

SUPPLEMENT
TO THE
FEDERATED MALAY STATES
GOVERNMENT GAZETTE

OF FRIDAY, THE 29TH OF SEPTEMBER, 1916.
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FRIDAY, 29TH SEPTEMBER, 1916.

The following Notification is, by direction of the Chief Secretary to Government, published for general information.

M. S. H. McARTHUR,
Under Secretary, F.M.S.

No. 3172.—Draft of an Enactment to incorporate The War Loans Investment Trust of Malaya.—

DRAFT.

FEDERATED MALAY STATES.

ENACTMENT No. OF 191 .

An Enactment to incorporate The War Loans Investment Trust of Malaya.

[, 191 .]

President of the Federal Council.

WHEREAS an association styled "The War Loans Investment Trust of Malaya" has been established for the purpose of aiding persons resident in the Malay Peninsula to invest moneys in Loans issued or to be issued by His Britannic Majesty's Government or by the Government of any British Possession or Protectorate for the prosecution of the war in which the British Empire is engaged:

AND WHEREAS it is expedient that the said association be incorporated and that certain privileges be conferred upon it:

NOW THEREFORE it is hereby enacted by the Rulers of the Federated Malay States in Council as follows:

1. This Enactment may be cited as "The War Loans Investment Trust of Malaya Enactment, 191 ." and shall come into force on the publication thereof in the *Gazette*. Short title and commencement.

2. In this Enactment "the Trust" means The War Loans Investment Trust of Malaya. Interpretation.

3. From and after the commencement of this Enactment the members of the Trust together with such other persons as may from time to time become members of the Trust shall be a body corporate under the name of "The War Loans Investment Trust of Malaya" having perpetual succession and a common seal and may under the said name sue and be sued in all Courts. Incorporation of the Trust.

4. Every person who shall be registered in the books of the Trust as the holder of any share or debenture stock issued by the Trust shall be deemed to be a member of the Trust. Members of the Trust.

5. The original share capital of the Trust shall be five million dollars which shall be divided into six hundred and twenty-five thousand shares of eight dollars each. Original share capital.

6. All share capital which may from time to time be subscribed by members of the Trust shall be invested in War Loans stock, Exchequer bonds or other securities issued or to be issued by His Britannic Majesty's Government or by the Government of any British Possession or Protectorate. Investment of share capital.

Payment of interest.

7. (i) The interest payable upon the share capital from time to time subscribed by members of the Trust shall be at the rate of not less than five per centum per annum and such interest shall be paid half-yearly, namely, on the first days of January and July in every year.

Government guarantee.

(ii) If upon any day appointed under the provisions of the preceding sub-section for the payment of interest the funds in the possession of the Trust which are lawfully applicable to the payment of interest shall be insufficient to pay interest at the rate of five per centum per annum upon the share capital subscribed, the Chief Secretary to Government shall appropriate out of the general revenues and assets of the Federated Malay States such sum as may, when added to the funds aforesaid in the possession of the Trust, be sufficient to pay such interest at the rate of five per centum per annum and shall deliver the same to the Trust, and such sum shall thereafter be deemed to be a charge upon the assets of the Trust.

Exemption from duties and taxes.

8. All share certificates issued by the Trust and all interest payable in respect thereof shall be exempt from all duties and all taxes now levied or leviable or which may hereafter be levied or leviable in the Federated Malay States.

Powers vested in the Trust.

9. The Trust is authorized and empowered from time to time to do all or any of the following things, namely,

- (a) to increase the share capital of the Trust by the issue of further shares and to divide the shares of the Trust whether forming part of the original or any subsequent issue into different classes with preferential or other rights;
- (b) to borrow money and to secure the repayment of such money by means of debentures and other obligations or securities;
- (c) to realize from time to time any or all of the invested capital of the Trust and to re-invest the same, subject to the provisions of section 6; and
- (d) notwithstanding anything in this Enactment contained, to purchase the shares of the Trust if the same shall be offered for sale by any member of the Trust at par or at less than the par value thereof.

Liability of members limited.

10. The members of the Trust shall be individually liable for the debts, contracts and liabilities of the Trust but to the extent only of the amount if any for the time being unpaid on the shares in the Trust held by them respectively.

