

Right of shareholders to a copy of the articles.

18. (1) A shareholder has a right at any time to request a company in writing for a copy of the articles of the company, and subject to subsection (2), the company shall comply with such request within five working days of the date of receipt and such request.

(2) A company to which a request is made under subsection (1) may—

- (a) require the shareholder to pay a fee of not more than five hundred rupees before providing a copy of the articles; or
- (b) decline to provide a copy of the articles, if a copy has been provided to that shareholder within the previous six months.

(3) Where a company fails to comply with the requirements of subsection (1) —

- (a) the company shall be guilty of an offence and be liable on conviction to a fine not exceeding two hundred thousand rupees; and
- (b) every officer of the company who is in default shall be guilty of an offence and be liable on conviction to a fine not exceeding one hundred thousand rupees.

COMPANY CONTRACTS ETC.

Method of contracting.

19. (1) A contract or other enforceable obligation may be entered into by a company as follows :—

- (a) an obligation which, if entered into by a natural person is required by law to be in writing signed by that person and be notarially attested, may be entered into on behalf of the company in writing signed under the name of the company by —
 - (i) two directors of the company;

- (ii) if there be only one director, by that director ;
- (iii) if the articles of the company so provide, by any other person or class of persons; or
- (iv) one or more attorneys appointed by the company,

and be notarially executed;

- (b) an obligation which, if entered into by a natural person is required by law to be in writing and signed by that person, may be entered into on behalf of the company in writing signed by a person acting under the company's express or implied authority;
- (c) an obligation which if entered into by a natural person is not required by law to be in writing, may be entered into on behalf of the company in writing or orally, by a person acting under the company's express or implied authority.

(2) The provisions of subsection (1) shall apply to a contract or other obligation —

- (a) whether or not that contract or obligation is entered into in Sri Lanka; and
- (c) whether or not the law governing the contract or obligation is the law of Sri Lanka.

(3) For the purpose of this section, a company may use a generally recognised abbreviation of any word in the name, unless it is misleading to do so.

20. (1) Subject to its articles, a company may by an instrument in writing executed in accordance with the provisions of section 19, appoint a person as its attorney either generally or in relation to a specified matter.

Attorneys.

(2) Any act of the attorney carried out in accordance with the instrument referred to in subsection (1), shall be binding on the company.

(3) The provisions of the Powers of Attorney Ordinance (Chapter 122) and the law relating to powers of attorney executed by a natural person, shall with necessary modifications, apply in relation to a power of attorney executed by a company to the same extent as if the company was a natural person, and as if the commencement of the liquidation or if there is no liquidation, the removal of the company from the Register, was the death of a person.

Authority of
directors,
officers and
agents.

21. (1) A company or a guarantor of an obligation of the company or any person claiming under the company, may not assert against a person dealing with that company or with any person who has acquired rights from the company, that —

- (a) the articles of the company have not been complied with ; or
- (b) the persons named in the most recent notice filed under section 223 or the annual return delivered under section 131 of this Act, are not the directors or the secretary of the company, as the case may be ; or
- (c) a person held out by a company as a director, officer or agent of the company—
 - (i) has not been duly appointed; or
 - (ii) does not have authority to exercise the powers and perform the duties that are customary in the business of the company or are normal for a director, officer or agent of a company carrying on business of the kind carried on by that company; or

- (d) a document issued by any director, the secretary of the company or by any officer or agent, with actual or normal authority to issue the document, is not valid or genuine,

unless that person has, or by virtue of that person's position with or relationship to the company, ought to have knowledge to the contrary.

(2) The provisions of subsection (1) shall apply even in a situation where a person referred to in paragraphs (b) to (d) of that subsection acts fraudulently or forges a document that appears to have been signed on behalf of the company, unless the person dealing with the company or who has acquired rights from the company, has actual knowledge of such fraud or forgery.

22. Subject to the provisions of subsection (3) of section 105, a person shall not be affected by or deemed to have notice or knowledge of the contents of the articles of company or any other document relating to a company, by reason only of the fact that it has been delivered to the Registrar for filing or is available for inspection at any office of the company.

No constructive notice.

PRE-INCORPORATION CONTRACTS

23. (1) For the purpose of this section and sections 24 and 25 of this Act, the expression "pre-incorporation contract" means —

pre-incorporation contracts may be ratified.

- (a) a contract purported to have been entered into by a company before its incorporation; or
- (b) a contract entered into by a person on behalf of a company before and in contemplation of its incorporation.