

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.

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NOTICES TO MARINERS.

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

Ry His Excellency's command,

Colonial Secretary's Office,
Colombo, January 24, 1895.

BENGAL.—No. 1.

Bay of Bengal—Chittagong Coast.—Buoy marking the South Patches not in position.

The Port Officer, Chittagong, has given notice that the master of the ss. Kasara has reported that the buoy marking the South Patches was not in position when he passed there on December 16. The buoy will be replaced when opportunity offers.

B. P. CREAGH, Comdr., R.I.M.,
Calcutta, January 3, 1895. Port Officer of Calcutta.

BENGAL.—No. 2.

Bay of Bengal—Burma Coast.—Floating Lightvessel Martaban has resumed her Station.

With reference to Notice to Mariners No. 247, dated December 17, 1894, a telegraphic communication has been received from the Port Officer, Rangoon, that the floating lightvessel Martaban has resumed her station as Spit lightvessel.

B. P. CREAGH, Comdr., R.I.M.,
Calcutta, January 4, 1895. Port Officer of Calcutta.

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BENGAL.—No. 3.

Australia—Wide Bay Bar, South Channel.—This Channel to be used with great caution.

The Portmaster, Brisbane, has given notice (No. 22 of 1894) that, in consequence of the rapid growth northward of the South Spit the triangular beacons on Hook point, which lead through the South channel, Wide Bay bar, must be kept open twice their own width to the northward. This channel must be used with great caution.

B. P. CREAGH, Comdr., R.I.M.,
Calcutta, January 7, 1895. Port Officer of Calcutta.

BENGAL.—No. 4.

Australia, South Coast—Port Phillip—Geelong Approach.—Signals from Dredger in Hopetoun Channel.

The British Admiralty has given notice (No. 666 of 1894) that dredging operations would be commenced forthwith at the east end of Hopetoun channel (formerly known as New Ship channel), and during their progress the under-mentioned signals will be shown from the dredger on the side on which vessels should pass:—

By day: a basket ball.

By night: three red lights placed vertically.

Vessels must pass the dredger at a slow rate of speed, and steam vessels must stop their engines while passing over the dredger's cables.

Approximate position, east end of channel, lat. 38° 74' S., long. 144° 26½' E.

