

No. E 5. — THE BRUNEI MALAY SILVERSMITHS GUILD
(INCORPORATION) ENACTMENT, 1959.

The following Enactment by His Highness the Sultan
in Council is published for general information.

STATE OF BRUNEI
ENACTMENT No. 4 of 1959

*An Enactment to incorporate the Brunei Malay
Silversmiths Guild*

D. C. WHITE,
*British Resident,
Brunei.*

It is hereby enacted by His Highness the Sultan in Coun-
cil as follows —

Short title.

1. This Enactment may be cited as the Brunei Malay
Silversmiths Guild (Incorporation) Enactment, 1959.

2.—(1) There shall be constituted a body corporate under the name of “the Brunei Malay Silversmiths Guild” (hereinafter in this Enactment called “the Guild”).

Constitution of
body corporate.

(2) The Guild may sue or be sued in its name and shall have perpetual succession and may enter into contracts and may acquire, purchase, lease, take, hold and enjoy movable and immovable property of every description, and, subject as hereinafter provided and to any rules made pursuant to section 7, and to the provisions of any other written law, may sell, convey, assign, surrender and yield up, mortgage, demise, reassign, transfer or otherwise dispose of any movable or immovable property vested in the Guild upon such terms as to the Guild may seem fit.

3.—(1) The Guild shall have a common seal and may from time to time make, change, alter and make anew that seal as to the Guild may seem fit.

Common seal.

(2) Until a seal is provided under this section, a stamp bearing the inscription “Brunei Malay Silversmiths Guild” may be used as the common seal.

4. The object and general purposes of the Guild are—

Objects and gen-
eral purposes.

- (a) to establish and maintain a place of business in Brunei Town, and, if necessary, branches thereof in the State, for the disposal of articles produced or obtained by the work or industry of its members, being Brunei Malay silversmiths qualified in accordance with rules made under section 7;
- (b) to erect buildings on any immovable property of the Guild, for the purposes of the business or branches thereof, or for the purpose of developing the property of the Guild, and to maintain, repair, alter and reconstruct any such buildings;
- (c) to receive and disburse for the proper purposes of the Guild all sums available for those purposes, whether provided from public funds or contributed by any person, and all sums received in payment of goods or services;
- (d) to raise the standard of craftsmanship among its members;
- (e) to ensure the proper training in silver work of an adequate number of young Brunei Malay men;
- (f) to take all necessary steps to safeguard the interests of members of the Guild;
- (g) to promote all aspects of the business of the Guild; and
- (h) such other purposes as may be provided for by rules made under section 7.

5. The affairs of the Guild shall be managed by a committee constituted in accordance with rules made under section 7 (hereinafter in this Enactment and those rules call-

Committee of
management.

ed "the Committee") and, subject to those rules, the Committee shall have full control of the income and capital funds and the property of the Guild, and shall govern, direct and decide all matters whatsoever connected with the appointment of officers and servants to be paid out of the funds of the Guild and for the administration of the affairs of the Guild and the accomplishment of the objects and general purposes of the Guild and the Committee shall have and may exercise all the powers conferred on the Guild by this Enactment and any rules made hereunder.

Execution of documents.

6.—(1) All deeds, documents or other instruments requiring the seal of the Guild and having received the approval of a majority of the Committee shall be sealed with the common seal of the Guild in the presence of two members of the Committee, who shall sign every such deed, document or other instrument to which the common seal is affixed, and such signing shall be sufficient evidence that the seal was duly and properly affixed and that it is the lawful seal of the Guild.

(2) Any contract or instrument which, if entered into or executed by a person not being a body corporate, would not require to be under seal, may be entered into or executed on behalf of the Guild by a person generally or specially authorised by it for that purpose.

Rules.

