the Company or not, as the Board shall think fit, any Managing Director, Managers, Bankers, Brokers, Solicitors, Mining Experts, or other officers, agents, and servants, upon such terms as to their duties, powers, duration of office, and likewise as the Board shall think fit, and generally to appoint and employ for the purposes of the Company any such persons on such terms as the Board shall think fit, and also from time to time, and subject to any agreement with the Company, to remove or discharge from the Company's service, at their discretion, any person for the time being in that service.
- (xvi.) To institute, conduct, defend, discontinue, abandon, or compromise any actions, suits, or other litigious proceedings in Ceylon or elsewhere, either in the name of the Company, or of any persons or person relating to or affecting the property, concerns, business, or affairs of the Company, or for punishing any fraud or offence committed against or with intent to injure the Company, and to refer to arbitration any questions relating to or affecting the property, concerns, business, and affairs of the Company, or any actions or proceedings, and to accept, abide by, and fulfil any award therein.
- (xvii.) To make or file, or direct or authorize the making or filing, by any Director, or by the Secretary, or by any other person or persons, any petition, proof, or other proceeding in insolvency or bankruptcy on behalf of the Company, against any debtor thereto, and to accede to any arrangement or composition made or offered to be made by such debtor for the benefit of his creditors, and to give time for the payment of, and to compromise, abandon, or release any debt due to, or other claims of, the Company, and to discharge the debts and liabilities of the Company, upon such terms as the Board shall think fit.

- (xviii.) To give a receipt, or direct or authorize the giving of a receipt, by any Director, or by the Secretary or any other person, which shall be an effectual discharge on behalf of and against the Company for the moneys or property which in such receipt shall be acknowledged to be received.
- (xix.) To remove from his office a Director who is absent from or has left the Island, by passing a resolution that he has thereby vacated his office as Director.

LOCAL MANAGEMENT.

114. The firm of Messrs. Lee, Hedges & Co., of Colombo, shall be the first agents and secretaries of the Company, and their services as such agents and secretaries shall be only liable to be determined by special resolution of the Company.

115. The remuneration to be paid the agents and secretaries for their services as such shall be arranged and fixed at the first General Meeting of the Company. The Company in General Meeting may alter the amount of the remuneration so fixed.

116. The Board may from time to time provide for the management and transaction of the affairs of the Company in any specified locality, whether at home or abroad, in such manner as they think fit.

117. The Board may at any time and from time to time, by power of attorney under the common seal of the Company, appoint any person or persons to be the attorney or attorneys of the Company, for such purposes, and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Board under these presents), and for such period, and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid, or in favour of any Company, or of the members, Directors, nominees, or Managers of any Company or firm, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Board; and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit. Any such delegates or attorneys as aforesaid may be authorized by the Board to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.

INVESTMENT OF MONEY.

118. All moneys of the Company not immediately applicable for any payment to be made by the Company, or not required as working capital, or otherwise for or in the current business or operations of the Company, or which may for the time being represent the Reserve Fund, may be invested by the Board in the names of at least two of the Directors as Trustees, in such Government, or real, or foreign securities, or in the bonds, debentures, securities, shares, or stock of any joint stock company, or in such other real or personal security as the Board shall from time to time think proper; and the Board may from time to time dispose of or vary such investments as they shall think fit, but it is expressly declared, notwithstanding anything in these Articles contained, that none of the funds of the Company shall be expended in the purchase of, or be lent upon the security of, its own shares or the stock into which they may be converted.

INDEMNITY OF OFFICERS.

119. No Director or officer of the Company shall be answerable otherwise than in respect of his own acts and default, nor shall he be answerable in respect of any act done by him for the sake of conformity merely, or for any moneys or securities of the Company other than such as come to his own hands, or for any collector, manager, agent, or receiver of moneys appointed for the Company, or for the insufficiency or deficiency in point of title or value of any security upon which any money of the Company may from time to time be invested, or for the insufficiency of the title to any inventions, patents, patent rights, lands, or hereditaments purchased for the purposes of the Company or mortgaged to the Company, or for any misfortune, loss, or damage happening to the Company by reason of any deed or thing done or executed by any Director or other officer in the execution of his office or in relation thereto, or by reason of any error of judgment or indiscretion on the part of any Director or other officer in the execution or performance of his powers or duties, or otherwise on any account whatsoever, except only for fraud or wilful negligence.

120. Every Director and other officer of the Company shall at all times be indemnified and saved harmless out of the funds of the Company from and against all costs, charges, losses, damages, and expenses whatsoever in the proper execution of his powers and duties, and from and against all actions, suits, claims, and demands whatsoever brought against him in respect of any engagement or liability of the Company, save any such as may be incurred or occasioned by his own personal wilful neglect or default.

PROFIT, RESERVE FUND, AND DIVIDEND.

121. Whenever the Board shall think it desirable that any part of the profits of the Company be divided or distributed between the members by way of dividend, they may recommend the payment thereof accordingly, and, with the consent of a General Meeting, cause the same to be paid. The Board may also make from time to time, if they think fit, and without such consent as aforesaid, distributions of profits by way of interim dividend or dividends in anticipation and on account of what may be subsequently sanctioned by the Company in General Meeting. No dividend in excess of what shall be recommended by the Board shall be declared or paid.

122. All dividends shall, in the absence of agreement to the contrary, be calculated and paid ratably on the amount paid-up or credited as paid up from time to time on each share, but in such payment regard shall be had to the rights of the Shareholders *inter se* to priority of payment or otherwise.

123. The Board may from time to time write off from the amounts standing in the books of the Company to the credit of cost of property, or book debts, or otherwise, such sums as the Board may consider reasonable or proper, either for depreciation or on account of bad or doubtful debts or otherwise howsoever.