B. P. CREAGH, Comdr., R.I.M.,
Calcutta, January 7, 1895. Port Officer of Calcutta.

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

Vessels.	Date of Clearing.	For what Port.	Plantation Coffee.	Native Coffee.	Tea.	Cacao.	Trunk Cinchona.	Branch Cinchona.	Cinchona Chips.	Cocoanuts.	Copperah.	Cocoanut Oil.	Cocoanut Peonac.	Cinnamon.	Cinnamon Oil.	Citronella Oil.	Cardamoms.	Ebony.	Plumbago.	Coir Rope.	Coir Junk.	Coir Yarn.	Coir Fibre.	Sapan-wood.	Orchilla.	Kinool Fibre.	Deer Horns.
COLOMBO.	1895.		cwt.	cwt.	lb.	cwt.	lb.	lb.	lb.	No.	cwt.	cwt.	cwt.	lb.	oz.	oz.	lb.	cwt.	cwt.	cwt.	cwt.	cwt.	cwt.	cwt.	lb.	cwt.	cwt.
ss. Clan Campbell	18/1	London ...	—	—	28245	—	—	—	—	16600	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
ss. Pickhuben	18/1	Hamburg ...	—	—	—	—	—	—	—	—	—	—	3255	2600	—	—	—	—	—	—	—	—	—	—	—	—	—
ss. Golconda	19/1	London ...	825	—	738567	564	5593	—	—	—	—	7937	—	—	—	—	—	—	—	99	—	—	100	—	—	—	—
ss. Dictator	19/1	Suez, London, & Liverpool	322	—	528897	452	23332	—	—	20000	—	—	—	—	—	—	—	—	—	4202	—	—	662	—	—	—	—
ss. Melbourne	19/1	China ...	—	—	—	—	—	—	—	—	—	8	—	—	—	—	—	—	2216	—	—	—	244	—	—	—	—
ss. Arcadia	19/1	Australia ...	288	—	71257	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
ss. Jelunga	19/1	Brisbane ...	—	—	11242	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	50	—	—	—	—
ss. Australia	19/1	London ...	—	—	274686	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
ss. Oruba	19/1	Australia ...	76	—	115813	—	—	—	—	—	—	—	—	1200*	—	—	—	—	—	—	—	117	—	—	—	—	—
ss. Patna	21/1	Bombay ...	—	—	100	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
ss. Canton	21/1	London ...	—	—	183466	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
ss. Eridan	21/1	Calcutta ...	—	—	—	—	—	—	—	—	—	146	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
ss. Kerhela	22/1	Calcutta ...	—	—	2110	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
ss. Lindisfarne	22/1	Bombay ...	—	—	17951	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
ss. Yorkshire	22/1	Rangoon ...	—	—	500	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
ss. Darmstadt	22/1	Shanghai ...	23	3	5418	5	—	—	—	—	—	—	—	—	—	—	—	—	—	38	—	—	100	—	—	—	—
ss. Oroya	22/1	London ...	168	—	271277	—	—	—	—	—	—	—	—	—	—	—	792	—	—	—	—	—	171	—	—	35	—
ss. City of C'bridge	22/1	London ...	103	—	641088	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	250	58	—	—	—	—
ss. Staffordshire	22/1	Liverpool ...	1525	—	1294602	858	—	—	—	174215	—	8634	—	27228*	—	—	8937	—	3649	—	—	150	809	—	—	—	—
ss: Fultala	22/1	Bombay ...	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	20	—	—	—	—
GALLE.																											
bq. St. Catherine	16/1	New York...	—	—	—	—	—	—	—	—	—	5574	—	—	—	938240	—	—	—	—	—	429	—	—	—	—	—
ss. Khandalla	16/1	Calcutta ...	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	20	—	—	—	—	—

* Chips.

Importation of Rice from Indian Ports during the above periods.

TO COLOMBO:—

From Calcutta	... Bags	67,698
Poree	... "	2,075
Gopalpore	... "	200
Rangoon	... "	4,827
Southern India	... "	14,225

Total ... Bags 89,025

GALLE:—

From Calcutta	... Bags	10,539
Indian Ports	... "	3,158
Total	... Bags	13,697

Customs, Colombo, January 25, 1895.

LIONEL LEE,
Acting Principal Collector.

UNOFFICIAL ANNOUNCEMENTS.

I, CADER SAIBO MOHAMEDO CASSIM, trading at 14, Third Cross street, Pettah, Colombo, do hereby give notice that I have ceased signing my name as Iavenna Mohamado Cassim in Tamil, and that from this date I shall sign my name in English as

C. S. MOHAMEDO CASSIM.

January 21, 1895.

IN terms of the 7th clause of the Ordinance No. 2 of 1877, I intend, three months hence, to apply to His Excellency the Governor to be admitted and enrolled a Notary Public to practise in Sinhalese in Upper Dumbura of the District of Kandy.

L. B. W. MADUGALLE.

Kandy, January 3, 1895.

MEMORANDUM OF ASSOCIATION OF THE ESTATES COMPANY OF UVA, LIMITED.

1. THE name of the Company is "The Estates Company of Uva, Limited."
2. The registered office of the Company is to be established in Colombo.
3. The objects for which the Company is established are—

(a) To purchase the following estates and premises, or any one or more of them, together with all the buildings, machinery, tools, implements, cattle, live and dead stock thereon and thereto respectively belonging, to wit:—(1) All those estates and premises called Dammeria estate, in the District of Badulla, Ceylon, and Battawatta estate, in the District of Madulsima, Ceylon, for the sum of Eighteen thousand pounds (£18,000) sterling, and (2) all that estate called Gampaha estate in the District of Uda Pussellawa, Ceylon, for the sum of Ten thousand pounds (£10,000) sterling, upon such terms and conditions as may be agreed upon between the Company and the proprietor or proprietors of the said estates or any of them.

