

EAST AFR. PROT
61948

CO
61943
RF
F. 29 1.17

1919
28 Oct
Last previous Paper.
Gov
61631

O.A. Disabled Officers Colony Ltd

two amended copies of rules of - Gross detail of General Meeting + gross names of officers in unorganized staff.

Send 1 copy of Copy memo Oct 14 Nov 1919
copy (with 2 copies rules) by 12.21. 17 Nov 1919
Physical Press memo 14 Nov 1919

~~In the morning~~
The amended rules will need talking through at Carson meanwhile -

? ack receipt - note paras. 3-5-6-7- + say that the Rules will be examined -

accept
30.10.19
W.C.S. 30.10.19

W Calder (on return)

Will you please look through these rules?

be sent, in any event send copies to help for info -

sequent Paper.
ml
61949

will take copies.

accd

7.11.9

Mr. Borthwick

I have read through the letter which
 contains no alterations of any importance
 that noted in paragraph 2 of the letter. The subject
 of this letter lies in paragraph 7 & the list of
 names appended. Apparently there has already
 been a split. The Secretary is a new man
 who was not even mentioned in the
 letter on 43437 & is quite different from the
 Mr Roberts who was then designated for
 Secretary. One of the "reorganized staff"
 the only one who was mentioned as an
 expert on 43437, is Mr R. Southby. I know
 he is a special friend of Col. Ridge. He rather
 looks as if all the other aspects have
 settled down. However we deliberately decided
 not to concern ourselves in the selection
 of a man to interfere. I do not think
 any further letter to Col. Ridge as necessary.
 I have also written a few of the rules
 for the staff, and copied the notes with
 the list of names to the D.O.

To Col. 10.11.89 etc

John Child in the LF to Gen. a copy of
the report on 51672

This scheme was first submitted by Lt Col. W. Hughes Budge in Dec. 1914

and submitted for consideration to the
governing authorities for
his scheme. The consideration of it
by the Colonial Office was deferred

pending receipt of the East African
and Settlements Committee's report.

On 23 February 1919 the Board of Trade
(Industries & Manufactures Dept.)

forwarded a copy of the scheme
stating that so far as the promotion
of flora growing was concerned the
Board considered it most desirable
that the scheme should receive all
possible support, and suggesting that
the Governor should be consulted. The
Governor replied by telegram.

DRAFT

MINUTE.

- Mr. [unclear]
- Mr. [unclear]
- Mr. Griffith
- Sir R. Lambert
- Sir H. Kitchin
- Sir G. P. [unclear]
- Col. Amory
- Lord Milner

that he was a ~~... ..~~ and a ~~... ..~~ could
be arrived at ~~... ..~~ all possible
assistance ~~... ..~~ marked
with ~~... ..~~ what ~~... ..~~
with ~~... ..~~ 25,000
a ~~... ..~~ could be
based at a ~~... ..~~ that
capital available could be used for development,
that native labour was the scarce but that
he presumed the scheme would take many
months to develop.

The scheme was then submitted by the
Ministry of Labour to the Treasury, but the
Treasury refused to advance public money
for a commercial ~~... ..~~. The scheme was
then redrafted by Lt. Col. Ridge on the
basis that the capital required should
be subscribed by the members. It was
considered by the Empire Glass Development
Committee which reported that "from the
investigation, that it has made, the Committee
is of the opinion that the production of glass in
British East Africa is a sound and profitable

undertaking. It feels, it might, however,
be pointed out that although glass
would be the mainstay of the
settlement proposed by Lt. Col. Ridge,
it must be remembered that
the ~~... ..~~ will have
to be given and this ~~... ..~~
might be given to the
necessity for rotation in farming
"for producing foodstuffs." The

DRAFT.

MINU.

Mr.

Mr.

Mr.

Mr. H. ...

Sir H. R. ...

Sir G. E. ...

Mr. ...

Lord ...

... which was again
submitted to the Governor, who
replied that ~~... ..~~ May that a
had nothing to add to his
previous telegram, except that the
rent would be 60 cents per acre
revenue 1946 and any ~~... ..~~
subsequent years at the ~~... ..~~
of July Lt. Col. Ridge submitted a copy of
the ~~... ..~~ of the locality which was
proposed to form under the Industrial
and Provident Society Act, No. 22, 1917,

he stated that the proposals were accepted
 by a meeting of disabled officers held in
 London on June 16th & a Committee appointed
 to carry the scheme into effect; the capital
 subscribers to the full amount of £500 per
 member had already been received from the
 entire flat, number of Officers, & the
 Committee had been successful in securing
 the assistance of several Officers of profound
 experience. Some correspondence ensued
 regarding the details of the scheme with
 Col Ridge & with the Ministry of Labour.
 Mr Macdonald, late Director of Agriculture, &c.,
 was consulted & had a meeting with the
 Committee at which he emphasized the
 importance of going in for mixed farming &
 not concentrating on one crop like flax.
 On 23rd September the scheme was
 approved by the Secretary of State on condition
 that the following points were brought clearly
 to the notice of each applicant & the
 membership
 each applicant should be informed
 "to be used to be used"

The Ministry of Labour (Agriculture
 Branch) are making arrangements
 conjointly with the Board of
 Agriculture for the training of
 Officers & the
 members of the
 special committee has been
 appointed for the purpose of
 selecting candidates, supervising
 training arrangements and
 assessing training grants. The
 training grants & fees are coming
 from imperial funds under the
 provisions of the Royal Warrant of
 Pensions (Officers)

DRAFT

MINUTE.

- Mr.
- Mr.
- Mr.
- Mr. G. G. G.
- Mr. G. G. G.
- Mr. G. G. G.
- Mr. G. G. G.
- Mr. G. G. G.
- Mr. G. G. G.

British East Africa Disabled Officers' Colony, Ltd.