By-laws.

11. (i) From and after the commencement of this Enactment, except as is hereinafter otherwise provided, the affairs of the Trust shall be regulated by the by-laws set forth in the schedule hereto.

Amendment of by-laws.

(ii) The said by-laws or any of them may from time to time be revoked, altered or added to by the members of the Trust in general meeting duly convened in accordance therewith.

Approval of Chief Secretary necessary.

(iii) No by-law not contained in the schedule hereto and no revocation, alteration or addition of or to any by-law shall come into operation until the same shall have been approved by the Chief Secretary to Government and shall have been published in the *Gazette*.

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12. The management of the Trust shall be vested in a Committee of Management consisting of a Chairman and such number of members as shall be prescribed by the by-laws of the Trust for the time being in force. Management of the Trust.

13. From and after the commencement of this Enactment the Chairman of the Trust shall be Eric Macfadyen and the other members of the Committee of Management shall be Eu Tong Sen, Arthur Knowlton Everest Hampshire, Henry Armstrong Smallwood and Ernest Talbot Cope Garland, and the said Committee of Management shall hold office until the annual general meeting to be held under the provisions of by-law , in the month of 191 . First Committee of Management.

14. The Trust shall have an office situate in the Federated Malay States to which all communications and notices may be addressed and in which shall be kept a register of its members and all such other books and documents as a Company registered under the provisions of The Companies Enactment, 1897, is by law required to keep. Office of the Trust.

15. The Chief Secretary to Government may at any time appoint one or more Inspectors to examine into the affairs of the Trust and to report thereon in such manner as he may direct, and upon application made by any Inspector so appointed it shall be the duty of all officers and agents of the Trust to produce for examination all books and documents in their possession or power. Examination of affairs of Trust by Inspectors.

16. The President of the Federal Council may at any time not less than twelve months after the termination of the present war, or at any other time if it shall be made to appear to him that the Trust has substantially failed to effect the purpose for which it is incorporated or has neglected to observe or perform any of the obligations imposed upon it by this Enactment, or that the public interest so requires, revoke and annul by writing under his hand the privileges, powers and rights hereby conferred upon the Trust and the affairs of the Trust shall thereupon be wound up. President of the Federal Council may order that Trust be wound up.

17. In all matters not provided for in this Enactment or in by-laws made under section 11 hereof the provisions of The Companies Enactment, 1897, shall apply to the Trust as though the Trust were a Company registered under the said Enactment. Application of The Companies Enactment, 1897.

THE SCHEDULE.

BY-LAWS.

INTERPRETATION.

1. In these by-laws—

“the Committee” means the Committee of Management of the War Loans Investment Trust of Malaya;

“the Chairman” means the Chairman of the said Committee;

“the Enactment” means The War Loans Investment Trust of Malaya Enactment, 1916; and

“the Trust” means the War Loans Investment Trust of Malaya.

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ADMISSION OF MEMBERS.

2. Every application for the allotment of shares of the Trust shall be in the following form :

“To the War Loans Investment Trust of Malaya.

I request that I may be admitted a member of the above Trust. I undertake, if admitted, to subscribe for shares to the amount of \$..... I undertake, for so long as my membership shall continue, to be subject to the by-laws of the Trust and any by-laws that may be added to or substituted for the same and to accept the ruling of the Committee of Management for the time being on all matters relating to the said by-laws and on all other matters in respect whereof powers are by the said by-laws vested in the said Committee of Management.

As witness my hand this.....day of.....”

Signature.....

Address.....

Description.....

3. Every such application shall be considered by the Committee which shall determine by resolution whether the same shall be granted or refused. In every case the decision of the Committee shall be final.

SHARES.

4. The shares shall be under the control of the Committee which may allot or otherwise dispose of the same to members on such terms and conditions as it shall think fit with full powers to give to any member the call of any shares at par or at a premium.

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

6. If by the conditions of allotment of any shares the whole or part of the amount thereof shall be payable by instalments every such instalment shall when due be paid to the Trust by the person who for the time being shall be the registered holder of the share.