(b) To purchase, or lease, or otherwise acquire any other estate or estates, land or lands, machinery, implements, tools, live and dead stock, stores, effects, and other property, real or personal, movable or immovable, of any kind.

(c) To improve, plant, clear, cultivate, and develop the said estates and any other estates or lands that may be purchased, leased, or otherwise acquired, as tea estates, or with any other products, or in any other ways.

(d) To purchase or lease any other lands either adjacent to the said estates, or to any other estates or lands that may be purchased, leased, or acquired, or elsewhere for the purposes of water supply, and (or) providing fuel or timber for the business of the Company, or for any other purpose necessary for the working of the Company.

(e) To purchase tea leaf and (or) other raw products for manufacture, manipulation, and (or) sale.

(f) To manufacture tea leaf and (or) other products.

(g) To carry on the business of planters of tea and other products in all its branches.

(h) To borrow or receive money in loan for the above purposes or any of them, and for repayment of all or any of the moneys so borrowed, and the securing thereof upon mortgage debenture bonds, bills, bonds for cash credit, interest warrants, letters of credit, trust deeds or other deeds of security, promissory notes, bills of lading, or other negotiable instruments over all or any part of the Company's property or assets movable or immovable, real or personal, or on the subscribed capital of the Company called or uncalled.

(i) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Shareholders is limited.

5. The nominal capital of the Company is Seven hundred and fifty-thousand rupees (Rs. 750,000), divided into One thousand five hundred shares of Rs. 500 each. 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.	
G. W. CARLYON, Colombo	One
J. M. SKINNER, Colombo	One
E. BENHAM, Colombo	One
JAS. L. LYON, Colombo	One
JAS. FORBES, Colombo	One
G. H. ALSTON, Colombo	One
W. HENRY FIGG, Colombo	One

Witness:

F. J. DE SARAM, Proctor, Supreme Court.

Dated this Sixteenth day of January, 1895

ARTICLES OF ASSOCIATION OF THE ESTATES COMPANY OF UVA, LIMITED.

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

2. The Company shall forthwith after its incorporation purchase the following estates and premises or any one or more of them, together with all the buildings, machinery, tools, implements, cattle, live and dead stock thereon and thereto respectively belonging, to wit: (1) All those estates and premises called Lammeria estate, in the District of Badulla, Ceylon, and Battawatte estate, in the District of Madulima, Ceylon, for the sum of Eighteen thousand pounds (£18,000) sterling and (2) all that estate called Gampaha estate, in the District of Uda Pussellawa, Ceylon, for the sum of Ten thousand pounds (£10,000) sterling, upon such terms and conditions as may be agreed upon between the Company and the proprietor or proprietors of the said estates or any of them.

SHARES.

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

4. The full amount of Rs. 500 per share shall be paid on allotment of each share.

5. If before or on the day appointed for payment any Shareholder does not pay the amount for which he is liable, then such Shareholder shall be liable to pay interest for the same at the rate of 9 per cent. per annum from the day appointed for the payment thereof to the time of the actual payment.

6. The shares, except where otherwise provided, shall be allotted at the discretion of and by the Directors, who may from time to time issue any unissued shares, and may add to such shares such an amount of premium as they may consider proper. Provided that such unissued shares shall first be offered by the Directors to the registered Shareholders for the time being of the Company as nearly as possible in proportion to the shares already held by them, and such shares as shall not be accepted by the Shareholder or Shareholders to whom the shares shall have been offered, within the time specified in that behalf by the Directors, may be disposed of by the Directors in such manner as they think most beneficial to the Company. Provided that the Directors may at their discretion allot any unissued shares in payment for any estates or lands acquired by the Company, without first offering such shares to the registered Shareholders for the time being of the Company.