Registered Office: 10, OLD JEWRY CHAMBERS, LONDON, E.C.2

61943

28th October, 1919.

Ref. 1/9

29 19

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The Colonial Secretary,
Colonial Office,
Whitehall, S.W.

Sir,

In reference to your letter of the 23rd September (Reference 50416/1919) I beg to enclose you herewith 6 amended copies of the Registered Rules of this Society.

All the para's mentioned in the above quoted letter have been complied with.

I particularly wish to draw your attention to para' 24 in our Registered Rules, which now distinctly states that the total amount of Loans at any one time shall not exceed £100,000.

The above amount has been laid down in accordance with the Registrar's wishes.

At a General Meeting held at Caxton Hall on the 23rd inst. at which 50 members were present, 30 of the Officers were selected to undergo training forthwith - these are in training at the present moment - and the balance have been selected to start their training on November 12th.

Another Selection Committee to elect the balance of the members of this Society will very shortly sit, and they will in turn be allotted their training vacancies.

Owing to unforeseen circumstances, it was found that some of the staff were unable to continue their duties, and our reorganized staff is as follows :-

W. HUGHES RIDGE Managing Director.
Stanley Kaufman . Assistant " "
C. Baines. " "
W. Hogarth.
R. Southby.
A. G. Southby.

28-10-19

A. Hart.
V. H. Wallace.
N. C. Yonge.
F. G. N. Alexander (Secretary)

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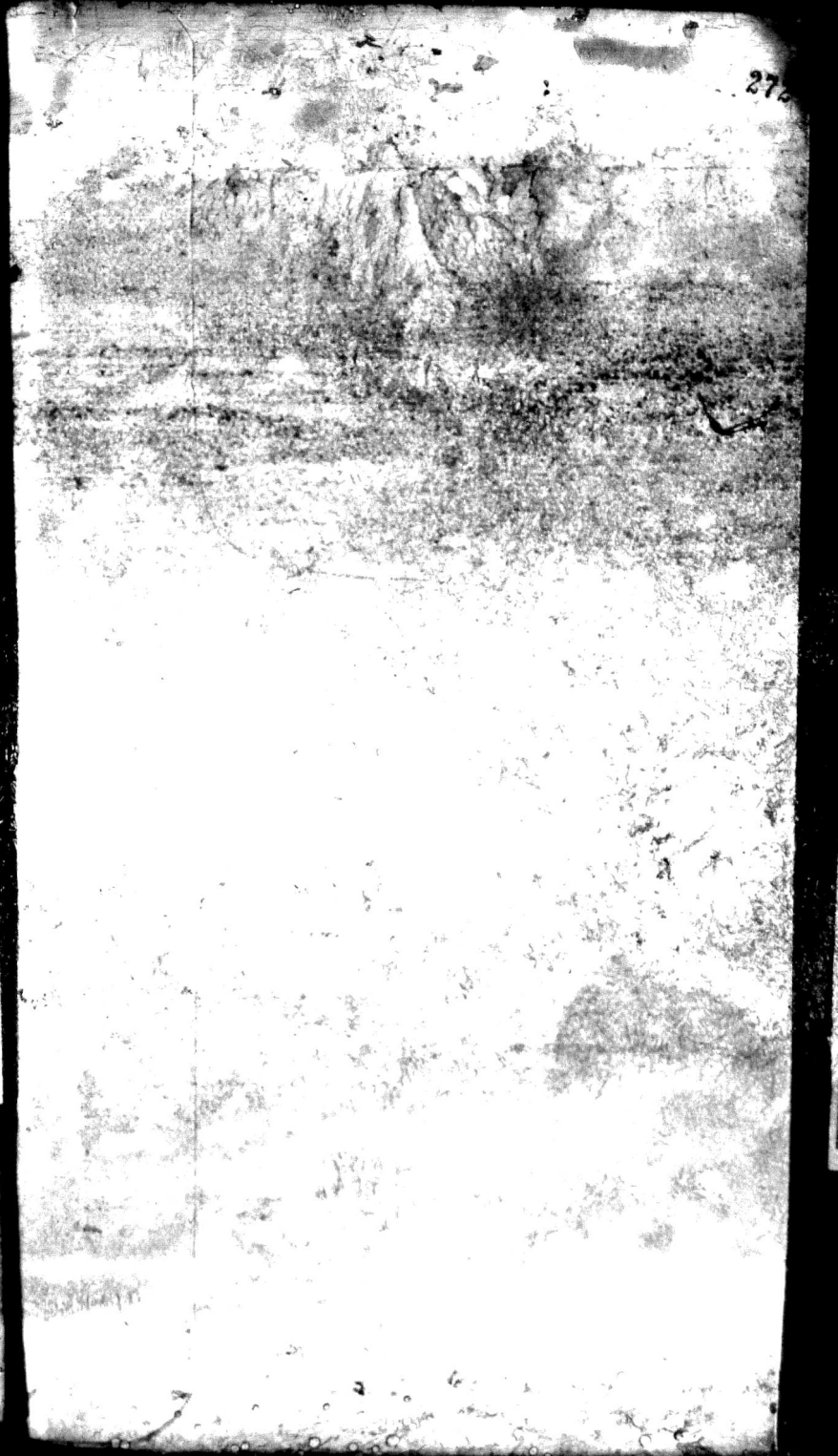
I have the honour to be,

Sir,

Your obedient servant,

W. H. R. R. R.

Managing Director.



Colours of 1/2
61900/19

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RULES
OF THE
BRITISH EAST AFRICA
DISABLED OFFICERS' COLONY
LIMITED.

Registered under the Industrial and Provident Societies Act, 1893

REGISTERED NO.
1305 K. LONDON.

Registered Office—
10 OLD JEWRY CHAMBERS, E.C.

BOYLE, SON & WATKINSON, LTD., PRINTERS & G. 117, LANE, E.C.