7. Subject to the approval of the Sultan in Council, the Committee may make rules —

- (a) to fix the qualifications for membership of the Guild and the amount of share capital and the number of shares that a member shall purchase and also to regulate the sale or surrender of shares;
- (b) to regulate the constitution and proceedings of the Committee, the calling of meetings, the *quorum* necessary for the transaction of business, the voting of the members of the Committee and the procedure for the transaction of business;
- (c) for the appointment of sub-committees;
- (d) for the appointment and remuneration of a secretary;
- (e) to allocate duties to, and to regulate the exercise of executive power by, the Committee, sub-committees and the officers of the Guild;
- (f) to regulate the keeping and presentation of accounts;
- (g) to regulate the conduct of any branches maintained or established by the Guild and the admission of members;
- (h) to regulate the appointment, conduct or dismissal of officers and servants of the Guild;

- (i) to regulate the share capital of the Guild and the number of shares that a member shall purchase;
- (j) to fix responsibility for loss sustained or liability incurred by the Guild;
- (k) to regulate the winding up of the Guild in the event of bankruptcy;
- (l) to regulate the sale of products by members of the Guild;
- (m) to provide for the appointment of a Board of Examiners and its functions, and
- (n) generally to carry out the objects and general purposes of the Guild and of this Enactment.

(2) The rules in the Schedule shall be deemed to have been made under subsection (1) and shall continue in force except in so far as they may be amended or replaced by rules made under that subsection.

Exclusion of operation of Companies Enactment, 1956.

8. The provisions of the Companies Enactment, 1956, shall not apply to the Guild.

Enactment No. 25 of 1956.

SCHEDULE

(*Section 7*)

ARRANGEMENT OF RULES

Rules

- 1. Citation.
- 2. Interpretation.
- 3. Membership.
- 4. Capital and shares.
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- 7. Method of appointments.
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- 15. Death or accident of Member.
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- 18. Bonus.
- 19. Application to rejoin Guild.
- 20. Training.
- 21. Board of Examiners.
- 22. Rules.

Citation.

- 1. These rules may be cited as the Brunei Malay Silver-smiths Guild (Incorporation) Rules, 1959.

Interpretation.

- 2. In these Rules —
“the Board of Examiners” means the Board of Examiners appointed under rule 21;

“the Committee” means the committee referred to in section 5 of the Enactment and constituted under rule 5;

“the Enactment” means the Brunei Malay Silversmiths Guild (Incorporation) Enactment, 1959;

“member” means a member of the Guild in accordance with rule 3;

“the Fund” means the Reserve Fund set up under rule 8.

Membership.

3.—(1) Membership is, in the first instance, open to all Brunei Malay silversmiths who are certified by the Board to be of an adequate standard of skill and proficiency.

(2) Further membership shall, on application, be open annually, on a date to be fixed by the Committee, to —

(a) a young Brunei Malay person who has completed at least two years training under a member; or

(b) a Brunei Malay silversmith, who satisfies the Board of Examiners that his silver work is of the required standard.

Capital and shares.

4.—(1) The share capital of the Guild shall be of an amount to be fixed, from time to time, by the Committee and shall be divided into such number of shares of five hundred dollars each, as may, from time to time, be fixed by the Committee.

(2) Subject to paragraph (3), a member shall purchase a minimum of one share and not more than twenty shares.

(3) The Committee may permit the purchase by a member of more than twenty shares who shall not thereby be entitled to more than one vote at any meeting of the Guild.

(4) A member may surrender his shares to the Guild or, with the permission of the Committee, sell them to another member but to no one else.

(5) A person shall cease to be a member if not in possession of at least one share.

Constitution of Committee.

5.—(1) In addition to any *ex-officio* members, the Committee shall consist of a General Manager, duly appointed under rule 7, who shall be Chairman and not less than four other members also duly appointed.

(2) A Manager shall be duly appointed for each branch of the business of the Guild who shall be an *ex-officio* member of the Committee.

(3) A Treasurer shall be duly appointed who shall be responsible for the accounts of the Guild, and shall be an *ex-officio* member of the Committee.

Annual Meeting.

6.—(1) An Annual General Meeting of the Guild shall be held not later than the 31st day of March in each year.

(2) In order to vote at an Annual General Meeting or at a General Meeting, a member shall be personally present but he shall not vote more than once.

(3) No business shall be transacted at any meeting unless there is present a *quorum* of half the total number of members.

(4) Where an equal number of votes is recorded both for and against a motion, the General Manager shall have and exercise a casting vote.

Method of appointments.

7.—(1) At the Annual General Meeting, there shall be appointed, for one year, by a majority of votes —

- (a) the General Manager,
- (b) the Treasurer and
- (c) members of the Committee.

(2) Branch Managers shall be similarly appointed, or in default thereof, may be appointed by the Committee, in which latter case they shall not hold office until after the next Annual General Meeting.

Accounts, Reserve Fund and Dividends.