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

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

9. If such certificate is worn out or lost, it may be renewed on payment of 50 cents per share.

TRANSFER OF SHARES.

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

11. The fee payable to the Company for the registration of a transfer shall be five rupees.

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

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

TRANSMISSION OF SHARES.

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

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

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

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

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

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

FORFEITURE OF SHARES.

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

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

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

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

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

INCREASE OF CAPITAL.

24. The Directors may, with the sanction of a special resolution of the Company in General Meeting, increase its capital by the creation of new shares, of such amounts per share and in the aggregate as such resolution shall direct. All new shares shall be offered by the Directors to the registered Shareholders for the time being of the Company as nearly as possible in proportion to the existing shares held by them, and such shares as shall not be accepted by the Shareholder or Shareholders to whom the same shall have been offered within the time specified in that behalf by the Directors may be disposed of by the Directors in such manner as they think most beneficial to the Company. Provided that the Directors may at their discretion allot any such new shares in payment for any estates or lands acquired by the Company, without first offering such shares to the registered Shareholders for the time being of the Company.

The Directors shall have power to add to such new shares such an amount of premium as they may consider proper.

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

BORROWING.

26. The Directors shall have power to borrow money for the purposes of the Company, and for this purpose to grant bonds, promissory notes, bills, debentures, interest warrants, bonds for cash credit, trust deed, or other documents, to issue letters of credit, and to grant mortgages or other deed or deeds of security over all or any of the Company's lands, property, estate, and assets, but so that the sum so to be borrowed shall not at any one time exceed the sum of two hundred and fifty thousand rupees (Rs. 250,000). Provided that nothing herein contained shall be held to prevent the Directors procuring from time to time, in the usual course of business, such temporary advances on the produce of the estate as they may find it to be necessary or expedient for the purpose of defraying the expenses of working the said estate.

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

GENERAL MEETINGS.

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

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

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

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

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

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

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

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

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

36. In order to constitute a meeting, whether Ordinary or Extraordinary, there shall be present, either personally or by proxy, three or more Shareholders holding in the aggregate not less than one-tenth of the capital for the time being subscribed for.

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

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

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

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

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

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

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

VOTES OF SHAREHOLDERS.

44. Every Shareholder shall (except as provided for in the Article immediately following) have one vote for every one share held by him up to three. He shall have an additional vote for every two shares beyond the first three up to seven, and an additional vote for every three shares held by him beyond the first seven up to ten, and an additional vote for every five shares beyond the first ten up to fifty, and an additional vote for every fifty shares beyond the first fifty.

45. When voting on a resolution involving the sale of the Company's estates or any portion thereof, or the winding up of the Company, every Shareholder shall have one vote for every share held by him.

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

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

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

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

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

DIRECTORS.

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

52. The number of Directors shall not be less than three nor more than five; but this clause shall be construed as being directory only, and the continuing Directors may act notwithstanding any number of vacancies.

53. The first Directors shall be Charles Young, Christopher Anderson Leechman, William Henry Figg, and Gerald Winstanley Carlyon, and they shall hold office, except in the event of their becoming respectively disqualified, until the first Ordinary General Meeting of the Company to be held in the year 1896.

54. As a remuneration for their services, the Directors shall be entitled to appropriate annually a sum not exceeding Rs. 4,000, to be divided between them in such manner as they may determine, but the Company in General Meeting may at any time alter the amount of such remuneration for the future.

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

POWERS OF DIRECTORS.

56. The Directors shall have power to carry into effect the purchase of the said Dammeria, Battawatte, and Gampaha estates and premises hereinbefore referred to, or any of them, and the lease and (or) purchase of any other lands, estates, or property.