RULES
OF THE
**British East Africa
Disabled Officers' Colony**
LIMITED.

NAME AND OBJECTS

1. The Society shall be called "The British East Africa Disabled Officers' Colony, Limited."

REGISTERED OFFICE.

2. The Registered Office of the Society shall be at 10, Old Jewry Chambers, E.C. 2 in County of London. In the event of any change in the situation of the Registered Office notice of such change shall be sent within 14 days thereafter to the Registrar in the form prescribed by the Treasury Regulation.

USE OF NAME.

3. The registered name of the Society shall be kept painted or affixed on the outside of every office or place in which the business of the Society is carried on in a conspicuous position in letters easily legible and shall be engraved in legible characters on its Seal and shall be mentioned in legible characters in all notices, advertisements and other official publications of the Society and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society and in all bills or parcels, invoices, receipts and letters of credit of the Society.

OBJECTS.

4. The objects of the Society shall be to establish in British East Africa or elsewhere and carry on the industries, businesses or trades of flax growing and the production and manufacture of flax fibre and tow and other allied products to establish farms and colonies in any part of the British Dominions for the benefit of disabled officers and others and to carry on all branches of farming and agriculture which can be conveniently carried on either in connection with the production and manufacture of flax fibre and tow or independently thereof.

POWERS.

5. The Society shall have the following powers:—

- (a) Power to lease or purchase any lands in British East Africa or elsewhere suitable for the purposes aforesaid and in particular an area of about 25,000 acres of land near Kerecho in the British East Africa Protectorate which is intended to be appropriated by the Government of British East Africa for development by the Society and to cultivate, manage, sell, lease and underlet the same either to the members of the Society or others, subject to such restrictions and conditions as may be contained in the leases or deeds of grant under which the same may be held.
- (b) Power to erect, maintain and repair all such factories and buildings as may be necessary and convenient for the establishment of a Settlement of the Members in British East Africa, and for the development of the Society's undertaking and to purchase, supply, sell and deal in machinery, tools, seed, oxen, horses and other animals, and all other things required for the purpose of the undertaking and the use of the members, and to establish and carry on canteens and supply stores.
- (c) All such other powers of trading and dealing in the products of the Society's undertaking and such other powers as are necessary and convenient to carry out the general purposes of its undertaking as defined by these rules.

MEMBERSHIP.

6. The members shall consist of the persons by whom the application for registration is signed and such other persons as have applied for membership and are considered by the Action Committee hereinafter mentioned to possess the physical and other qualifications likely to qualify them to become successful settlers in British East Africa. As far as possible, preference shall be given to officers who have held commissions in the Army and who have been wounded or physically disabled as the result of military service. Members shall be admitted in such numbers as may be fixed by the Managing Committee from time to time with due regard to the land available for settlement.

MEMBERSHIP UNDERTAKING.

7. Every member is required to sign a membership undertaking in the form appended to these rules.

Every member (including the signatories to the rules) shall hold one share, but no member shall hold an interest exceeding £200 in the shares of the Society.

CAPITAL.

8. Each share shall be of the value of £200, of which £100 shall be paid upon admission to membership to such persons and at such time and place as the Managing Committee shall appoint, and the remaining sum of £100 shall be called up at such times and in such sums as the Managing Committee shall from time to time determine.

CALLS.

9. One month's notice of any further call shall be given specifying the time and place of payment and to whom the same shall be paid.

FORFEITURE.

10. If any member fail to pay any call on or before the day appointed for the payment of the same the Managing Committee may at any time thereafter if the call remains unpaid serve a notice on the member in writing requiring him to pay the same on a particular day at a particular place. If the member fails to comply with such notice he will be liable to be expelled and in case the first instalment of such notice are not complied with the share in respect of which such notice has been given may at any time thereafter be forfeited by a resolution of the Managing Committee to that effect and may thereupon be cancelled.

LIEN.

11. The Society shall have a first and paramount lien upon all shares whether fully paid up or not for the debts, liabilities and engagements of the member in whose name the same are registered whether the period for the payment (fulfilment or discharge) thereof shall have actually arrived or not and may set off any sums credited to the member thereon in or towards payment of such debts.

WITHDRAWAL.

12. The shares of the Society shall be withdrawable in manner hereinafter mentioned.

MANAGEMENT MEMBERS.

13. Such a number of members as the Managing Committee may determine shall be appointed to perform duties of management and other special duties and shall be known as "Management Members." Management Members shall not receive an allotment of any part of the land of the Society in the first instance and shall receive such salaries in respect of the performance of their special duties as the Managing Committee may determine. If and so soon as an allotment of land is made to them they shall be treated as farming members in respect of any division of surplus profits.

FARMING MEMBERS.

14. The remainder of the members shall undertake the duty of supervising under the direction of the Managing Committee the cultivation of the Society's land either generally or in respect of a special area allotted for purposes of such supervision to one or more particular member or members (hereinafter called "a special area") and shall be known as "Farming Members."

PURCHASE OF LAND

15. A Farming Member to whom a special area of land has been allotted shall have the right to purchase the land... the sum subscribed on his shares which shall be repaid to a withdrawing member subject to the following regulations:-

In case of difference the price shall be fixed with due regard to the provisions of this rule by a Valuer appointed by Governor of British East Africa.

On the completion of the purchase the Society's interest under the Crown Grant or Lease shall be converted or assigned to the Purchasing Member subject to all conditions and burdens attaching thereto.

RETIREMENT

16. Every member shall be entitled and in case he shall fail to perform the terms of his membership undertaking or in case the Managing Committee shall consider that his continuance as a member of the Society is for any reason detrimental to the success of the Society's undertaking, may be required to retire from membership and to withdraw the sum subscribed on his shares which shall be repaid to a withdrawing member subject to the following regulations:-

(a) Except as hereinafter mentioned no member shall be entitled to retire from membership or to withdraw his capital till the expiration of five years from the date of his admission to membership.