7. The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share.

8. Save as herein otherwise provided the Trust shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not except as ordered by a Court of competent jurisdiction or as by law required be bound to recognize any equitable or other claim or interest in such share on the part of any other person.

9. Upon any increase of the original share capital the Committee shall be at liberty to issue new shares with any preferential, deferred, qualified or special rights, privileges or conditions attached thereto.

10. The certificates of title to shares shall be issued under the seal of the Trust and signed either by the Chairman and one other member of the Committee or by two members of the Committee, and countersigned by the Secretary.

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11. Every member shall be entitled to one certificate for all the shares registered in his name, or to several certificates, each for one or more of such shares. Every certificate of shares shall specify the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon.

12. If any certificate be worn out or defaced, then, upon production thereof the Committee may order the same to be cancelled, and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Committee and on such indemnity as the Committee deems adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

13. For every certificate issued under the last preceding clause there shall be paid to the Trust the sum of one dollar or such smaller sum as the Committee may determine.

14. The certificates of shares registered in the names of two or more persons shall be delivered to the person first named on the register.

CALLS ON SHARES.

15. The Committee 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 respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Committee. A call may be made payable by instalments.

16. A call shall be deemed to have been made at the time when the resolution of the Committee authorizing such call was passed.

17. Fourteen days' notice of any call shall be given specifying the time and place of payment, and to whom such call be paid.

18. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made, or the instalment shall be due, shall pay interest for the same at the rate of eight per centum from the day appointed for the payment thereof to the time of the actual payment, or at such other rate as the Committee may determine.

19. The Committee may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called for; and upon the money 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 Trust may pay interest at such rate as the member paying such sum in advance and the Committee agree upon.

FORFEITURE OF SHARES.

20. If any member fails to pay any call or instalment on or before the day appointed for the payment of the same, the Committee may at any time thereafter, during such time as the call or instalment

remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued, and all expenses that may have been incurred by the Trust by reason of such non-payment.

21. The notice shall name a day (not being less than fourteen days from the date of the notice), and a place or places, on and 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.

22. If the requisitions of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest and expenses, due in respect thereof, be forfeited by a resolution of the Committee to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.

23. Any share so forfeited shall be deemed to be the property of the Trust, and the Committee may sell, re-allot, and otherwise dispose of the same in such manner as it thinks fit.

24. The Committee may, at any time before any share so forfeited shall have been sold, re-allotted, or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

25. Any member whose shares have been forfeited shall, notwithstanding, be liable to pay, and shall forthwith pay to the Trust, 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, and the Committee may enforce the payment thereof if it thinks fit.

26. A statutory declaration made by a member of the Committee or by the Secretary of the Trust that the call in respect of a share was made and notice thereof given and that default in payment of the call was made and that the forfeiture of the share was made by a resolution of the Committee to that effect shall be sufficient evidence of the facts therein stated as against all persons entitled to such share, and such declaration and the receipt of the Trust for the price of such share shall constitute a good title to such share, and a certificate of proprietorship shall be delivered to the purchaser and thereupon he shall be deemed the holder of such share discharged from all calls 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 sale.

TRANSFERS OF SHARES.

27. The instrument of transfer of any share shall be signed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register of members in respect thereof.

28. The instrument of transfer of any share shall be in writing in the usual common form, or as near thereto as circumstances will admit.

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29. The Committee may decline to register any transfer of shares upon which the Trust has a lien; and in the case of shares not fully paid up, may refuse to register a transfer to a transferee of whom it does not approve.

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

31. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the shares to be transferred, and such other evidence as the Trust may require to prove the title of the transferor, or his right to transfer the shares.

32. A fee not exceeding one dollar may be charged for each transfer, and shall, if required by the Committee, be paid before the registration thereof.

33. The transfer books and register of members may be closed during such time as the Committee thinks fit, not exceeding in the whole thirty days in each year.

TRANSMISSION OF SHARES.

34. The executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognized by the Trust as having any title to the shares registered in the name of such member, and in case of the death of any one or more of the joint holders of any registered shares, the survivors shall be the only persons recognized by the Trust as having any title to or interest in such shares.