57. The business of the Company shall be managed by the Directors either by themselves or with the assistance of a Secretary or Secretaries, Agent or Agents, to be appointed by them for such a period and on such terms as the Directors shall think fit; and the Directors shall pay out of the funds of the Company all costs and expenses, as well preliminary as otherwise (including brokerage on shares or debentures placed), paid or incurred in and about the formation and registration of the Company, the purchase of the said estates and the cultivation thereof, and otherwise in or about the working and business of the Company. And the Directors may proceed to carry on the business of the Company and to employ and apply its capital as soon after the registration of the Company as they in their discretion shall think fit, and notwithstanding that the whole of the shares shall not have been subscribed or applied for or allotted, and they shall do so as soon as in the judgment of the Directors a sufficient number of shares has been subscribed to render it desirable for them to do so.

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

59. The Directors also shall have power to open from time to time on behalf of the Company any account or accounts with such bank or banks as they may select or appoint, and also, by such signatures as they shall appoint, to draw, accept, make, endorse, sign, and enter into cheques, bills of exchange, and promissory notes, bonds, mortgages, proxies to any proctor or proctors, contracts or agreements, on behalf and for the purposes of the Company. They shall also have power to temporarily invest funds of the Company upon Ceylon or Indian Government securities or by way of loan or loans to other public Company or public Companies registered in Ceylon, as they may think fit.

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

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

DISQUALIFICATION OF DIRECTORS.

62. The office of a Director shall be vacated—

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

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

ROTATION OF DIRECTORS.

64. At the first Ordinary Meeting of the Company to be held in the year 1896 all the Directors shall retire, and at the first Ordinary Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not a multiple of three, then the number next below one-third, shall retire from office.

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

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

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

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

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

PROCEEDINGS OF DIRECTORS.

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

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

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

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

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

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

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

DIVIDENDS.

76. The Directors may, with the sanction of the Company in General Meeting, declare a dividend to be paid to the Shareholders in proportion to their shares, and they may, if they think fit, without reference to the Company in General Meeting, determine on and declare an interim dividend or dividends to be paid to the Shareholders on account and in anticipation of the dividend of the year.

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

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

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

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

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

ACCOUNTS.

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

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

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

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

AUDIT.

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

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

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

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

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

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

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

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

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

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

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

NOTICES.

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

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

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

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

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

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

Dated this Sixteenth day of January, One thousand Eight hundred and Ninety-five.

G. W. CARLYON.
J. M. SKINNER.
E. BENHAM.
JAS. L. LYON.
JAS. FORBES.
G. H. ALSTON.
W. HENRY FIGG.

Witness :

F. J. DE SARAM, Proctor, Supreme Court.

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

1. The name of the Company is "THE UVAKELLIE TEA COMPANY OF CEYLON, LIMITED."
2. The registered office of the Company is to be established in Ceylon.
3. The objects for which the Company is established are—
 - (a) To purchase or otherwise acquire the Uvakellie estate, situate in Madulsima, containing in extent five hundred and sixty-one acres or thereabouts.
 - (b) To purchase, or lease, or otherwise acquire any other land or lands, machinery, implements, tools, live and dead stock, stores, effects, and other property, real or personal, movable or immovable, of any kind.
 - (c) To improve, plant, clear, cultivate, and develop the said estate, and any other lands that may be purchased, leased, or otherwise acquired, as tea estates, or with any other products, or in any other ways, and to let, lease, and exchange or mortgage the same or any part thereof, whether in consideration of money or securities for money, or shares, debentures, or securities in any other Company, or for any other consideration, or otherwise to trade in, dispose of, or deal with the same or any part thereof.
 - (d) To purchase tea leaf and (or) other raw products for manufacture, manipulation, or sale.
 - (e) To manufacture tea leaf and (or) other raw products.
 - (f) To carry on the business of manufacturers, growers, planters, and exporters of tea and other products in all their branches on behalf of the Company, or as agents for others, and on commission or otherwise.
 - (g) To plant, grow, and produce, buy, sell, trade, and deal in tea, coffee, cinchona, cacao, cardamoms and other plants, trees, and natural products of any kind or any of them.
 - (h) To borrow or receive on loan money for the above purposes or any of them, and for repayment of all or any of the money so borrowed, and the security thereof upon mortgage, debenture bonds, bills, bonds for cash credit, interest warrants, letters of credit, trust deeds or other deeds of security, promissory notes, bills of lading, or other negotiable instruments over all or any of the Company's property or assets, movable or immovable, real or personal, or on security of the subscribed capital of the Company, called or not called, or otherwise.
 - (i) To establish in any part or parts of the world agencies for carrying on or developing the business of the Company or any part thereof.
 - (j) To acquire by purchase in money, or in shares, or bonds, or otherwise, and undertake all or any part of the business, property, assets and liabilities of any person or Company carrying on any business in Ceylon or elsewhere, which this Company is authorized to carry on, or possessed of property suitable for the purposes of this Company.
 - (k) To unite, co-operate, amalgamate, or enter into partnership or any arrangements for sharing profits, or union of interests, or any other arrangement with any person or Company already engaged in or hereafter to be established for the purpose of carrying on any business having objects wholly or in part similar or analogous or subsidiary to those of the Company or any of them, and to subscribe for or otherwise acquire for the benefit and in the name of the Company or otherwise, and pay for in any manner that may be agreed upon, either in money, or in shares, or bonds, or otherwise, and to hold any shares, stock, or other interest in any such Company, and to promote the formation of any such Company.
 - (l) To do all such other acts or things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Shareholders is limited.