(b) Any member who may be entitled at the expiration of five years from the date of his admission to membership or may at earlier date be permitted by the Managing Committee for any special reason to retire from membership shall be entitled to withdraw and shall subject to the provision of sub-clause (c) of this rule be paid the sum subscribed on his shares. He shall not be entitled to any payment on account of the current year's profits, but the Managing Committee shall be at liberty at their discretion but shall not be bound to grant to him an additional sum by way of bonus if they consider it equitable in the circumstances to do so.

(c) Any member who may in manner hereinafter provided be required by the Managing Committee to retire from Membership shall be entitled to be paid such compensation as may be agreed

between such member and the Managing Committee or in default of agreement determined by arbitration in manner provided by Rule 59 having regard to the sum subscribed upon the shares of such member and the state, condition and value of any special area which may have been allotted to him and the other circumstances of the case.

(d) Before requiring any member to retire from membership the Managing Committee shall give notice in writing to such member of the retiring in which a resolution requiring him to retire shall be proposed stating the grounds upon which they consider that his continuance is detrimental to the success of the Society and shall be signed by the majority of the members of the Managing Committee and shall be served or in writing. Such notice as aforesaid shall be duly served if left at the member's residence or posted not less than one calendar month before the date of the meeting. The decision of the Managing Committee shall be final.

(e) Except upon a dissolution the Society shall not be bound to repay in cash any capital which a member has become entitled to withdraw except for the purpose of enabling a farming member so entitled to become the purchaser of an area of land under Rule 15, but may do so at the discretion of the Managing Committee.

SHARE REGISTER.

17. The Committee shall keep a Share Register in which shall be entered the name of the member to whom the share is allotted and such other particulars including the amount paid upon such shares as the Committee direct, and if the share is cancelled or withdrawn as provided by these rules the date of such withdrawal or cancellation.

NOMINATIONS.

18. (1) Every member of the Society not being under the age of 16 years may, by writing under his hand delivered at or sent to the registered office of the Society during the lifetime of such member or made in any book kept thereat, nominate any person or persons to or among whom there shall be transferred at his decease such property in the Society as may be his at the time of his decease (whether in shares, loans, or deposits, or otherwise), or so much thereof as is specified in such nomination, if the nomination does not comprise the whole. If on the death of the nominator the amount of his property in the Society comprised in the nomination exceeds one hundred pounds the nomination shall be valid to the extent of the sum of one hundred pounds, but not further or otherwise:

Provided that a person so nominated shall not be an officer or servant of the Society unless such officer or servant is the husband, wife, father, mother, child, brother, sister, nephew, or niece of the nominator.

(2) A nomination so made may be revoked or varied by a subsequent nomination signed and delivered or sent or made as aforesaid.

any similar document in the nature of a revocation or variation under the hand of the nominator so delivered, sent, or made as aforesaid, but shall not be revocable or variable by the will of the nominator or by any codicil thereto.

(3) The Society shall keep a book wherein the names of all persons so nominated and all revocations or variations (if any) of such nominations shall be recorded, and the property comprised in any such nominations to an amount not exceeding one hundred pounds shall be payable or transferable to the nominee although the rules of the Society declare the shares not to be transferable.

(4) The marriage of a member of the Society shall operate as a revocation of any nomination made by him before such marriage, provided that in the event of an officer of the Society having transferred any property of a member to a nominee, in ignorance of a marriage contracted subsequent to the date of the nomination the receipt of the nominee, shall be a valid discharge to the Society, and the Society shall be under no liability to any other person claiming such property.

PROCEEDINGS ON THE DEATH OF A MEMBER.

19. (1) On receiving satisfactory proof of the death of a nominator, the Committee of the Society shall, subject to the limitation on amount herebefore mentioned, either transfer the property comprised in the nomination in manner directed by the nomination, or pay to every person entitled thereunder the full value of the property given to him, unless the shares comprised in the nomination, if transferred as directed by the nominator, would raise the share capital of any nominee to a sum exceeding two hundred pounds, in which case they shall pay him the value of such excess.

(2) Where a nominee who is nominated under the provisions of the Industrial and Provident Societies (Amendment) Act 1913, is under 16 years of age, the Society may pay the sum nominated to either parent, or to a guardian of the nominee, or to any other person of full age, who will undertake to hold the same on trust for the nominee or to apply the same for his benefit and whom the Society may think a fit and proper person for the purpose, and the receipt of such parent, guardian, or other person shall be a sufficient discharge to the Society for all moneys so paid.

3) If any member entitled to property in the Society in respect of shares, loans, or deposits, not exceeding in the whole, at his death, £100, dies intestate without having made any nomination thereof then subsisting, the Committee may, without letters of administration, distribute the same among such persons as appear to them, on such evidence as they deem satisfactory, to be entitled by law to receive the same.

If any such member is illegitimate, and leaves no widow, widower, or issue, the Committee shall deal with his property in the Society as the Treasury shall direct.

DEATH DUTIES

20. (1) If the principal value of the estate in respect of which estate duty is payable, of any deceased member of the Society, exceeds one hundred pounds, any property or money to be transferred or paid as aforesaid, without probate or administration, shall be transferable only as part of the amount on which that duty is charged, and the trustees of the Society, before making any such transfer or payment, shall obtain a statutory declaration by the claimant or one of them, to the effect that such principal value, including the property or money to be transferred or paid after deduction of debts and funeral expenses, exceeds one hundred pounds.

(2) If the principal value of the property or money to be so transferred or paid exceeds eighty pounds the Committee of the Society shall, before making any transfer or payment to any person other than the legal personal representative of the deceased member, obtain from one of a certificate from the Commissioners of Inland Revenue of the amount of the estate duty, and a duly stamped receipt for the succession or legacy duty payable in respect of the property or money so transferred or paid, or a certificate that no estate succession or legacy duty is payable thereon.

