

**BRUNEI MALAY SILVERSMITHS GUILD
(INCORPORATION) ACT
(CHAPTER 115)**

**BRUNEI MALAY SILVERSMITHS GUILD
(INCORPORATION) RULES**

**Enactment No. 4 of 1959
1984 Edition, Chapter 115**

REVISED EDITION 2020

SUBSIDIARY LEGISLATION

BRUNEI MALAY SILVERSMITHS GUILD (INCORPORATION) RULES

ARRANGEMENT OF RULES

Rules

1. Citation
2. Interpretation
3. Membership
4. Capital and shares
5. Constitution of Committee
6. Annual Meeting
7. Method of appointments
8. Accounts, Reserve Fund and dividends
9. Reserve Fund
10. Receipts, payments and correspondence
11. Responsibility for loss sustained or liability incurred
12. Supreme authority
13. Dismissal of member
14. Immovable property of Guild
15. Death or accident of member
16. Resignation of member
17. Sale of member's products to Guild
18. Bonus
19. Application to rejoin Guild
20. Training
21. Board of Examiners
22. Rules

SUBSIDIARY LEGISLATION

Rules made under section 7

BRUNEI MALAY SILVERSMITHS GUILD (INCORPORATION) RULES

Commencement: 15th August 1959

Citation

1. These Rules may be cited as the Brunei Malay Silversmiths Guild (Incorporation) Rules.

Interpretation

2. In these Rules —

“Act” means the Brunei Malay Silversmiths Guild (Incorporation) Act;

“Board of Examiners” means the Board of Examiners appointed under rule 21;

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

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

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

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 2 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.

[Subsidiary]

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 \$500 each, as may, from time to time, be fixed by the Committee.

(2) Subject to sub-rule (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 authorised under section 131(3) of the Companies Act (Chapter 39).

(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 a larger sum be set aside, 10 *per cent* 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 sub-rule (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 Order, 2006 (S 45/2006) and shall be kept separate from the general trading account of the Guild.

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

LAWS OF BRUNEI

Brunei Malay

8 CAP. 115, R 1 *Silversmiths Guild (Incorporation)*

[Subsidiary]

(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 \$2,000.

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, treasurer or a Branch Manager, as may be appropriate.

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

(4) Not more than \$50, 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 Order, 2006 (S 45/2006).

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

(6) Expenditure not exceeding \$500 may be approved by the General Manager and two members.

(7) Expenditure exceeding \$500 shall be referred, for decision, to a General Meeting of the Guild.

(8) All expenditure not supported by a sufficient explanation is deemed to be unauthorised.

(9) Except as to instruments requiring the seal of the Guild, all correspondence and documents 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) Unless otherwise provided by the Act 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 10 days written notice of a General Meeting, or the Annual General Meeting, shall be given to all members by the General Manager and the notice shall, in the case of the General Meeting, state the reason for calling the meeting.

Dismissal of member

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

(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.

Immovable property of Guild

14. (1) Immovable property of the Guild may only be disposed of with the approval of His Majesty the Sultan and Yang Di-Pertuan in Council.

(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.

[Subsidiary]

Death or accident of member

15. Where, before the repayment of any loan granted 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.

Resignation 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.

(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.

Sale of member's products to Guild

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

(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.

Bonus

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 Fund.

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 sub-rule (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 Examiners

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 His Majesty the Sultan and Yang Di-Pertuan 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.