5. The nominal capital of the Company is Rupees five hundred thousand divided into five thousand shares of rupees one hundred (Rs. 100) each, with power to increase or decrease the capital.

In case the Company shall increase its capital by the issue of new shares, such shares may be issued upon the terms specified in the Articles of Association for the time being of the Company.

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

Names and Addresses of Subscribers.				Number of Shares taken by each Subscriber.	
W. B. KINGSBURY, Colombo	One
V. A. JULIUS, Colombo	One
E. BENHAM, Colombo	One
FRED. WM. BOIS, Colombo	One
HENRY BOIS, by his attorney FRED. WM. BOIS, Colombo...	One
H. H. CAPPER, Colombo	One
DAVID S. PACE, Colombo	One

Witness to the above signatures :

FRANK LIESCHING, Notary Public, Colombo.

Dated the 28th day of January, 1895.

ARTICLES OF ASSOCIATION OF THE UVAKELLIE TEA COMPANY OF CEYLON, LIMITED.

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

2. The Company shall forthwith, after its incorporation, purchase all that estate called Uvakellie, situated in Madulsima, and containing in extent five hundred and sixty-one (561) acres or thereabouts, for the sum of twelve thousand pounds (£12,000).

SHARES.

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

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

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

6. The Directors may, if they think fit, receive from any of the Shareholders willing to advance the same all or any part of the moneys due upon their respective shares beyond the sums actually called up, and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company shall pay interest at such rate as the Shareholders paying such sum in advance and the Directors agree upon. The shares, except when otherwise provided, shall be allotted at the discretion of and by the Directors, who may from time to time issue any unissued shares, and may add to such shares such an amount of premium as they may consider proper. Provided that such unissued shares shall first be offered by the Directors to be registered Shareholders for the time being of the Company as nearly as possible in proportion to the shares already held by them, and such shares as shall not be accepted by the Shareholder or Shareholders to whom the share shall have been offered within the time specified in that behalf by the Directors may be disposed of by the Directors in such manner as they think most beneficial to the Company.

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

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

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

TRANSFER OF SHARES.

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

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

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

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

TRANSMISSION OF SHARES.

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

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

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

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

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

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

FORFEITURE OF SHARES.

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

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

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

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

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

INCREASE OF CAPITAL.

24. The Directors may, with the sanction of a special resolution of the Company in General Meeting, increase its capital by the creation of new shares, of such amounts per share and in the aggregate as such resolution shall direct; and they shall have power to add to such new shares such an amount of premium as may be considered expedient.