124. It is expressly declared that it shall not be obligatory on the Board to make any provision for the depreciation of the value of the Company's assets by reason of the same consisting of property of a wasting nature in consequence of the terms thereof expiring, or by reason of other rights being from time to time granted under or in respect of any such property.

125. The Board shall be at liberty from time to time, if they shall see fit so to do, to appropriate out of the profits of the Company in any year such an amount as they in their discretion shall deem proper for or towards the formation of a reserve fund, and such reserve fund shall, at the discretion of the Board, be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, for repairing or maintaining the works connected with the business of the Company, for meeting extraordinary expenses, or for any other purposes of the Company, or shall, with the sanction of the Company in General Meeting, be as to the whole or in part applicable for equalizing dividends, or for distribution by way of bonus among the members of the Company for the time being on such terms and in such manner as the Company in General Meeting may determine. The interest of the reserve fund and of the securities on which the same shall be invested shall be treated as ordinary income of the Company, or be dealt with in such other manner as the Board may think fit.

126. The Board may deduct from any dividend payable to any member, or to any other member jointly with him, all such sums of money as may be due from him, either alone or jointly with others, to the Company on account of calls or otherwise.

127. Dividends may be paid by crossed cheque or warrant payable to order, and such cheque or warrant if sent by post shall, on the letter containing them being placed in the post office, addressed to a member at his registered address, be at the risk of the member.

128. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed, and all dividends unclaimed for three years shall, at the end of that time, become the absolute property of the Company.

129. No unpaid dividend shall bear interest as against the Company.

ACCOUNTS.

130. The Board shall cause full, true, and plain accounts to be kept of all sums of money received and expended by the Company, and of all matters to which such receipts and expenditure shall relate and of the assets, credits, and liabilities of the Company.

131. The books of account shall be kept at the office, or at such other place or places as the Board shall think fit.

132. The Board shall from time to time determine whether, in any particular case or class of cases, or generally, and at what times and places, and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members, or any class of members, and no member shall have any right of inspecting any account or book or document of the Company, except as conferred by Ordinance or authorized by the Board or by a resolution of the Company in General Meeting.

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

134. A balance sheet shall be made out in every year, and laid before the Company in General Meeting, and such balance sheet shall, when approved by such meeting, be binding and conclusive upon the members.

AUDIT.

135. Once at least in every year the accounts of the Company shall be examined, and the correctness of the statement and balance sheet ascertained by one or more Auditor or Auditors. The first Auditors shall be appointed by the Board, and shall hold office until the second Ordinary Meeting. Subsequent Auditors shall be appointed by the Company in General Meeting.

136. If one Auditor only is appointed, all the provisions herein contained relating to Auditors shall apply to him.

137. Subject to the provisions of clause 135 hereof, the election of Auditors shall be made by the Company at the Ordinary Meeting in each year. Any Auditor shall be re-eligible on his quitting office.

138. The remuneration of the first Auditors shall be fixed by the Board up to the second Ordinary Meeting; but as from such date the remuneration of the Auditors shall be fixed by the Company in General Meeting.

139. If any casual vacancy occur in the office of Auditor, the Board shall forthwith fill up the same, but any appointment so made shall be subject to confirmation by the Company at the next General Meeting.

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

141. Every Auditor shall have a list delivered to him of all books of account kept by the Company, and shall at all reasonable times have access to the books of account of the Company.

NOTICES.

142. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address, as appearing in the Register of Members, if such address shall be in Ceylon.

143. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and notice so given shall be sufficient notice to all the holders of such share.

144. Any Member described in the Register of members by an address not within the Island, who shall from time to time give the Company an address within the Island at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid no member, other than a registered member described in the Register of Members by an address within the Island, shall be entitled to receive any notice from the Company.

145. Any notice if served by post shall be deemed to have been served on the day after the day on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

WINDING UP.

146. If the Company shall be wound up and the surplus assets shall be insufficient to repay the whole of the paid up capital, such surplus assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, on the shares held by them respectively at the commencement of the winding up. But this clause is to be without prejudice to the rights of the holders of shares issued upon special conditions.

147. If the Company shall be wound up, the liquidators (whether voluntary or official) may, with the sanction of an Extraordinary Resolution, divide among the contributories in specie any part of the assets of the Company, and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidators with the like sanction shall think fit.

148. Any Shareholder, whether a Director or not, or whether alone or jointly with any other Shareholder or Director, or any person not a Shareholder, may become the purchaser of the property and assets of the Company or any part thereof, in the event of a winding up, or a dissolution of the Company, 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 on them.

In witness whereof the Subscribers to the Memorandum of Association have hereto set and subscribed their names at Colombo, this Eighth day of March, 1900.

Names and Addresses of Subscribers.	Number of Shares taken by each Subscriber.
C. E. HASLOP, Colombo	One
Witness to the signature of C. E. Haslop, this Eighth day of March, 1900: H. CREASY.	
SEYMOUR P. JEFFERY, Colombo	One
D. R. MARSHALL, Colombo	One
E. M. SHATTOCK, Colombo	One
A. J. GORDON FIELD, Colombo	One
REGINALD JOHN, Colombo	One
C. DAVIDSON, Colombo	One
Witness to the above signatures, this Eighth day of March, 1900: C. E. HASLOP.	

MEMORANDUM OF ASSOCIATION OF THE PRINCE'S CLUB COMPANY, LIMITED.

1. The name of the Company is "The Prince's Club Company, Limited."

2. The registered office of the Company is to be established in Colombo.

3. The objects for which the Company is established are—

(a) To acquire the leasehold of the house and grounds known as the Prince's Club, situate in Colombo, and all the premises and buildings belonging thereto, and to purchase and acquire all the plant, stock, fixtures, furniture, fittings, and other the business and assets of the concern known as the Prince's Club, Colombo.

