

CHAPTER 210

CHAMBER OF COMMERCE

Ordinances AN ORDINANCE TO INCORPORATE THE CEYLON CHAMBER OF COMMERCE.
 Nos. 10 of 1895,
 2 of 1912,
 28 of 1932.

[19th November, 1895.]

Preamble.

Whereas an association of merchants called and known as "The Ceylon Chamber of Commerce" has heretofore been established at Colombo for the purpose of effectually carrying out and transacting all matters connected with the said chamber according to the rules agreed to by its members :

And whereas the said association has heretofore successfully carried out and transacted the several objects and matters for which it was established, and has applied to be incorporated, and it will be for the public advantage to grant the application :

Be it therefore enacted by the Governor of Ceylon, by and with the advice and consent of the Legislative Council, as follows :—

Short title.

1. This Ordinance may be cited as the Chamber of Commerce Ordinance.

Incorporation of Chamber of Commerce.

2. From and after the passing of this Ordinance the present chairman, vice-chairman, and members of the committee of the said Chamber of Commerce, and such and so many persons as now are members of the said Chamber of Commerce or shall hereafter be admitted members of the corporation hereby constituted, whose names shall be inscribed in the register mentioned in section 5, shall be and become a corporation with liability limited in manner provided in section 13, with continuance for ever, under the style and name of "The Ceylon Chamber of Commerce", and by that name shall and may sue and be sued in all courts, with full power and authority to have and use a common seal and to change and alter the same at their pleasure.

3. The general objects for which the corporation is constituted are hereby declared to be—

General objects for which the corporation is constituted.

- (a) to promote, foster, and protect the commerce of Sri Lanka by collecting and classifying all information bearing on its wants and interests, by obtaining by every means the redress of acknowledged grievances and the removal of pernicious restrictions by controlling or regulating all or any matters concerning the sale, purchase or shipment of produce, and manufactured or prepared products and goods, as between members of the corporation, and generally by any other means howsoever not herein specified ;
- (b) to represent and express on commercial questions the opinions of the mercantile community of Sri Lanka and to aid, assist and co-operate with others in such representation and expression ;
- (c) the consideration of all questions connected with the trade, manufactures and industries of Sri Lanka ;
- (d) to endeavour to promote or oppose legislative and other measures affecting such trade, manufactures and industries ;
- (e) to collect and circulate statistics and other information relating to such trade, manufactures and industries ;

- (f) to decide disputes and differences on matters of local custom and usage ;
- (g) to form a board or commission of reconciliation and of arbitration to parties willing to abide by its decisions and to undertake the settlement of disputes and differences arising out of trade, commerce and industry ;
- (h) to advise and communicate on matters of trade, commerce and industry with the public authorities, with similar associations in other places, and with individuals ;
- (i) by recording its proceedings and decisions, to form a code of practice by which transactions of business may be simplified and facilitated ;
- (j) to undertake and execute any trusts, and to undertake the office of trustee, and to co-operate with executors and trustees in the financial administration of any estate or trust and to transact or carry on all kinds of business relating to trusts, (subject always to the provisions of any written law relating to trusts) ;
- (k) to establish and support provident funds for the benefit of the officers, employees and servants of the corporation ;
- (l) to borrow or raise money for the purposes of the corporation and for that purpose or for securing money for the performance or discharge of any obligation or liability of the corporation or for any other purpose to create, execute, grant, or issue any mortgages, bonds or obligations of the corporation and to pay off and reborrow the moneys secured thereby or any part or parts thereof ;
- (m) to do all or any of the above things in any parts of the world, and either as principals, agents, trustees or otherwise, and by agents, trustees or otherwise and either alone or in conjunction with others ;
- (n) to do all such other things as may be necessary, incidental, or conducive to the interests or benefit of the mercantile community of Sri Lanka or to the attainment of the above objects or any of them or generally to the benefit, protection or advancement of the trade, commerce, manufactures and industries of Sri Lanka ;
- (o) to enter into, sign and execute any contracts, agreements and other documents for the purpose of nominating or appointing any person or persons whomsoever as representative or agent of the corporation or for the purpose of delegating any matters to any person or persons whomsoever or otherwise for all or any of the purposes aforesaid either in Sri Lanka or abroad.

It is hereby further declared that the objects specified in each paragraph of this section shall be independent main objects, and shall not be limited or restricted by reference to or inference from the terms of any other paragraph.

4. (1) The affairs of the corporation shall be administered, subject to the rules for the time being of the corporation as hereinafter provided, by a committee consisting of the chairman and vice-chairman respectively and the deputy chairman (if any) of the corporation and not less than five members of the corporation to be elected respectively in accordance with the rules for the time being of the corporation, with power to such committee to delegate the administration of any portion or portions of the affairs of the corporation to one or more subcommittees.

The affairs of the corporation to be administered by a committee.

(2) All members of the corporation shall be subject to the rules for the time being of the corporation.

(3) The first board of directors shall be Frank Mitchell Mackwood, William Henry Figg, the Hon. William Wilson Mitchell, C.M.G., Adalbert Theodor Schulze, Percy Bois, Garlich William Suhren, and Edward Booth, being respectively the present chairman, vice-chairman, and members of the committee of the said chamber.