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

BORROWING.

26. The Directors shall have power to borrow money for the purposes of the Company, and for this purpose to grant bonds, promissory notes, bills, debentures, interest warrants, bonds for cash credit, trust deed, or other documents, to issue letters of credit, and to grant mortgages, or other deeds of security over all or any of the Company's lands, property, estate, and assets. Provided that nothing herein contained shall be held to prevent the Directors procuring from time to time, in the usual course of business, such temporary advances on the produce in hand, or in the future to be obtained from the Company's estate or estates as they may find necessary or expedient for the purpose of defraying the expenses of working the said estate or estates, or of extending buildings, machinery, or plantation, or otherwise. Provided also that before the Directors execute any mortgage, or issue any debentures they shall obtain the sanction of the Company in General Meeting, whether Ordinary or Extraordinary. A declaration under the Company's seal contained in or endorsed upon any of the documents mentioned in this Article, and subscribed by two or more of the Directors to the effect that the Directors have power to borrow the amount which such document may represent, shall be conclusive evidence thereof in all questions between the Company and its Directors; and no such document containing such declaration shall, as regards the creditor, be void on the ground of its being granted in excess of the aforesaid borrowing power, unless it be proved that such creditor was aware that it was so granted.

GENERAL MEETING.

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

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

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

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

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

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

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

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

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

36. In order to constitute a meeting, whether Ordinary or Extraordinary, there shall be present, either personally or by proxy, three or more Shareholders, and no business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

37. If within one hour from the time appointed for the meeting the required number of Shareholders is not present, the meeting, if convened upon the requisition of a Shareholder or Shareholders, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place; and if at such adjourned meeting the required number of Shareholders is not present, those members who are present shall be a quorum, and may transact the business for which the meeting was called.

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

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

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

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

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

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

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

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

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

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

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

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

DIRECTORS.

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

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

52. The first Directors shall be Frederic William Bois, William Duff Gibbon, and Walter Bridgman Kinsbury, and they shall hold office, except in the event of their becoming respectively disqualified, or resigning, until the first Ordinary General Meeting of the Company.

53. As a remuneration for their services the Directors shall be entitled to appropriate annually a sum not exceeding rupees one thousand five hundred (Rs. 1,500), to be divided between them in such manner as they may determine; but the Company in General Meeting may at any time alter the amount of such remuneration for the future.

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

POWERS OF DIRECTORS.

55. The Directors shall have power to carry into effect the purchase of the said Uvakellie estate and the lease (or) purchase of any other lands.

56. The business of the Company shall be managed by the Directors, either by themselves or with the assistance of a secretary or secretaries, agent or agents, to be appointed by them for such a period, and on such terms as the Directors shall think fit; and the Directors shall pay out of the funds of the Company all costs and expenses, as well preliminary as otherwise, paid or incurred in and about the formation and registration of the Company, the purchase of the said lands and the cultivation thereof, and otherwise in or about the working and business of the Company.

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

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

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

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

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

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

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

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

DISQUALIFICATION OF DIRECTORS.

63. The office of a Director shall be vacated—

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

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

ROTATION OF DIRECTORS.

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

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

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

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

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

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

PROCEEDINGS OF DIRECTORS.

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

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

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

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

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

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

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

DIVIDENDS.

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

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

79. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing, improving, or maintaining any of the property of the Company or any part thereof; or for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the Company; and the Directors may invest the sum or sums so set apart upon such securities or investments as they think fit.

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

81. Notice of any dividend that may have been declared shall be given to each Shareholder, or sent by post or otherwise to his registered place of abode; and all dividends unclaimed for three years after having been declared may be forfeited by the Directors for the credit of the Company's profit and loss account, but the Board may remit the forfeiture whenever they may think proper.

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

ACCOUNTS.

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

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

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

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

AUDIT.

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

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

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

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

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

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

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

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

95. Every Auditor shall have access to all books of accounts kept by the Company, and shall be supplied with a copy of the balance sheet, and it shall be his duty to examine the same with the accounts and vouchers relating thereto.