35. Any person becoming entitled to shares in consequence of the death or bankruptcy of any member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause, or of his title, as the Committee thinks sufficient, may, with the consent of the Committee (which it shall not be under any obligation to give), be registered as a member in respect of such shares, or may, subject to the regulations as to transfers hereinbefore contained, transfer such shares. This clause is hereinafter referred to as "the transmission clause".

GENERAL MEETINGS.

36. A general meeting of the members of the Trust shall be held within three months after the incorporation of the Trust at the offices of the Trust. Subsequent general meetings shall be held annually in the month of _____ in every year at such place as may be determined by the Committee.

The general meetings referred to in this by-law shall be called "ordinary" meetings; all other general meetings of the Trust shall be called "extraordinary meetings".

37. The Committee may, whenever it thinks fit, and shall on a requisition made in writing by not less than eight members of the Trust whose subscriptions shall have been paid in full at the date of such requisition, proceed forthwith to convene an extraordinary meeting.

38. If the Committee does not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists or any other members amounting to the required number whose subscriptions have been paid in full as aforesaid may themselves convene an extraordinary meeting.

PROCEEDINGS AT GENERAL MEETINGS.

39. Fourteen clear days' notice of every general meeting, specifying the place, day and hour of meeting and in case of special business the general nature of such business, shall be given to all members resident in the Federated Malay States by notice sent by post and by means of posting a copy of such notice on the notice board in the offices of the Trust.

40. The accidental omission to give any such notice to any member shall not invalidate any resolution passed at any such meeting.

41. The ordinary business of an ordinary meeting shall be

(a) to receive and consider the accounts and the report of the Committee and of the auditors;

(b) to elect the following officers for the ensuing twelve months:

(1) Seven members to be members of the Committee.

(2) A Chairman of the Committee.

(c) any other business which by virtue of these by-laws ought to be transacted at an ordinary meeting.

42. The Chairman shall be entitled to take the chair at every general meeting or if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for such meeting the members present shall choose some one of the members of the Committee to act as Chairman and if no member of the Committee be present, some one of the members of the Trust who is present.

43. Fifteen members present in person shall, independently of their voting power, form a quorum for any general meeting but if within half an hour from the time appointed for the meeting a quorum is not present, the meeting 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 members who are present not being less than five, shall be a quorum and may transact the business for which the meeting was called.

44. No member shall speak or vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Trust have been paid.

45. Every question submitted to a meeting shall, in the first instance, be decided by a show of hands and in the case of an equality of votes the Chairman shall, both on a show of hands and at the poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

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46. Any member present at a meeting shall be entitled to demand a poll, and if a poll be demanded it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

47. No new by-law shall be passed or existing by-law altered except by a two-thirds majority of the members present at a general meeting.

VOTES OF MEMBERS.

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

49. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney or if such appointer is a corporation or company under its common seal or the hand of its attorney or general manager. No person shall be appointed a proxy who is not a member of the Trust.

50. The instrument appointing a proxy and the power of attorney if any, under which it is signed shall be deposited at the office of the Trust not less than twenty-four hours before the time for holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote.

51. Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances admit, be in the form or to the effect following:

WAR LOAN INVESTMENT TRUST OF MALAYA.

I,....., of....., a member of the War Loan Investment Trust of Malaya and entitled to.....votes hereby appoint....., of....., a member of the said Trust to vote for me and on my behalf at the..... meeting of the said Trust to be held on the.....day of....., 19... and at every adjournment thereof.

As witness my hand this.....day of....., 19...

Signature Three cents stamp.

NOMINATION OF OFFICERS.

52. Persons proposed for election as Chairman or as members of the Committee shall be nominated by forwarding to the Secretary of the Trust a notice in writing specifying the names of such persons, signed by one or more members of the Trust; a copy of every such notice shall be posted on the notice board of the Trust not less than fourteen days previous to the holding of the annual general meeting, and the election of Chairman, and of members of the Committee shall take place at the annual general meeting.

COMMITTEE OF MANAGEMENT.