(b) To take over and manage the Prince's Club, Colombo, as a Proprietary Club; to purchase, acquire, enlarge, extend, and carry on any existing business or concern in Ceylon of a like character; and to establish and manage any other like business or concern in the said Island.

(c) To provide or furnish the said Club with provisions of all sorts, and to carry on the business of livery stable keepers and wine and spirit merchants, or any of them, and to import, purchase, sell and retail wines, spirits, stores, goods, tobacco, and other articles.

(d) To purchase or hire and employ horses, carriages, and other vehicles or modes of conveyance for the use of members or others.

(e) To purchase, take on lease, acquire, erect, construct, alter, adapt, improve, hold, hire, sell, mortgage, lease, or let any ground, land, or buildings in Ceylon, with all approaches, privileges, or appurtenances thereto belonging, or any interest therein.

(f) To amalgamate, unite, or co-operate, either generally or to or for any limited extent or period determinable, continuous, or otherwise with any corporation, company, person, or persons already or hereafter to be established for or engaged in objects all of which are or shall be within the scope of, or connected with, any of the objects of this Company; and to purchase or acquire the business, or any interest in the business, or in any branch of the business carried on by any such corporation, company, person or persons, and being a business which this Company is authorized to carry on, and for any such purpose to make and enter into any contracts, agreements, or arrangements, and to undertake any liabilities.

(g) To sell the property and undertaking of the Company or any part thereof for such consideration as the Company may think fit; and in particular for shares, debentures, or securities of any other Company having objects within the scope of or analogous to the objects of this Company.

(h) To raise money for all or any of the purposes of the Company, in such a manner as the Company may think fit; and in particular upon mortgage of any property of the Company or by the issue of debentures or debenture stock, charging all or any of the Company's property, both present and future, including uncalled capital, or upon the bonds, bills, notes, or other security of the Company.

(i) To take or otherwise acquire and hold or sell and dispose of stocks, shares, or debentures in any other Company having objects within the scope of, or similar or analogous to, any of the objects of this Company.

(j) To make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments.

(k) To sell, exchange, improve, manage, develop, lease, under-lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.

(l) To do any of the foregoing things, and generally to carry on any business or effectuate any object of the Company.

(m) To do all such other things as may be necessary, incidental, conducive, or convenient to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The nominal capital of the Company is Rs. 30,000, divided into 600 shares of Rs. 50 each, with power to increase or reduce the capital. In case the Company shall increase its capital by the issue of new shares, such shares may be issued upon the terms specified in the Articles of Association for the time being of the Company.

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

Names and Addresses of Subscribers.	Number of Shares taken by each Subscriber.
W. KINGSBURY, Colombo	Two
A. ALEKS HANKEY, Colombo	Two
A. J. GORDON FIELD, Colombo	Two
Signatures of W. Kingsbury, A. A. Hankey, and A. J. Gordon Field witnessed by M. JOSEPH DIAS this 14th day of March, 1900.	
T. B. CAMPBELL, Colombo	Two
Signature of T. B. Campbell witnessed by F. M. MACKWOOD this 14th day of March, 1900.	
D. M. HANNA, Colombo	Two
W. E. HENDERSON, Colombo	Two
GILBERT F. TRAILL, Colombo	Two
Signatures of D. M. Hanna, W. E. Henderson, and G. F. Traill witnessed by HERBERT W. UNWIN this 14th day of March, 1900.	

Dated the 14th day of March, 1900.

ARTICLES OF ASSOCIATION OF THE PRINCE'S CLUB COMPANY, LIMITED.

It is agreed as follows :—

1. *Table C to Ordinance No. 4 of 1861 not to apply: Company to be governed by these Articles.*—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.

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

INTERPRETATION.

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

The Club.—The words “the Club” means the Association of Members forming the Prince’s Club, Colombo, for the time being.

Company.—The word “Company” means “The Prince’s Club Company, Limited,” incorporated or established by or under the Memorandum of Association to which these Articles are attached.

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

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

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

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

Shareholder.—“Shareholder” means a Shareholder of the Company.

Presence or Present.—“Presence or present” at a meeting means presence or present personally or by attorney or by proxy.

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

Board.—“Board” means a meeting of the Directors or (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.—“Persons” means partnerships, associations, corporations, companies, unincorporated or incorporated by Ordinance and registration, as well as individuals.

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

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

Month.—“Month” means a calendar month.

Writing.—“Writing” means printed matter or print as well as writing.

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

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

PRELIMINARY.

4. The Company shall forthwith purchase and acquire the leasehold land, buildings, and premises now occupied by the Prince’s Club, Colombo, for the residue of the term of the existing lease, and the whole of the goodwill, plant, stock, fixtures, furniture and fittings, and other the business assets, and entire property of the said Club for the sum of Rs.

5. *Commencement of Business.*—The Company may proceed to carry on business and to employ and apply its capital as soon after the registration of the Company as the Directors in their discretion shall think fit.

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

CAPITAL.

7. *Original Capital.*—The original capital of the Company is Rs. 30,000, divided into 600 shares of Rs. 50 each, whereof not more than 300 shall be issued upon the incorporation of the Company.

8. *Arrangement on issue of Shares.*—The Company may call up the balance capital whenever the Directors shall think fit, and 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. *Payment of Amount of Shares by Instalments.*—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 share.

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

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

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.

12. *Same as Original Capital.*—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 provisions herein contained with reference to the payments of calls and instalments, transfer and transmission, forfeiture, lien, surrender, and otherwise.

13. *One of Joint-holders may give Receipts; only one of Joint-holders resident in Ceylon entitled to vote.*—Any one of the joint-holders of a share may give effectual receipts for any dividends payable in respect of such share, but only one of such joint-shareholders shall be entitled to the right of voting and of giving proxies and exercising the other rights and powers conferred on a sole Shareholder, and if the joint-holders cannot arrange amongst themselves as to who shall vote or give proxies and exercise such other rights and powers conferred on a sole Shareholder, the Shareholder whose name stands first on the register of shares shall vote or give proxies and exercise those rights and powers; provided, however, that in the event of such first registered Shareholder being absent from the Island, the first registered Shareholder then resident in Ceylon shall vote or give proxies and exercise all such rights and powers as aforesaid.