INSANE OR LUNATIC MEMBER.

21. If a member or person claiming through a member becomes insane, and no committee of his estate or trustee of his property has been duly appointed, the Society (acting through its Committee) may, when it is proved to the satisfaction of the Committee of the Society that it is just and expedient so to do, pay the amount of the shares, loans and deposits belonging to such member, to any person whom they shall judge proper to receive the same on his behalf, whose receipt shall be a good discharge to the Society for any money so paid.

PAYMENT TO PERSONS APPARENTLY ENTITLED.

22. All payments or transfers made by the Committee, under the above provisions with respect to payments or transfers to, or on behalf of a deceased or insane member, to any person who at the time appears to the Committee to be entitled thereunder shall be valid and effectual against any demand made upon the Committee or Society by any other person.

BANKRUPTCY OF MEMBERS.

23. If any member becomes bankrupt, his property in the Society shall be transferable or payable to the trustees of his property.

LOANS IN GENERAL.

24. The Managing Committee may obtain loans for the purposes of the Society from time to time from any person whether a member of the Society or not upon such security and such terms of repayment as they may think fit and any security or certificate of indebtedness or other agreement or document relating to any such loan shall be signed on account of the Society by such persons as the Managing Committee direct from time to time. The total amount of loans so obtained whether from members or otherwise and upon security selected by the Committee shall not exceed £100,000 at any one time.

SETTLEMENT LOAN STOCK IN PARTICULAR.

24. The Managing Committee may secure the repayment of money lent by members by the issue of "Settlement Loan Stock" carrying such rate of interest as the Managing Committee may determine subject to the conditions following:-

- (a) The Stock shall be secured by certificates of indebtedness under the hands of two members of the Committee and the Secretary stating the amount of Settlement Loan Stock standing to the credit of the respective holders.
- (b) The Stock shall carry interest payable half-yearly at such rates per annum as may be fixed from time to time prior to the issue thereof by the Managing Committee.
- (c) The Stock shall not confer a right to demand payment of the principal from the Society unless the interest arrears have accrued for two consecutive years or in the event of the liquidation of the Society or in any of the events provided for by Rule 25.
- (d) The Committee shall keep a register of the holders of Settlement Loan Stock for the time being containing such particulars as they direct from time to time.
- (e) Settlement Loan Stock shall be redeemable by instalments out of the profits of the Society in manner provided by Rule 27.
- (f) The Managing Committee shall be entitled to require every candidate for membership to subscribe for and take up on election a sum not exceeding £400.

POWER TO REPAY SETTLEMENT LOAN STOCK.

26. In case any member shall be entitled or for any special reason be permitted or shall be required by the Managing Committee to retire from membership such member shall be entitled to be repaid the amount due from the Society on any Settlement Loan Stock standing in his name on the register, and in case a Farming Member shall become entitled to purchase an area of the Society's land under the provisions of Rule 16 he shall be entitled to have the amount due to him on any Settlement Loan Stock standing in his name on the register applied in part payment of the purchase money payable to the Society on the completion of his purchase.

APPLICATION OF PROFITS

27. The profits arising from the business of the Society after providing for the interest upon any loans or any Settlement Loan Stock outstanding according to the rates respectively agreed to be paid shall be applied as follows:-

- (a) Such a proportion of the profits as the Managing Committee may from time to time determine shall be set aside as a Reserve Fund or Reserve Funds applicable at the discretion of the Managing Committee in or towards the gradual liquidation of Settlement Loan Stock or any other debt or liability of the Society or for meeting depreciation or any other contingency.

(b) Subject to the provision of such Reserve Funds there shall be paid out of the profits in the first place interest at the rate of 7 1/2 per cent. per annum on the paid-up Share Capital of the Society.

(c) Unless provision has been made by the Managing Committee to set aside a Reserve Fund of at least 15 per cent. of the original amount of such Stock in each year applicable to the cost of the gradual liquidation of Settlement Loan Stock, the remainder of the profits shall next be applied in the liquidation of Settlement Loan Stock by making a 10 per cent. reserve and then paying 15 per cent. of the original amount of such Stock in any year to the holders of Settlement Loan Stock outstanding.

(d) Any surplus of profits may be applied in dividend among the members or may be carried forward at the discretion of the Managing Committee. In their application determining the amount of such dividend and such dividend determined by the Managing Committee 20 per cent. of such part of the surplus as the Managing Committee may decide to distribute among the members shall be divided between the Management Members in proportion to their salaries, 60 per cent. shall be divided equally among the Farming Members and the remaining 20 per cent. shall be distributed in such manner as the Managing Committee may consider equitable.

ORDINARY GENERAL MEETINGS.

28. The first Ordinary General Meeting shall be held at such time as is fixed by the persons whose names are appended to these rules and the subsequent meetings shall be held in the month of February or March in each year in such place and upon such day and hour as are fixed by the resolution of the Managing Committee.

FUNCTIONS OF ORDINARY GENERAL MEETINGS.

- 29. The functions of Ordinary General Meetings shall be:
 - (a) To receive from the Managing Committee, the Auditor or any other officers of the Society reports upon the business of the Society and the state of its affairs.
 - (b) The election of officers and Committeemen, except so far as the election of officers is given by the rules to the Managing Committee.
 - (c) The transaction of any other general business of the Society which appears on the agenda for such meeting.

NOTICE OF MEETING.

30. Notice of the time of the first Ordinary General Meeting and the place where it is to be held shall be given in such manner as the Managing Committee may determine and the like notice of every subsequent Ordinary General Meeting shall be given by fixing such notice in the Head Office of the Society in British East Africa and sending the same by post to the registered address of each member or by handing the same to him not less than five days before the day of meeting.

SPECIAL GENERAL MEETINGS.