53. The Committee shall consist of the Chairman and six (6) other members.

54. The Committee shall meet together for the dispatch of business once a month or oftener if need be and at other times on the requisition of three of its members or of the Chairman and may adjourn and regulate its meetings and proceedings as it may think fit

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and may determine the quorum necessary for the transaction of business. Until otherwise determined three members shall form a quorum. At least five days' notice of Committee meetings shall be given to members of the Committee and the notices shall state the nature of the business to be considered at such meetings; provided that in cases of emergency the Chairman may call a meeting of the Committee at any time upon such notice (if any) as he may think necessary

55. The Chairman shall preside at all meetings at which he is present and in his absence the members present shall choose some one of their number to preside.

56. Questions arising at any meeting of the Committee shall be decided by a majority of votes, each member being entitled to one vote, and in case of an equality of votes the Chairman or other member presiding shall have a second or casting vote.

57. The Committee may delegate any of its powers to Sub-committees, on each of which there shall be at least one member of the Committee. Sub-committees so formed shall, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed upon them by the Committee. The decision of a Sub-committee shall in all cases be referred to the Committee, unless the Sub-committee has previously been empowered by the Committee to act on its decisions.

58. The meetings and proceedings of all such Sub-committees shall be governed by the provisions of these by-laws for regulating the meetings and proceedings of the Committee so far as the same can be applied thereto and are not superseded by regulations made by the Committee under the last preceding by-law.

59. All acts done by any meeting of the Committee or by a Sub-committee or by any person acting as a member of the Committee or a Sub-committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Committee or Sub-committee or person acting as aforesaid or that any member of such Committee or Sub-committee or such person acting as aforesaid was disqualified, be as valid as if every member of such Committee or Sub-committee or person acting as aforesaid had been duly appointed and was qualified to act.

QUALIFICATION OF OFFICERS.

60. The qualification of the Chairman shall be the holding of one thousand shares of the Trust.

61. The qualification of a member of the Committee shall be the holding of five hundred shares in the Trust.

62. The first Chairman and the first members of the Committee may act before acquiring his or their qualification, but shall in any case acquire the same within one month from his or their appointment; and unless he or they shall do so, he or they shall be deemed to have agreed to take the said shares from the Trust, and the same shall be forthwith allotted to him or them accordingly.

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RETIREMENT OF OFFICERS.

63. A member of the Committee may retire from his office upon giving one month's notice in writing to the Secretary of the Trust of his intention so to do, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

64. The Chairman or any member of the Committee shall vacate office:

- (a) if he becomes bankrupt or suspend payment or compounds with his creditors;
- (b) if he is found lunatic or become of unsound mind;
- (c) if he ceases to hold the required amount of shares to qualify him from office or does not acquire the same within two (2) months after election or appointment;
- (d) if he is absent from the meetings of the Committee during a period of three calendar months without special leave of absence from the other members;
- (e) if by notice in writing to the Secretary of the Trust he resigns his office;
- (f) if he is requested in writing by all the other members of the Committee to resign.

REMUNERATION OF OFFICERS.

65. Neither the Chairman nor any member of the Committee shall be entitled to remuneration for his services, but he shall be paid the travelling expenses incurred in attending and returning from meetings of the Committee.

POWERS AND DUTIES OF OFFICERS.

66. The business of the Trust shall be managed by the Committee who may exercise all such powers of trust as are not by the Enactment or by these by-laws required to be exercised by the Trust in general meeting.

67. Without prejudice to the general powers otherwise vested in the Committee the following particular powers are conferred upon it, namely,

- (a) to pay the costs, charges and expenses preliminary and incidental to the promotion and establishment of the Trust;
- (b) to appoint and at its discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary, or special services, as it may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments, and to require security in such instances and to such amount as it thinks fit;
- (c) to accept from any member, on such terms and conditions as shall be agreed, a surrender of his share or stock or any part thereof;

- (d) to appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Trust any property belonging to the Trust, or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustee or trustees ;
- (e) to institute, conduct, defend, compound, or abandon any legal proceedings by or against the Trust, or its officers, or otherwise concerning the affairs of the Trust, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Trust ;
- (f) to refer any claims or demands by or against the Trust to arbitration and observe and perform the awards ;
- (g) to make and give receipts, releases, and other discharges for money payable to the Trust, and for the claims and demands of the Trust ;
- (h) to determine who shall be entitled to sign on the Trust's behalf bills, notes, receipts, acceptances, indorsements, cheques, releases, contracts and documents.