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

15. *Company not bound to recognize any interest in Share other than that of registered Holder or of any Person under Clause 29.*—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 29 in respect of any share.

16. *Certificates.*—The certificates of shares shall be issued under the seal of the Company, and signed by two Directors, or by one Director and the Secretary of the Company.

17. *How issued.*—Every Shareholder shall be entitled to one certificate for each share. Every certificate shall specify the number of the share in respect of which it is issued.

18. *Renewal of Certificate.*—If any certificate be worn out or lost, it may be renewed or replaced after due advertisement by the owner in the *Gazette* and local papers, and on proof of the fact to the satisfaction of the Directors and on such indemnity as they shall require being given, and on payment of Rs. 2.50 for every new certificate, in addition to the proper stamp duty.

19. *Certificate to be delivered to the first-named of Joint-holders.*—The certificate of shares registered in the names of two or more persons shall be delivered to the person first-named on the register.

TRANSFER OF SHARES.

20. *Transfer of Shares.*—Subject to the restriction of these Articles, any Shareholder may transfer all or any of his shares by an instrument in writing to any member of the Club, but not otherwise.

21. *Right of transfer limited.*—No transfer of shares shall be made to an infant or person of unsound mind, or to any person not being a member of the Club.

22. *Register of Transfers.*—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.

23. *Board may decline to Register Transfers.*—The Board may, at their own absolute and uncontrolled discretion, decline to register any transfer of shares by Shareholder who is indebted to the Company, or upon whose shares the Company have a lien or otherwise, or to any person not approved by them.

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

25. *Registration of Transfers.*—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 transferee, and a fee of rupees two and cents fifty, or such other sum as the Directors shall from time to time determine, must be paid; and thereupon the Directors, subject to the powers vested in them by Articles 23, 24, and 26, shall register the transferee as a Shareholder and retain the instrument of transfer.

26. 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.

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

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

TRANSMISSION OF SHARES.

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

30. *Registration of Persons entitled to Shares otherwise than by Transfer.*—The guardian of an infant Shareholder, or the Committee of a lunatic Shareholder or any person becoming legally entitled to shares in consequence of the death or insolvency of any Shareholder, or the marriage of any female Shareholder, or in any other way than by transfer, shall upon furnishing such evidence of title as the Board may require be registered subject to the provisions herein contained as the holder of such shares; or have some person nominated by him registered as the transferee thereof, subject to the regulations as to transfers hereinbefore contained; and subject in either case to the payment of a fee of Rs. 2-50.

31. *Failing such Registration Shares may be sold by the Company.*—If any member who shall become entitled to be registered in respect of any share shall not, from any cause whatever, within twelve calendar months after the event on the happening of which his title shall accrue, be registered in respect of such share; or if in the case of the death of any Shareholder no member 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 to a member or to members of the Club, either by public auction or private contract, and give a receipt for the purchase money.

In either of such cases the purchaser or purchasers 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 share so sold, shall be paid to the person entitled thereto.

SHARES (SURRENDER AND FORFEITURE).

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

33. *If Call or Instalment be not paid, notice to be given to Shareholder.*—If any Shareholder fail 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.

Terms of Notice.—The notice shall name a day (not being less than one month from the date of the notice) 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.

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

Shareholder still liable to pay Money owing at time of Forfeiture.—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.

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

35. *Effect of Surrender or Forfeiture.*—The surrender or forfeiture of a share shall involve the extinction of all interest in, and also of all claims and demands against, the Company in respect of the share and the proceeds thereof, and all other rights incident to the share, except only such of those rights (if any) as by these presents are expressly saved.

36. *Certificate of Surrender or Forfeiture.*—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 member 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.

Forfeiture may be remitted.—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 34 hereof, shall be redeemable after sale or disposal.

37. *Company's Lien on Shares.*—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 resolutions for which shall have been passed by the Directors, although the times appointed for the payment thereof shall not have arrived; and where any share is held by more members 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 members. And the Directors may decline to register any transfer of shares subject to such charge or lien.

38. *Lien how made available.*—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.

39. *Proceeds how applied.*—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.

40. *Certificate of Sale.*—A certificate in writing under the hands of two of the Directors and of the Secretary, that the power of sale given by clause 38 has arisen, and is exercisable by the Company under these presents, shall be conclusive evidence of the facts therein stated.

41. *Transfer on Sale how executed.*—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.

CALLS.

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

Calls, time when made.—A call shall be deemed to have been made at the time when the resolution authorizing the call was passed at a Board meeting of the Directors.

Extension of time for payment of Call.—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.

43. *Payments in anticipation of Calls at Interest.*—The Directors may at their discretion receive from any Shareholder willing to advance the same, and upon such terms as they think fit, all or any part of the amount of his shares beyond the sum actually called up.

BORROWING POWERS.

44. *Power to Borrow.*—The Directors may from time to time, at their discretion, borrow any sum or sums of money for the purposes of the Company, and may raise or secure the re-payment of such moneys in such manner, and upon such terms and conditions in all respects as they think fit, and may, for the purpose of securing the re-payment of any such sum or sums so borrowed, secure any bonds, mortgages, debentures and debenture stock bonds, or obligations of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

MEETINGS.

45. *Ordinary General Meeting.*—An Ordinary General Meeting of the Company shall be held at least once a year after the incorporation of the Company, and oftener whenever the Directors shall so determine. The General Meeting shall take place at such time and place as the Directors shall appoint; provided,

nevertheless, that a General Meeting of the Company shall be held within twelve months after the date of the registration of the Company.