31. Special General Meetings shall be convened by the Secretary either on an order of the Managing Committee or upon a requisition in writing signed by not less than five members and sent to the Secretary and shall be held at such time and place as the Managing Committee may determine or if the Managing Committee gives no direction at the time and place at which general meetings are usually held.

NOTICE OF SPECIAL GENERAL MEETINGS.

32. Notices convening a Special General Meeting shall state the time and place thereof and every purpose for which it is convened and shall be given in the manner as matters of Ordinary General Meetings are directed to be given except in any case of emergency the Managing Committee may determine to give a shorter notice to be given.

QUORUM OF GENERAL MEETINGS.

33. The quorum of the first Ordinary General Meeting shall be forty members and unless otherwise determined by a previous General Meeting the quorum of any subsequent General Meeting shall consist of fifteen members. If a quorum is not present within one hour from the time fixed for a Special General Meeting convened on the requisition of members the meeting shall be dissolved but in the case of an Ordinary General Meeting or a Special General Meeting convened by order of the Managing Committee the same shall stand adjourned for the week following at the same time and place and the meeting so adjourned may proceed to business whatever number of members may be present.

ADJOURNMENT.

34. Any General Meeting duly constituted may adjourn to such place at such time within thirty days as the members present direct and may continue any such adjournment from time to time. No business shall be brought on at any adjourned meeting which could not be transacted at the original meeting and the same notice shall be given of any meeting adjourned for more than fourteen days as was required for the original meeting.

CHAIRMAN.

35. At every meeting at which the Chairman of the Managing Committee is present he shall take the Chair and in his absence the members present shall elect a Chairman.

OFFICE.

36. At General Meetings every member shall have one vote and the Chairman shall have a vote and in case of equality a casting vote.

HOW VOTES SHALL BE TAKEN.

37. Subject to a demand of a poll as herein provided every question shall be decided by a show of hands. A poll may be demanded either before or immediately after a show of hands by not less than five members. A declaration by the Chairman that a resolution has been carried or not

carried by a particular majority and an entry to that effect in the minutes of the Society shall be conclusive evidence of the facts without proof of the number or proportion of votes recorded in favour of or against such resolution. If a poll be demanded in the manner above mentioned it shall be taken at such time and in such manner as the Chairman may appoint and the result of such poll shall be deemed to be the resolution of the Society in General Meeting.

PROVISIONAL COMMITTEE.

38. Until the first Ordinary General Meeting the signatories to the application for registration shall perform the functions of the Managing Committee.

MANAGING COMMITTEE.

39. The business of the Society shall be conducted by a Managing Committee consisting of ten members of whom one shall be nominated by the Governor of British East Africa (hereinafter called the Governor's nominee) and the remainder shall be elected by the Society in General Meeting in manner hereinafter mentioned.

ELECTION OF FIRST MANAGING COMMITTEE.

39A. At the first General Meeting of the Society the Managing Committee other than the Governor's nominee shall be elected by the members present and thereafter the following provisions shall apply:—

- (a) At every Ordinary General Meeting one half of the Committee-men exclusive of the General Manager and the Governor's nominee shall retire and a corresponding number shall be elected.
- (b) Retiring members of the Managing Committee shall hold office until their successors have been elected and shall be eligible for re-election.

(c) Except in the case of members of the Managing Committee who retire and offer themselves for re-election nominations for the Committee must be in writing and must be received at the Registered Office of the Society or at its principal office in British East Africa not later than the 14th day of January in each year.

Every nomination must state clearly the full name and address of the member nominated and be signed by the member who nominates.

(d) The Managing Committee shall determine which of their members shall retire at the next election of members of the Managing Committee after the first and thereafter the members who have been longest in office shall retire at each ordinary general meeting.

(e) Any member of the Managing Committee other than the Governor's nominee may be removed at any time by resolution of a majority of the members present at any General Meeting called for that purpose, and if so removed shall not be eligible to fill any vacancy so created.

(f) The office of a member of the Managing Committee shall be vacated.

- (1) if he become a bankrupt;
 - (2) if he become a lunatic or of unsound mind;
 - (3) if he absent himself from the meetings of the Managing Committee during a period of six calendar months without special leave of absence from the Managing Committee;
 - (4) if by notice to the Managing Committee that he resigns his office.
- In case of any vacancy so caused or arising in consequence of the death of a member or his removal from office the Governor of British East Africa or the Managing Committee in the case only as shall have power hereunto be done in special any member to fill the casual vacancy. A member of the Managing Committee other than the Governor's nominee appointed under this rule shall retire at the Ordinary General Meeting at which the member whose place he fills would have retired.

CHAIRMAN

40. The General Manager of the Society appointed in manner herein as mentioned shall be *ex-officio* Chairman of the Committee and Chairman of the Society.

QUORUM

41. The quorum of a Meeting of the Committee shall consist of five members.

PROCEDURE

42. The Managing Committee shall meet at such times and places as they may determine.

No member of the Committee shall vote on a question in which he is personally interested.

If the Chairman of the Committee shall be absent from the meeting the members of the Committee present shall elect their own Chairman.

The majority of votes shall decide and in case of any inequality of votes the Chairman shall have a second casting vote.

42a. The Governor's nominee shall be entitled to exercise in relation to the business of the Society such powers of supervision and control as the Governor may consider desirable.

GENERAL POWERS OF THE COMMITTEE

43. The Committee shall, subject to the exercise by the Governor's nominee of any powers of supervision or control conferred on him as aforesaid, control all business carried on by or on account of the Society and shall from time to time engage, remove or discharge all Managers, Management Members or employees of any description required to conduct any such business and shall fix their duties, salaries or other remuneration as they shall determine. They may frame Bye-laws for the regulation of the Society's undertaking, and may generally exercise any power which can be exercised by the Society other than such as by

the law for the time being relating to Industrial and Provident Societies is required to be exercised in General Meeting and so that in the exercise of any power they do nothing inconsistent with any previous resolution of the Society in General Meeting.