96. The Auditors may make a report to the Shareholders upon the balance sheet and accounts, and in every such report they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet, containing the particulars required by these regulations, and properly drawn up, so as to exhibit a true and correct view of the state of the Company's affairs; and such report shall be read together with the report of the Directors at the Ordinary Meeting.

NOTICES.

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

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

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

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

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

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

In witness whereof the subscribers to the Memorandum of Association have hereto set and subscribed their names this Twenty-eighth day of January, One thousand Eight hundred and Ninety-five.

W. B. KINGSBURY.
V. A. JULIUS.
E. BENHAM.
FRED. WM. BOIS.
HENRY BOIS, by his attorney FRED. WM. BOIS.
H. H. CAPPER.
DAVID S. PACE.

Witness to the above signatures :

FRANK LIESCHING,
Notary Public, Colombo.

Detwatta Cocoa Company, Limited.

THE Annual General Meeting of this Company will be held at the Queen's Hotel, Kandy, on Thursday, February 14, 1895, at 11.45 A.M.

Business.

1. To pass accounts for 1894.
2. To arrange for further extension of the estate in 1895.
3. To consider the advisability of issuing new shares to the value of Rs. 67,500.
4. Such other business as may be brought before the meeting.

Colombo, January 29, 1895.

T. B. CAMPBELL,
Secretary.

The Ceylon Spinning and Weaving Co., Limited.

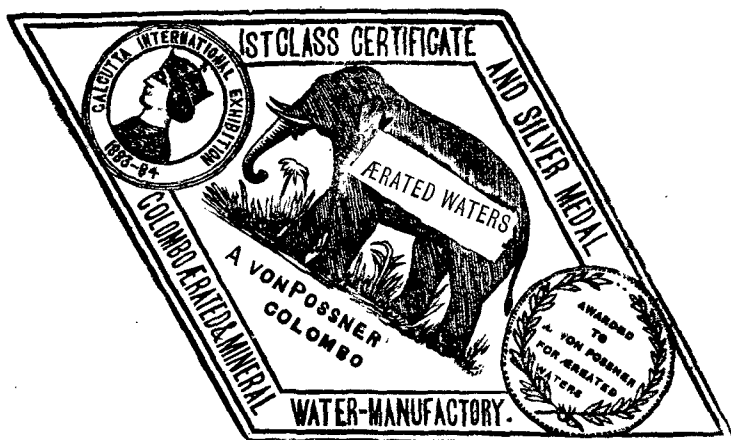
NOTICE is hereby given that the Annual General Meeting of the Shareholders of this Company will be held at the Office of this Company, 9, Queen street, Fort, Colombo, at 12 o'clock noon on Monday, February 11, 1895, to receive the report of the Directors and the statement of accounts for the year ending December 31, 1894.

Any Shareholder unable to attend this Meeting will please to appoint some Shareholder to act as his proxy. A legal form (which must be deposited duly executed at this Office before 12 noon on February 9) may be obtained from the undersigned upon application.

DARLEY, BUTLER & Co.,
Agents and Secretaries.

Colombo, January 31, 1895.

IN compliance with the provisions of "The Trade Marks Ordinances, 1888 and 1890," and the Regulations made on March 28, 1889, notice is hereby given that Mr. Arthur Karl Edward von Possner, of Glennie street, Slave Island, has applied for the registration of the following Trade Mark for Aerated Waters in Class 42, in the Classification of Goods in the above-mentioned Regulations :—



Colonial Secretary's Office,
Colombo, January 25, 1895.

E. NOEL WALKER,
Colonial Secretary.

THE re-importation free of duty of goods exported, not being the produce or manufacture of Ceylon, will for the future be conceded only to watches of which the exportation has been duly registered at the port of export.

Customs, Colombo,
January 30, 1895.

LIONEL LEE,
Acting Principal Collector of Customs.