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

47. *Requisition of Shareholders to state object of Meeting; on receipt of Requisition Directors to call Meeting, and in default Shareholders may do so.*—Any requisition so made shall express the object of the meeting proposed to be called, shall be addressed to the Directors, and shall be sent to the registered office of the Company. Upon the receipt of such requisition the Directors shall forthwith proceed to convene an Extraordinary General Meeting to be held at such time and place 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.

48. *Seven Days' notice of Meeting to be given.*—Fourteen days' notice at least of every General Meeting Ordinary or Extraordinary, and by whomsoever convened, specifying the place, day, hour of meeting, and the objects and business of the meeting, shall be given to the Shareholders entitled to be present at such meeting in manner hereinafter mentioned, but an accidental omission to give such notice to any Shareholder shall not invalidate the proceedings at any General Meeting.

49. *Business requiring and not requiring Notification.*—Every Ordinary General Meeting shall be competent, without special notice having been given of the purposes for which it is convened, or of the business to be transacted thereat, to receive and discuss any report and any accounts presented thereto by the Directors, and to pass resolution in approval or disapproval thereof, and to declare dividends, and to elect Directors and Auditors retiring in rotation and to fix the remuneration of the Auditors, and shall also be competent to enter upon, discuss, and transact any business whatever, of which special mention shall have been given in the notice or notices upon which the meeting was convened.

50. *Notice of other business to be given.*—With the exceptions mentioned in the foregoing Articles as to the business which may be transacted at Ordinary General Meetings without notice, no General Meeting, Ordinary or Extraordinary, shall be competent to enter upon, discuss, or transact any business which has not been specially mentioned in the notice or notices upon which it was convened.

51. *Quorum to be present.*—No business shall be transacted at a General Meeting unless there shall be present in person at the commencement of the business five or more Shareholders entitled to vote; provided, however, that the declaration of a dividend, recommended by a report of the Directors, or the election of a Chairman may be decided at a meeting at which at least three Shareholders in person are present.

52. *If quorum not present, Meeting to be dissolved or adjourned; adjourned Meeting to transact business.*—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.

53. *Chairman of Directors or a Director to be Chairman of General Meeting; in case of their absence or refusal a Shareholder may act.*—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 within fifteen minutes after the time appointed for holding such meeting, or if he shall refuse to take the chair, the Shareholders shall choose another Director as Chairman; and if no Directors be present, or if all the Directors present decline to take the chair, then the Shareholders present shall choose one of their number to be Chairman.

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

55. *Chairman with consent may adjourn Meeting.*—The Chairman, with the consent of the meeting, may adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless due notice shall be given.

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

VOTING AT MEETINGS.

57. *Votes.*—At any meeting every resolution shall be decided by the votes of the Shareholders present in person or by proxy, and in case there shall be an equality of votes, the Chairman 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 in writing by at least three members 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 of votes recorded in favour of or against such resolution.

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

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

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

61. *Number of Votes to which Shareholder entitled.*—Every Shareholder shall have one vote for every share up to ten, and an additional vote for every ten shares beyond the first ten up to one hundred, beyond which shares will not carry votes.

62. *Legal Representative of Shareholder when not entitled to Vote.*—The legal representative of a living or deceased Shareholder shall not be entitled to vote in the place of such Shareholder, unless such legal representative be a member of the Club, and shall have been registered as a Shareholder.

63. *Voting in Person or by Proxy.*—Votes may be given either personally or by proxy.

64. *Non-shareholder not to be appointed Proxy.*—No person shall be entitled to be appointed a proxy who is not a Shareholder of the Company.

65. *Shareholder in Arrear not to Vote.*—No Shareholder shall be entitled to vote or speak at any General Meeting unless all calls due from him on his shares, or any of them, shall have been paid.

66. *Proxy to be Printed or in Writing.*—The instrument appointing a proxy shall be printed or written, and shall be signed by the appointor.

67. *When Proxy to be deposited.*—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 purposes to vote.

68. *Form of Proxy.*—Any instrument appointing a proxy may be in the following form:—

The Prince's Club 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 Nine 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 Nine hundred and _____.

69. *Objection to validity of Vote to be made at the Meeting or Poll.*—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.

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

71. *Shareholder should be registered previous to Meeting before he can Vote.*—Every Shareholder not disqualified by the preceding Articles, who has been duly registered one month previous to the holding of a meeting, shall be entitled to be present and to speak and vote thereat.

DIRECTORS.

72. *Number of Directors.*—The number of Directors shall never be less than three nor more than seven.

73. *Their qualification and Remuneration.*—The qualification of a Director shall be his holding in his own right at least two shares, and this qualification shall apply as well as to the first Directors as to all future Directors. As a remuneration for their services, the Directors shall be entitled to appropriate such a sum annually as the Company in General Meeting shall from time to time determine to be divided between the Directors in such manner as they may determine; and such remuneration shall not be considered as including any remuneration for special or extra services hereinafter referred to, nor any extra remuneration to the Managing Director of the Company.

74. *Appointment of first Directors and duration of their Office.*—The first Directors shall be F. W. Bois, G. D. Brabazon, M. Finlay, James Hill, W. Kingsbury, G. F. Traill, and E. R. Williams, who shall hold office as Directors till the first Ordinary General Meeting, when they shall all retire, but shall be eligible for re-election.

75. *Directors may appoint Managing Director or Directors; his or their Remuneration.*—One of the Directors may be appointed by the Directors to act as Managing Director of the Company for such time and on such terms as the Directors may determine or 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, and the Directors may confer on the Managing Director 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, he shall be remunerated for such services, either by way of salary, commission, or the payment of a lump sum of money, as they shall think fit.