8.—(1) Accounts showing the profit and loss of the business of the Guild shall be made up to the 31st day of December in each year and statements thereof shall be presented to the next Annual General Meeting after auditing by an auditor whose name appears in the list of auditors authorized under subsection (3) of section 131 of the Companies Enactment, 1956.

Enactment No. 25 of 1956.

(2) Before that meeting, copies of those statements shall be distributed by the Treasurer to every member.

(3) Unless it is resolved at the Annual General Meeting that larger sum be set aside, ten *per centum* of the amount of the profit for the year shall be set aside as a Reserve Fund, to be dealt with in accordance with rule 9.

(4) After the setting aside of the sums referred to in paragraph (3), the Committee may declare a dividend which the members shall be entitled to receive in proportion to their holding of shares.

Reserve Fund.

9.—(1) The Fund shall be kept in a banking account with a bank licensed under the Banking Enactment, 1956, and shall be kept separate from the general trading account of the Guild.

Enactment No. 18 of 1956.

(2) Where there are debts owing by the Guild, no payment out of the Reserve Fund shall be made except in respect of banking charges and those other debts.

(3) Where there are no debts owing by the Guild, it may be resolved at an annual general meeting to permit payments from the Fund for all or any of the following purposes —

- (a) the purchase of land and buildings (tools, machinery and silver shall be purchased from money in the general trading account, for which no such resolution shall be necessary);
- (b) as loans to members if the amount at any one time on loan to members shall not exceed one half of the Fund;

- (c) as part of an annual dividend approved by resolution at the Annual General Meeting, if as a result of that payment, the Fund is not less than two thousand dollars.

Receipts, payments and correspondence.

10.—(1) All money received by the General Manager, Treasurer, a Branch Manager or other officer shall be entered in the appropriate receipt books kept for the purpose.

(2) Receipts issued by the Guild for moneys received by it shall contain full particulars, clearly written, and shall be signed by the General Manager, Branch Manager or Treasurer, as may be appropriate.

(3) Each payment shall be made by means of a separate voucher.

Enactment No. 18 of 1956.

(4) Not more than fifty dollars, at any one time, shall be held in the safe of the business or the safe of a branch, and all sums received, or balance held, in excess of that sum shall be paid daily into a general trading account of the Guild with a bank licensed under the Banking Enactment, 1956.

(5) Cheques and vouchers shall be signed by at least two officers of the Guild.

(6) Expenditure not exceeding five hundred dollars may be approved by the General Manager and two members.

(7) Expenditure exceeding five hundred dollars shall be referred, for decision, to a general meeting of the Guild.

(8) All expenditure not supported by a sufficient explanation shall be deemed to be unauthorized.

(9) Except as to instruments requiring the seal of the Guild sustains loss or incurs liability that member shall alone of the Guild shall be signed by the Branch Manager, acting in accordance with the instructions of the Committee or, in default thereof, the General Manager.

Responsibility for loss sustained or liability incurred.

11.—(1) Where, by the direct negligence of a member, the Guild sustains loss or incurs liability that member shall alone be responsible for such loss or liability.

(2) If the Guild becomes bankrupt, and no negligence of a member has been the direct cause thereof, the Guild may be wound up by the Court but no contribution towards any of the debts or liabilities of the Guild, and the costs, charges and expenses of the winding up, shall be required of a member exceeding the amount, if any, unpaid on the shares in respect of which he is liable as a member.

Supreme authority.

12.—(1) Except where otherwise provided by the Enactment or these rules, the decision by resolution of the majority of members present at any general meeting shall, as respects the affairs of the Guild, be binding on the Committee.

(2) Not less than five members may, by written notice to the General Manager, require him to call a general meeting of the members.

(3) At least ten days written notice of a general meeting, or the Annual General Meeting, shall be given to all mem-

bers by the General Manager and the notice shall, in the case of the general meeting, state the reasons for calling the meeting.

13.—(1) The Guild, acting through the Committee, and subject to any resolution pursuant to paragraph (1) of rule 12, may expel a member who —

Dismissal of Member.

(a) commits a breach of any trust in him by the Guild; or

(b) contravenes these rules.

(2) A decision as to repayment of his shares in the Guild shall be taken by resolution at a general meeting.

14.—(1) Immovable property of the Guild may only be disposed of with the approval of the Sultan in Council.

Immovable property of Guild.