GENERAL MANAGER

43a. The Managing Committee appointed at the first General Meeting of the Society shall at their first meeting thereafter appoint a member of the Committee to be General Manager at such remuneration and on such conditions of service and with such powers as they may determine. He shall hold office for the term of five years unless removed by a resolution passed by a majority of not less than two thirds of such members of the Society for the time being entitled under these rules to vote, as may have voted at a General Meeting of which notice specifying the intention to propose such resolution has been duly given according to the rules.

During his term of office the General Manager shall not be subject to the provisions of these rules as to retirement by rotation.

At the expiration of the term of office of the first General Manager the Managing Committee shall elect out of their number some person to be General Manager and shall fix the term for which he shall hold office and his remuneration, powers and the other conditions of his service and the retiring General Manager shall be eligible for re-election.

DUTIES OF THE COMMITTEE

44. It shall be the duty of the Managing Committee to convene all meetings of the Society according to the rules thereof, to provide proper books for entering the accounts and business carried on on behalf of the Society and of the minutes of all meetings thereof and of their own proceedings and for making all such entries which are hereby required or as any General Meeting may direct.

PRESIDENT

45. The President or any other officer of the Society shall be elected by the Annual General Meeting from time to time and shall hold office for one year, but shall be eligible for re-election.

SECRETARY

46. There shall be a Secretary of the Society who shall summon and attend all meetings of the Society and of the Managing Committee and shall keep the minutes thereof in such manner as the Managing Committee direct and shall make all such reports relating to the business of the Society and keep all such accounts as the Committee require. The Secretary shall keep all books relating to shares, loans or Settlement Loan Stock required to be kept under the rules of the Society and shall receive all contributions, fines and other payments due from the members of the Society, keep the accounts thereof and pay over the amounts so received as the Managing Committee direct. The Secretary shall prepare and send all returns required to be made to the Registrar and shall in all things act in discharge of his duties under the direction and control of the Managing Committee by whom he shall be appointed and removed and by whom his salary shall be fixed.

SEAL.

47. The Seal of the Society shall be a steel engraving Seal with the name of the Society thereon and shall be kept in the custody of the Secretary or some other person. The Managing Committee shall direct and control the use of the Seal and the authentication of the Minutes and other documents by the signature of the Secretary or some other person and the counter signature of the Secretary or some other person of the Society as the Managing Committee direct.

ADVISORY COMMITTEE.

48. The Managing Committee shall from time to time appoint an Advisory Committee consisting of persons of expert knowledge in the matters connected with the business and other persons who are able from their position and other resources to further the Society's operations by their advice and assistance. Such persons shall not be members of the Society but may be resident in British East Africa or elsewhere. The Advisory Committee shall consist of such number of members who shall hold office for such period, perform such functions in addition to the functions (if any) provided by these rules as the Managing Committee may determine subject to the terms of any resolution of the Society in General Meeting upon the subject.

SELECTION COMMITTEE.

49. The Managing Committee shall also appoint from time to time and remove such persons (not exceeding two) to act with a person to be appointed by the Ministry of Pensions as a Selection Committee to consider the application of and interview candidates for membership and to determine in consultation with the Management Committee which candidates ought to be accepted and admitted to membership. The decision of the Selection Committee under this rule shall be final.

AUDIT.

50. The Managing Committee shall once at least in every year submit the accounts of the Society together with the annual return up to the 31st of December then last past for audit to one or more of the public auditors appointed under the provisions of the Industrial and Provident Societies Acts, who shall not hold any other office in connection with the Society. Such Auditors shall have access to all the books, deeds, documents and accounts of the Society, and shall examine the balance sheets showing the receipts and expenditure, funds and effects of the Society and verify the same with the books, deeds, documents, accounts and vouchers relating thereto and shall either sign the same as found by them to be correct duly vouched and in accordance with the law or else report to the Society in what respects they find them incorrect, unvouched or not in accordance with the law.

The Committee of Management shall lay before the Annual Meeting the accounts and annual return audited as aforesaid, and any report of the auditor or auditors.

BALANCE SHEET.

51. The Society shall keep a copy of the last balance sheet for the time being together with the report of the Auditor or Auditors, always hung up in a conspicuous place at its registered office.

INSPECTION OF ACCOUNTS.

52. Any member or person having an interest in the funds of the Society shall be allowed to inspect his own account and the books containing the names of the members at all reasonable hours at the registered office of the Society or at any place where the same are kept subject to such regulations as to the time or manner of such inspection as may be made from time to time by the general meetings of the Society.

ANNUAL RETURNS.

53. Every year not later than the 31st March the Secretary shall send to the Registrar the annual return, in the form prescribed by the Chief Registrar of Friendly Societies, as required by the Industrial and Provident Societies Act 1893, of the receipts and expenditure, funds and effects of the Society. The annual return shall be made up to the date of the Society's last published balance sheet, provided that the date is not more than four months before or one month after the 31st December then last, or otherwise to the 31st day of December inclusive, as audited and laid before the annual meeting, showing separately the expenditure in respect of the several objects of the Society. The Secretary shall send to the Registrar together with the annual return a copy of any report of the auditors, and a copy of each balance sheet made during the period included in the return.

Such return shall state that the audit has been conducted by a public Auditor or Auditors appointed under the Industrial and Provident Societies Act 1893, and by whom, and shall state the manner in which and the authority under which he is or they are appointed.

COPIES OF ANNUAL RETURNS.

54. It shall be the duty of the Committee of Management to provide the Secretary with a sufficient number of copies of the annual return for supplying gratuitously every member or person interested in the funds of the Society on his application, with a copy of the last annual return of the Society for the time being; and it shall be the duty of the Secretary to supply such gratuitous copies on application accordingly.