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

77. *Board may fill up Vacancies and add to their Number.*—The Board shall have power at any time from time to time, before the first Ordinary Meeting, to supply any vacancies in their number arising from death, resignation, or otherwise; but any person so elected to supply a vacancy shall only hold office till the first Ordinary General Meeting, when all Directors shall retire from office.

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

79. *Two to retire Annually.*—At the second Ordinary General Meeting, and at the Ordinary General Meeting in every subsequent year, two of the Directors for the time being shall retire from office as provided in clause 80.

80. *Retiring Directors how determined.*—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.

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

82. *Decision of question as to Retirement.*—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.

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

84. *If election not made, retiring Director to continue until next Meeting.*—If at any meeting at which an election of a Director ought to take place, the place of the retiring Director is not filled up, the retiring Director may continue in office until the first Ordinary 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.

85. *Resignation of Directors.*—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 office, 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.

86. *When Office of a Director is vacated.*—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.

Exceptions.—But the above rules shall be subject to the following exceptions:—That no Director shall vacate his office by reason of his being a member of 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.

87. *How Directors removed and Successors appointed.*—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, and the Director so appointed shall hold office only during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

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

89. *No Contribution to be required from Directors beyond amount, if any, unpaid on their Shares.*—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.

POWERS OF DIRECTORS.

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

91. The Directors shall carry on the business of the Company in such manner as they may think most expedient; and in addition to the powers and authorities by any Ordinance or by these presents expressly conferred on them, they may exercise all such powers, give all such consents, make all such arrangements, appoint all such agents, managers, secretaries, treasurers, accountants, and other officers, clerks, assistants, artisans, servants and workmen, and generally do all such acts and things as are or shall be by any Ordinance and by these presents directed and authorized to be exercised, given, made, or done by the Company, and are not by any Ordinance or by these presents required to be exercised or done by the Company in General Meeting; subject, nevertheless, to the provisions of any such Ordinance and of these presents, and to such regulations and provisions, if any, as may from time to time be prescribed by the Company in General Meeting; but no regulation 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.

92. The Directors shall have power to make, and may make such regulations for the management of the business and property of the Company as they may from time to time think proper, and for that purpose may appoint such managers, agents, secretaries, officers, clerks, and 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, officers, clerks, or servants for such reasons as they may think proper and advisable, and without assigning any cause.

93. The Directors shall have the 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, and sign cheques, bills of exchange, and promissory notes, bills of lading, receipts, contracts, and agreements, and other documents on behalf and for the purposes of the Company, also proxy or proxies to any proctor or proctors.

94. The Directors shall also have power to appoint an agent or secretary, or agents or secretaries, and to enter into agreements in connection therewith; also to appoint a proctor or proctors, attorney or attorneys, and whatever other officers they may consider necessary to assist in carrying on the business of the Company, and from time to time to revoke such appointments. They shall from time to time determine as they shall see fit the duties of the agent or secretary, or agents or secretaries, and of the Managing Director and other officers; and may delegate to him or them all or any of the powers hereby made exercisable by the Directors, except those relating to shares and any others as to which special provisions, inconsistent with such delegation, are herein contained; and they shall have power to fix the remuneration of such agent or secretary, or agents or secretaries, and Managing Director and other officers. They shall not, however, be entitled to delegate any powers of borrowing or charging the property of the Company to any agent of the Company or other person, except by instrument in writing, which shall specifically state the extent to which such powers may be used by the person or persons to whom they are so delegated, and the conditions under which they may be so used; and such limitations and conditions shall be an essential part of the powers so delegated, and compliance therewith shall be a condition precedent to the exercise of these powers. The Directors shall also have the power to bring or defend any action, suit, prosecution, or other legal proceedings in the name of the Company.

95. 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 individual or individuals, or for the sale or disposal of the business, estate, and effects of the Company, or any part thereof, respectively, to any Company or person, upon such terms and in such manner as the Directors shall think fit; and the Directors shall have power to do all such things as may be necessary 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 thereupon be dissolved.

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

PROCEEDINGS OF DIRECTORS.

97. *Meeting of Directors.*—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 form a quorum.

98. *A Director may summon Meetings of Directors.*—A Director may at any time summon a meeting of Directors.

99. *Who is to preside at Meetings of Board.*—The Board may elect a Chairman of their meetings and determine the period for which he is to hold office, and all meetings of the Directors shall be presided over by the Chairman, if one has been elected and 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.

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

101. *Board may appoint Committees.*—The Board shall have full power to make rules and regulations for the management and working of the Club, and may from time to time alter, vary, or amend such rules and regulations or any of them, and may delegate any of their powers to any body or Committees consisting of such member or members of the Club, whether Shareholders in the Company or not, 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.

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

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

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

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

- (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 any Committee appointed by the Board present at any meeting of such Committee.
- (4) Of the proceedings of all General Meetings.
- (5) Of the proceedings of all meetings of the Directors.
- (6) Of the proceedings of all meetings of Committees appointed by the Board.
- (7) Of all orders made by the Directors.

106. *Signature of Minutes of Proceedings and effect thereof.*—All such minutes shall be signed by the person or persons who shall have presided as Chairman at the General Meeting, the Board Meeting, or Committee Meeting, respectively, at which the business minuted shall have been transacted, or by the person or persons 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.

107. *When the business of the Company shall commence.*—The Directors shall be at liberty to carry on the business of the Company as soon as they shall think fit, notwithstanding the whole capital may not have been subscribed for or taken.

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

ACCOUNTS.

109. *What Accounts to be kept.*—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 receipts and expenditure take place, and of the assets, credits, and liabilities of the Company, and generally of all its commercial, financial, and other affairs, transactions, and engagements, and all other matters necessary for showing the true financial state and condition of the Company; and 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.

110. *Accounts how and when open to Inspection.*—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.