(2) Revenue derived from the immovable property of the Guild shall be distributed to members or their estates in accordance with a resolution of a general meeting of members.

15. Where, before the repayment of any loan granted it by the Government, a member dies or meets with an accident preventing his working for the Guild, a decision as to repayment of his shares in the Guild shall be taken by resolution at a general meeting.

Death or accident of Member.

16.—(1) A member may resign from the Guild and a decision as to repayment of his shares in the Guild shall be taken by resolution at a general meeting.

Resignation of Member.

(2) A member who so resigns shall have no further right to any revenue from immovable property of the Guild and his rights in respect of the period of his membership shall be in accordance with a resolution of a general meeting of members.

17.—(1) Subject to paragraph (2), a member shall sell the products of his craft to the Guild in accordance with this rule.

Sale of Member's products of Guild.

(2) Provided he is in possession of a certificate of quality from the Board of Examiners, a member may sell, otherwise than to the Guild, his products according to a list approved by the Committee.

(3) Provided that the workmanship is of adequate standard, a member shall be entitled to receive payment for his products sold to the Guild.

(4) In the event of a dispute as to that standard, the General Manager shall refer the product to the Board of Examiners whose decision as to the standard shall be final.

18. A bonus, based on the value of the products of a member, may be distributed periodically to a member from surplus funds after the deduction of all expenditure and after making provision for bad and doubtful debts and making allocation to the Reserve Fund.

Bonus.

Application to
rejoin Guild.

19.—(1) A person who has ceased to be a member because of resignation or expulsion may apply to the Committee to rejoin the Guild.

(2) The decision of the Committee on the application shall be final and shall not be questioned in any way.

Training.

20.—(1) Subject to paragraph (2), the Committee may select a young Brunei Malay person who, in its opinion, is suitable, and assign him, for training in silver work, to a member.

(2) At no time shall the number of persons assigned for training under this section exceed the number of current members.

(3) With the approval of the Committee, a member may similarly train a member of his own family.

Board of Exa-
miners.

21. A Board of Examiners consisting of —

- (a) a chairman, and
- (b) five other members, of whom not less than three shall be practising silversmiths,

shall be appointed by the Sultan and shall adjudicate on all questions of proficiency and standard.

Rules.

22. A copy of these Rules, shall be supplied by the General Manager to every member.

PASSED this 15th day of July, 1959.

MOHAMED TAIB,
Clerk of Council,

Explanatory Note

The object of this Enactment is to incorporate the Brunei Malay Silversmiths Guild which has been registered under the Business Names Enactment, 1958 (No. 2 of 1958). The Guild did not desire to apply for registration under the Societies Enactment (*Cap.* 66) (although that Enactment does not preclude registration where the purposes of the society are not solely directed towards carrying on a lawful business) or incorporation under the Companies Enactment, 1956 (No. 25 of 1956). As a result of the incorporation, the Guild will cease to require registration under the Business Names Enactment, 1958.

Section 2 of this Enactment incorporates the Guild and gives it the attributes of a legal personage. *Section 3* provides for a common seal and makes provision for the use, until a proper seal is provided, of a stamp bearing the inscription of the Guild.

Section 4 sets out the objects and general purposes of the Guild, which include those of establishing and maintaining a place of business in Brunei Town and branches in the State, of raising the standard of craftsmanship among member silversmiths and ensuring the proper training in silver work of an adequate number of young Brunei Malay persons.

Section 5 provides for a Committee of Management constituted in accordance with rules made under section 7.

Section 6 makes provision as to the execution of documents of the Guild requiring a seal and provides that where a contract or instrument by a person not being a body corporate does not have to be under seal, that contract or instrument may be executed on behalf

of the Guild by a person generally or specially authorized for the purpose.

The rule-making power in *section 7* extends to fixing qualifications for membership of the Guild and various procedural matters and to the regulation of the share capital of the Guild and the number of shares that a member is to purchase. Also the rules may regulate the sale of products by members and provide for the appointment of a Board of Examiners and its functions. A general power is also included to make rules to carry out the objects and general purposes of the Guild and of the Enactment.

By virtue of *section 7(2)*, the rules contained in the Schedule are deemed to have been made under the Enactment, an Index of which is also contained in the Schedule.

Section 8 excludes any application, to this Enactment, of the Companies Enactment, 1956, Part VIII of which deals with the winding up of unregistered companies.