Register of members.

5. (1) The committee shall cause a register to be kept, in which every person who at the date of the passing of this Ordinance is a member of the said association, and every person thereafter duly admitted a member of the corporation hereby constituted, shall have his name inscribed.

(2) The register shall contain the following particulars:—

- (a) the name, address, and occupation of each member;
- (b) the date at which the name of any person was inscribed in the register as a member;
- (c) the date at which any person ceased to be a member.

Corporation may make rules.

6. It shall be lawful—

- (a) for the corporation from time to time, at any general meeting of the members, and by a majority of votes, to make rules and pass resolutions for the admission, withdrawal or expulsion of members; for the imposition of fines and forfeitures for breaches of rules; for the election and the conduct of the duties of the committee; and otherwise generally for the management of the affairs of the corporation and the accomplishment of its objects. Such rules and resolutions when made and passed may, at a like meeting, be altered, added to, amended or cancelled subject, however, to the requirements of section 8;
- (b) for the committee from time to time to make rules and pass resolutions for the procedure in the transaction of business, for the appointment and the conduct of the duties of and the payment of remuneration to the various officers, representatives, agents, and servants of the corporation either in Sri Lanka or abroad and to any other person or persons for services rendered; and

for the expenditure and disposal of the funds of the corporation. Such rules when made and such resolutions when passed may, by resolution passed by a majority of the committee or by resolution passed at any general meeting of the members of the corporation by a majority of votes, be altered, added to, amended or cancelled.

7. Subject to the provisions in section 6 contained, the rules set forth in the Schedule* shall for all purposes be the rules of the corporation : The rules in Schedule to be the rules of the corporation.

Provided, however, that nothing in this section contained shall be held or construed to prevent the corporation at all times hereafter from making fresh rules, or from altering, amending, adding to, or cancelling any of the rules in the Schedule* or to be hereafter made by the corporation.

8. No rule in the Schedule* nor any rule hereafter passed at a general meeting, and no decision come to by the corporation in general meeting, shall be altered, added to, amended, or cancelled, except by a majority of the members present and voting at any subsequent general meeting. Amendment of rules.

9. On the coming into operation of this Ordinance all and every the property belonging to the said Chamber of Commerce, whether held in the name of the said Chamber of Commerce or in the name or names of any person or persons in trust for the said Chamber of Commerce, shall be and the same are hereby vested in the corporation hereby constituted, and the same, together with all after-acquired property, movable and immovable, and all subscriptions, contributions, donations, fines, amounts of loans and advances received or to be received, shall be held by the said corporation for the purposes of this Ordinance and subject to the rules for the time being of the said corporation : Property vested in corporation.

Provided always that any property movable or immovable heretofore or hereafter acquired or held by the corporation upon trusts or subject to conditions in any grant or testamentary disposition contained or otherwise as

* Schedule is omitted.

trustee, shall be held by the corporation upon the trusts or subject to the conditions aforesaid or otherwise upon such trusts as may be imposed upon the corporation with regard to such property, subject always to the provisions of any written law relating to trusts.

grant, gift, or lease, or upon or by virtue of any testamentary disposition or otherwise, and all such property shall be held by the corporation (a) for the purposes of this Ordinance and subject to the rules for the time being of the said corporation or (b) otherwise for the purposes of and upon the trusts and subject to the conditions in the relative instrument or disposition contained, with full power (subject always to the provisions of any written law relating to trusts and of the relative instrument or disposition) to sell, mortgage, lease, exchange, or otherwise dispose of, encumber, or charge the same.

Debts due by and payable to the Chamber of Commerce.

10. All debts and liabilities of the said Chamber of Commerce existing at the time of the coming into operation of this Ordinance shall be paid by the corporation hereby constituted, and all debts due to, and subscriptions, contributions, and fines payable to, the said Chamber of Commerce shall be paid to the said corporation for the purposes of this Ordinance.

Procedure for affixing the seal of the corporation.

11. The seal of the corporation shall not be affixed to any instrument whatsoever except in the presence of two of the members of the committee, who shall sign their names to the instrument in token of their presence, and such signing shall be independent of the signing of any person as a witness. Any instrument sealed with the seal of the corporation and signed by two members of the committee shall be presumed to be duly executed.

13. The liability of each member of the corporation under this Ordinance shall be limited to the transactions of the corporation which shall have occurred during the period his membership has lasted or may last, and to the sum of one hundred and fifty rupees over and above such annual subscription or subscriptions as may be due from such member to the corporation :

Limit of liability of members.

Provided, however, that such limitation of liability shall be exclusive of any contribution that such member may be called upon to make under the rules of the corporation to meet any deficit in the annual expenses of the corporation.

Corporation may hold property.

12. The corporation shall be able and capable in law to take and hold either as beneficial owner or as trustee or otherwise any property, movable or immovable, upon or by virtue of any instrument of purchase,

14. Nothing in this Ordinance contained shall prejudice or affect the rights of the Republic or of any body politic or corporate or of any other person except such as are mentioned in this Ordinance and those claiming by, from or under them.

Saving of rights of the Republic.