111. *Statement of Accounts and Balance Sheet to be furnished to General Meetings.*—At the Ordinary General Meeting in every year the Directors shall lay before the Company a statement of the income and expenditure, and a balance sheet containing a summary of the property and liabilities of the Company made up to the end of the previous year.

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

113. *Copy of Balance Sheet to be sent to Shareholders.*—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.

DIVIDENDS, BONUS, AND RESERVE FUND.

114. *Declaration of Dividend.*—The Directors may, with the sanction of the Company in General Meeting, from time to time declare a dividend to be paid to the Shareholders in proportion to the amount paid on their shares; but no dividend shall be payable except out of net profits.

115. *Interim Dividend.*—The Directors may, if they think fit, determine on and declare an interim dividend to be paid to the Shareholders on account and in anticipation of the dividend on the then current year.

116. *Reserve Fund.*—Previously to the Directors recommending any dividend, they may 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 shall think fit, or place the same in fixed deposit in any bank or banks.

117. *Application thereof.*—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, or for the repair, or renewal, or extension of the property or plant connected with the business of the Company or any part thereof, or for any other purpose of the Company with which they from time to time deem expedient.

118. *Unpaid Interest or Dividend not to bear Interest.*—No unpaid interest or dividend shall ever bear interest against the Company.

119. *No Shareholder to receive Dividend while Debt due to Company.*—No Shareholder shall be entitled to receive payment of any dividend 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 to the Club, or otherwise howsoever.

120. *Directors may deduct Debt from the Dividends.*—The Directors may deduct from the dividend payable to any Shareholder all sums of money due from him (whether alone or jointly with any other person) to the Company or to the Club, and notwithstanding such sums shall not be payable until after the date when such dividend is payable.

121. *Notice of Dividend.*—Notice of all interest or dividends to become payable shall be given to each Shareholder entitled thereto.

122. *Forfeiture of Unclaimed Dividend.*—All interests or dividends unclaimed by any Shareholder for three years after notice thereof is given may be forfeited by a resolution of the Board of Directors for the benefit of the Company, and if the Directors think fit may be applied in augmentation of the reserve fund.

123. *Joint-holders.*—Every dividend or bonus payable in respect of any share held by several persons jointly may be paid to, and an effectual receipt given by, any one of such persons.

AUDIT.

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

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

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

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

128. *Remuneration of Auditors.*—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. *Casual Vacancy in Number of Auditors how filled up.*—If any vacancy that may occur in the office of Auditor shall not be supplied at any Ordinary General Meeting, or if any casual vacancy shall occur, the Directors shall (subject to the approval of the next Ordinary General Meeting) fill up the vacancy by the appointment of a person who shall hold the office until such meeting.

130. *Duty of Auditors.*—Every Auditor shall be supplied with a copy of the balance sheet intended to be laid before the next Ordinary General Meeting, 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.

131. *Company's Accounts to be open to Auditors for audit.*—All accounts, books, and documents whatsoever of the Company shall at all times be open to the Auditors for the purpose of audit.

NOTICES.

132. *Notices how authenticated.*—Notices from the Company may be authenticated by the signature (printed or written) of the Agent or Secretary, Agents or Secretaries, or other persons appointed by the Board to do so.

133. *Shareholders to register Address.*—Every Shareholder shall give an address in Ceylon, which shall be deemed to be his place of abode, and shall be registered as such in the books of the Company.

Service of Notices.—A notice may be served by the Company upon any Shareholder, either personally or by sending 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 for all purposes, notwithstanding the Shareholder to whom such notice is addressed be dead, unless and until 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.

134. *Notice to Joint-holders of Shares.*—All notices directed to be given to Shareholders shall, with respect to any share to which persons are jointly entitled, be sufficient if given to any one of such persons; and notice so given shall be sufficient notice to all the holders of such shares.

135. *Date and Proof of Service.*—Any notice if served by post shall be deemed to have been served on the day on which the letter containing the same would in ordinary course of post have been delivered at its address; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into a post office 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.

136. *Non-resident Shareholders must register Addresses in Ceylon.*—Every Shareholders 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.

ARBITRATION.

137. *Directors may refer Disputes to Arbitration.*—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.

138. *Evidence in Action by Company against Shareholders.*—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 of the matters aforesaid shall be conclusive evidence of the debt.

PROVISION RELATIVE TO WINDING UP OR DISSOLUTION OF THE COMPANY.

139. *Purchase of Company's Property by Shareholders.*—Any Shareholder, whether a Director or not, or 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, One thousand Nine hundred.

W. KINGSBURY.
A. ALERS HANKEY.
A. J. GORDON FIELD.

Witness to signatures of W. Kingsbury, A. A. Hankey, and A. J. Gordon
Field: M. JOSEPH DIAS.

T. B. CAMPBELL.

Witness to signature of T. B. Campbell: F. M. MACKWOOD.

D. M. HANNA.
W. E. HENDERSON.
GILBERT F. TRAILL.

Witness to signatures of D. M. Hanna, W. E. Henderson, and G. F. Traill:
HERBERT W. UNWIN.

The Ankande Estate Company of Ceylon, Limited.

NOTICE is hereby given that the Fourth Ordinary General Meeting of Shareholders will be held at the registered office of the Company, No. 3, Baillie street, Fort, Colombo, on Monday, 2nd April, 1900, at 3 P.M.

By order of the Directors,
BAKER & HALL,
Colombo, March 20, 1900. Agents and Secretaries.

The Pitakande Tea Company of Ceylon, Limited.

NOTICE is hereby given that the Annual Ordinary General Meeting of this Company will be held at the registered office of the Company, No. 1, York street, Colombo, on Saturday, the 7th April, 1900, at 11 A.M.

To receive the report of the Directors and accounts to 31st December, 1899.
To appoint an Auditor for 1900.
To transact any other business that may duly be brought before the meeting.

By order of the Directors,
BUCHANAN & Co.,
Colombo, March 20, 1900. Agents and Secretaries.