TRIENNIAL RETURNS OF SHAREHOLDERS.

55. The Secretary shall, once at least in every three years, make out and send to the Registrar, together with the annual return for the year, a special return signed by the Auditor or Auditors, showing the holding of each person in the Society (whether in shares or loans) at the date to which the annual return is made out.

Provided that where such persons are in the list of members kept by the Society distinguished by numbers it shall be sufficient if they are distinguished in the special return by such numbers, and in that case it shall not be necessary to specify their names.

STATUTORY APPLICATIONS TO THE REGISTRAR.

56. Any ten members of the Society each of whom has been a member of the Society for not less than twelve months immediately preceding the date of the application may apply to the Registrar in the form prescribed by the Treasury Regulations to appoint an accountant or actuary to inspect the books of the Society and to report thereon, pursuant to Section 15 of the Industrial and Provident Societies Act, 1893.

It shall be the right of one-tenth of the whole number of members, or if the number of members shall at any time exceed 1,000, it shall be the right of 100 members, by an application in writing to the Chief Registrar, signed by them in the forms respectively prescribed by the Treasury Regulations.

- A) To apply for the appointment of an inspector or inspectors to enquire into the affairs of the Society and to report thereon, or
- B) To apply for the calling of a special meeting of the Society.

DISSOLUTION OF THE SOCIETY.

57. The Society may at any time be dissolved by the consent of three-fourths of the members, testified by their signatures to an instrument of dissolution in the form provided by the Treasury Regulations, or by winding-up in manner provided by the Industrial and Provident Societies Act.

COPIES OF THE RULES.

58. It shall be the duty of the Committee of Management to provide the Secretary with a sufficient number of copies of the rules, to enable him to deliver to any person on demand a copy of such rules on payment of a sum not exceeding one shilling for non-members, and sixpence for members, and the duty of the Secretary to deliver such copies accordingly.

ARBITRATION.

59. In case any dispute or difference shall arise between the Society or the Managing Committee or any of the officers of the Society and a member or person claiming in right of a member or under these rules touching the meaning or construction of the rules or anything done or to be done thereunder the same shall be referred to the arbitration of a sole Arbitrator to be appointed if the dispute or difference shall arise in England in accordance with the provisions of the Arbitration Act 1889 or any subsisting modification thereof or if the dispute or difference shall arise in British East Africa in accordance with the provisions of the Arbitration Ordinance 1913 of the East Africa Protectorate.

Any such arbitration shall be held in accordance in all respects with the law regulating arbitrations under a submission in the place in which such dispute or difference shall have arisen and if and so far as such law permits the award of the Arbitrator shall be final and the costs of the arbitration shall be borne by such of the parties and in such proportions as the Arbitrator shall determine. In this rule the word "member" includes any person aggrieved who has for not more than six months ceased to be a member.

INVESTMENT.

60. The Society may invest any part of its capital not required to be used for the purpose of capital expenditure in connection with its business in any form of investment or security authorized by Section 28 of the Industrial and Provident Societies Act 1893.

ALTERATION OF RULES.

61. The Rules of the Society may be rescinded or altered or new rules may be made by a special resolution passed and passed in accordance with the provisions of Section 51 of the Industrial and Provident Societies Act 1893. No amendment of rules is valid until registered.

AFFIDAVIT.

FORM OF MEMBERSHIP UNDERTAKING.

HEREBY AGREE

with the British East Africa Disabled Officers' Colony Limited in consideration of my being admitted to be a member as follows:-

- (a) THAT I will, if so required, attend for such period as the Managing Committee may determine a course of instruction in the Flax Industry at one of the centres approved by the Ministry of Labour and as the Managing Committee may direct.
- (b) THAT in case I do not satisfy the Ministry of Labour and the Managing Committee in regard to the proficiency acquired from such Training course, I will resign my membership and shall in that case be entitled to the privilege of withdrawing my capital in manner provided by the rules of the Society in case of a member permitted by the Society to resign.
- (c) THAT when so requested by the Managing Committee I will proceed to the Society's Settlement in British East Africa and remain in the employment of the Society for a period of five years from the date of my admission to membership.
- (d) THAT during the said period of five years I will obey all reasonable directions of the Managing Committee and their officers in regard to the cultivation of any land which may be entrusted to my care and superintendence or the performance of any duties which may be allotted to me.

DATED

19

(Signed)

- W. HUGHES RIDGE.
- C. BAINES.
- A. L. GILL.
- A. A. HART.
- W. HOGARTH.
- S. KAUFMAN.
- R. SOUTHRBY.
- A. G. SOUTHRBY, Secretary.

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21

1 November
October 1919

DRAFT

Sir,

I am at to ack the receipt
of your letter of the 11th
and enclosure

W. H. Ridge

MINUTE.

- Mr. Home 1.11.19
- Mr. Robinson
- Mr. [unclear]
- Mr. [unclear]
- Mr. [unclear]
- Mr. [unclear]
- Mr. [unclear]
- Mr. [unclear]
- Mr. [unclear]
- Mr. [unclear]
- Mr. [unclear]

October 1, ~~and to inform~~
 the [unclear] for graphs 3, 5,
 6 and 7 ~~have been~~ ^{are} noted
 as [unclear] the [unclear]

Draft
revised

of your Society will
 be examined, & if necessary
 a further ~~exam~~ ^{exam} will be sent
 to you concerning any
 points which arise
 in connexion with them

(Signed) G. BRIDGES

DRAFT.

Dear Settlement Office

Sir,

I am able to transmit

to you a copy of the registered rules of the British East Africa Disabled Officers' Colony Ltd. together with a copy of a memorandum regarding the same.

(Signed) H. J. READ.

MINUTE.

11.11.75

- Full
- Summary
- Side
- Pages
- Copy
- U. copy

[Handwritten scribbles and lines]

LF

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