THE SEAL.

68. The Committee shall provide for the safe custody of the seal of the Trust and the seal shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee and of the Secretary or such other person as the Committee may appoint for the purpose ; and those two members of the Committee and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Trust is so affixed in their presence.

DIVIDENDS.

69. The Trust in general meeting may declare a dividend, but no dividend shall exceed the amount recommended by the Committee.

70. The Committee may from time to time pay to the members such interim dividends as appear to the Committee to be justified by the profits of the Trust.

71. No dividend shall be paid otherwise than out of profits or out of such sum as the Chief Secretary to Government may cause to be paid to the Trust for the purpose.

72. No dividend shall bear interest against the Trust.

73. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares.

74. Where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.

75. The Committee may retain any dividends on which the Trust has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, or engagements, in respect of which the lien exists.

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76. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

77. The Committee may retain the dividends payable upon shares in respect of which any person is under the transmission clause (clause 35) entitled to become a member, or which any person under that clause is entitled to transfer, until such person shall become a member in respect thereof or shall duly transfer the same.

78. Any one of several persons who are registered as the joint holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

79. Unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in the case of joint holders, to the registered address of that one whose name stands first on the register in respect of the joint holding; and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.

ACCOUNTS.

80. The Committee shall cause true accounts to be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits, and liabilities of the Trust.

81. The books of account shall be kept at an office of the Trust situate in the Federated Malay States.

82. The Committee 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 Trust, or any of them, shall be open to the inspection of the members; and no member not being a member of the Committee shall have any right of inspecting any account or book or document of the Trust, except as authorized by the Committee or by a resolution of the Trust in general meeting.

83. At the ordinary meeting in the year 1917 and in each subsequent year, the Committee shall lay before the Trust a profit and loss account, and a balance-sheet containing a summary of the property and liabilities of the Trust, made up to a date not more than four months before the meeting from the time when the last preceding account and balance-sheet were made up, or, in the case of the first account and balance-sheet, from the incorporation of the Trust.

84. Every such balance-sheet shall be accompanied by a report of the Committee as to the state and condition of the Trust, and as to the amount which they recommend to be paid out of the profits by way of dividend or bonus to the members, and the amount (if any) which they propose to carry to the reserve fund; and the account, report, and balance-sheet shall be signed by two members of the Committee and countersigned by the Secretary.

85. A printed copy of such account, balance-sheet, and report shall, seven days previously to the meeting, be served on the registered holders of shares, in the manner in which notices are hereinafter directed to be served.

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AUDIT.

86. Once at least in every year commencing from the first day of January, 1917, the accounts of the Trust shall be examined, and the correctness of the profit and loss account and balance-sheet ascertained by one or more auditor or auditors.

87. The Trust at each ordinary general meeting shall appoint an auditor or auditors to hold office until the next ordinary general meeting. The first auditor or auditors shall be appointed by the Committee.

NOTICES.

88. A notice or other document to be served by the Trust may be served upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of address.

89. As regards those members who have no registered place of address, a notice posted up in the offices of the Trust shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

90. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office. And a certificate in writing signed by the Secretary stating that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

WINDING-UP.

91. If the Trust shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such 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, at the commencement of the winding-up on the shares held by them respectively. And if in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding-up paid up or which ought to have been paid up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

92. If the Trust shall be wound up whether voluntarily or otherwise, the liquidators may, with the sanction of an extraordinary resolution divide among the contributories in specie or kind any part of the assets of the Trust, and may, with the like sanction, vest any part of the assets of the Trust in trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidators with the like sanction shall think fit.

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PROTECTION OF OFFICERS.

93. Every Chairman, member of the Committee, Secretary and other officer or servant of the Trust shall be indemnified by the Trust against and it shall be the duty of the Committee out of the funds of the Trust to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties, including travelling expenses: and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Trust and have priority as between the members over all other claims.

94. No Chairman, member of the Committee, Secretary or other officer or servant of the Trust shall be liable for acts, receipts, neglects or defaults of any member, officer or servant or for joining in any receipt or other act for conformity or for any loss or expense happening to the Trust through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Trust or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Trust shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities, or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.