The Havelock Racecourse Company, Limited.

NOTICE is hereby given that the Annual Ordinary General Meeting of the Company will be held at the registered office of the Company, at the Havelock Racecourse Buildings, on Saturday, the 31st March, 1900, at 7.30 A.M.

Business.
To receive the accounts for the past year.
To elect Directors, and transact any other business that may be duly brought before the meeting.

L. E. EDWARDS,
Colombo, March 22, 1900. Treasurer.

Agra Tea Company of Ceylon, Limited.

NOTICE is hereby given that the Third Ordinary General Meeting of the Shareholders of this Company will be held at the office of the Colombo Commercial Company, Limited, Slave Island, on Saturday, the 7th day of April, 1900, at 12.30 P.M., to receive the report of the Directors and the statement of accounts to the 31st day of December, 1899.

By order of the Directors,
Colombo Commercial Co., Limited.
(JOHN G. WARDROP, Manager),
Agents and Secretaries.
Colombo, March 22, 1900.

The Ceylon Tea and Coconut Estates Company, Limited.

NOTICE is hereby given that an Extraordinary General Meeting of the Shareholders of the above Company will be held at the registered office of the Company, Times Buildings, Fort, Colombo, on Saturday, the 31st March, 1900, at 11 A.M. o'clock.

Business.
To sanction the borrowing on Debenture Stock, bearing interest not exceeding 7 per cent. per annum, a sum not exceeding Rs. 120,000, and such other business as may properly be brought before the meeting.

By order of the Directors,
TARRANT, HENDERSON & Co.,
Colombo, March 22, 1900. Agents and Secretaries.

Notice under Section 8 of Ordinance No. 2 of 1877.

I **VELUPPILLAI MUTTIAH**, of Karadive, Jaffna do hereby give notice that it is my intention to apply, three months hence, to His Excellency the Governor for admission as Notary, to practise in the District of Mannar in the Tamil language.

V. MUTTIAH.
Karadive, Jaffna,
February 26, 1900.

செய்துள்ள தீர்மானங்களை கார்த்திய வேலுப்பிள்ளை முத்தையா வாகிய நான் என்னை மன்றார் டிஸ்திரிக்டிலே தமிழ்ப் பாஷையிலே நொத்தாரிஸ்வாக ஏற்றுக்கொள்ளும்படி இன்று தொடக்கம் மூன்று மாசங்களுக்குப்பின் அதி யுத்தம தேசாதிபதியவர்களுக்கு விண்ணப்பஞ்செய்ய எண்ணியிருக்கிறேன் என்பதை இத்தால் வெளிப்படுத்திக் கொள்கிறேன்.

வெ. முத்தையா.
வெ. 1900 ன்னு செவ்வாய்ச்சி மக
26 வெதி தின கார்த்தியே.

யாழ்ப்பாணம் கார்த்திய வேலுப்பிள்ளை முத்தையா வாகிய நான் என்னை மன்றார் டிஸ்திரிக்டிலே தமிழ்ப் பாஷையிலே நொத்தாரிஸ்வாக ஏற்றுக்கொள்ளும்படி இன்று தொடக்கம் மூன்று மாசங்களுக்குப்பின் அதி யுத்தம தேசாதிபதியவர்களுக்கு விண்ணப்பஞ்செய்ய எண்ணியிருக்கிறேன் என்பதை இத்தால் வெளிப்படுத்திக் கொள்கிறேன்.

வே. முத்தையா.
யாழ்ப்பாணம் கார்த்திய,
1900 ம் (நடு) மாசுமீ 26 ந் உ.

I **THIRUVELANGAR JACOB CHINNATAMBO**, of Chandirupay, Jaffna, do hereby give notice, in terms of section 8 of the Ordinance No. 2 of 1877, that it is my intention to apply, three months hence, to His Excellency the Governor for admission as a Notary Public, to practise in the District of Batticaloa in the Tamil language.

T. J. CHINNATAMBO.
March 9, 1900.

செய்துள்ள தீர்மானங்களை கார்த்திய வேலுப்பிள்ளை முத்தையா வாகிய நான் என்னை மன்றார் டிஸ்திரிக்டிலே தமிழ்ப் பாஷையிலே நொத்தாரிஸ்வாக ஏற்றுக்கொள்ளும்படி இன்று தொடக்கம் மூன்று மாசங்களுக்குப்பின் அதி யுத்தம தேசாதிபதியவர்களுக்கு விண்ணப்பஞ்செய்ய எண்ணியிருக்கிறேன் என்பதை 1877 ம் ஆண்டின் 2 ம் இலக்கக் கட்டளைச் சட்டத்தின் 8 ம் பிரிவின்படி இத்தால் வெளியாக்கப் படுத்துகிறேன்.

தி. யா. சின்னத்தம்பு.
வெ. 1900 ன்னு மார்ச்சு மக 9 வெதி தினதே.

செய்துள்ள தீர்மானங்களை கார்த்திய வேலுப்பிள்ளை முத்தையா வாகிய நான் என்னை மன்றார் டிஸ்திரிக்டிலே தமிழ்ப் பாஷையிலே நொத்தாரிஸ்வாக ஏற்றுக்கொள்ளும்படி இன்று தொடக்கம் மூன்று மாசங்களுக்குப்பின் அதி யுத்தம தேசாதிபதியவர்களுக்கு விண்ணப்பஞ்செய்ய எண்ணியிருக்கிறேன் என்பதை 1877 ம் ஆண்டின் 2 ம் இலக்கக் கட்டளைச் சட்டத்தின் 8 ம் பிரிவின்படி இத்தால் வெளியாக்கப் படுத்துகிறேன்.

தி. யா. சின்னத்தம்பு.
1900 ம் (நடு) பங்குனிமீ 9 ந் உ.