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In the Privy Council.

No. 5 of 1954.

ON APPEAL FROM THE SUPREME COURT OF
 THE FEDERATION OF MALAYA.
 IN THE HIGH COURT AT KUALA LUMPUR

BETWEEN

R. P. S. RAJASOORIA *Appellant*

AND

DISCIPLINARY COMMITTEE *Respondent.*

RECORD OF PROCEEDINGS

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In the Privy Council.

No. 5 of 1954.

ON APPEAL FROM THE SUPREME COURT OF THE FEDERATION OF MALAYA. IN THE HIGH COURT AT KUALA LUMPUR

BETWEEN

R. P. S. RAJASOORIA *Appellant*

AND

DISCIPLINARY COMMITTEE *Respondent.*

RECORD OF PROCEEDINGS

No. 1.

Appointment of Disciplinary Committee, 12th March, 1953.

(Not Printed.)

No. 1.

Appointment of
Disciplinary
Committee.
12th March
1953.

No. 2.

Proceedings.

DISCIPLINARY COMMITTEE.

Notes of Evidence and Proceedings taken at the hearing by
a Disciplinary Committee appointed under the Advocates and Solicitors
Ordinance 1947, of a complaint by the Foh Hup Omnibus Co. : Ltd.,
10 against Mr. R. P. S. Rajasooria, Advocate and Solicitor, Kuala Lumpur, in
the Bar Room, Supreme Court, Kuala Lumpur, on the 7th day of May,
1953.

Before the
Disciplinary
Committee.

No. 2.
Proceed-
ings.
7th May
1953.

Before the
Disciplinary
Committee.

No. 2.
Proceed-
ings.
7th May
1953—
continued.

Present.

Committee : Mr. A. J. BOSTOCK-HILL, Advocate and Solicitor, Kuala Lumpur, Chairman.
Mr. K. K. BENJAMIN, Advocate and Solicitor, Kuala Lumpur.
Mr. TAN TEOW BOK, Advocate and Solicitor, Kuala Lumpur.
Secretary to the Committee : Mr. W. SCOTT GILCHRIST, Advocate and Solicitor, Kuala Lumpur.
Counsel for the Complainants : Mr. P. J. D. REGESTER.
Mr. R. P. S. RAJASOORIA in person.

RAJASOORIA : Bundle of documents is agreed. No objection to 10 shorthand typist.

REGESTER : Unfortunate matter—Rintoul witness—Shearn Delamore had to appear.

No objection to shorthand typist.

CHAIRMAN : Bundle of correspondence agreed ? (Marked " C ").

R. and R. : Yes.

REGESTER : Complaint is set forth on p. 22 of bundle. Reads p. 22.

CHAIRMAN : The photostats are marked " A " and " B. " Bundle of correspondence to be marked " C. "

REGESTER : Always been dissentient number of shareholders. 20

RAJASOORIA : Dissentient shareholders about 45% of total shareholders.

REGESTER : Complaint is that Rajasooria filed Requisition " B. "

RAJASOORIA : Original of " A " is with Lovelace & Hastings. I tried to get it back without success.

REGESTER : Allegation is that " A " was first prepared—lodged with secretaries of the Company and then returned to Rajasooria. See letter No. 10.

RAJASOORIA : " A " was sent to Registrar of Companies and subsequently withdrawn. 30

REGESTER : Refers to letters C.4, 5, 10 and 11. Shearn, Delamore & Co. returned original of " A " to Rajasooria. Refers to C.12 and says " B " then sent to Company by Rajasooria. The meeting was duly called.

Notice calling meeting is at C.14.

First allegation is that Rajasooria submitted " A " in invalid form and returned. Instead of obtaining new requisition, Rajasooria and his clerk cut off typewritten part of " A " from the signatures, and then stuck the same signatures on to a new sheet of paper on the resolutions set out at C.4 and in B.

CHAIRMAN : Undated letter C.4—what form was it sent in ? 40

REGESTER : I understand it was sent in the form of C.4 along with C.5 C.4 was not a valid requisition. " A " was entirely on lined paper. If you will look at " B " you will see they are identical. In the left hand sheet in " A " and the centre sheet in " B " you will see that.

RAJASOORIA : Wasting time. I admit whole thing.

CHAIRMAN : Do you admit 90 signatures on " A " cut out and pasted on to " B " on 27.8. Before the Disciplinary Committee.

RAJASOORIA : I do. " A " was sent to Registrar of Companies. C.4 sent to Secretaries of Company.

BOK : Below requisition, not resolution ?

RAJASOORIA : Agreed.

CHAIRMAN : Mr. Rajasooria here admits that the 90 signatures on " A " were cut off and pasted below the requisition and sent to the Company on 27th August. He also states he did that himself.

10 REGESTER : As a result of requisition the Company went to considerable expense and trouble to call meeting on 11.10.52. Meeting was held. " B " was a false document. *Status quo* was maintained after meeting. That is first complaint. I submit unprofessional conduct to fabricate such resolution. In view of what Rajasooria says I must leave it to Committee to decide.

20 *2nd Allegation.* When challenged with conduct alleged and admitted Rajasooria stated " B " prepared on the advice of Registrar of Companies, which, if correct, would have serious allegation against Registrar of Companies. Refers to C.8, first time Shearn, Delamore & Co. came into the case. Reads letter C.8. " A " was sent to Registrar i.e., original.

CHAIRMAN : No objection to requisitions being separate provided in proper form ?

REGESTER : No objection had they been in proper form.

BENJAMIN : 3 Requisitions were sent. Afterwards the signatures were cut out ?

RAJASOORIA : Yes.

30 REGESTER : Reads letter C.10. Reads C.16—this leads to ground for second complaint. No. C.18 refers to ground for second complaint. Rajasooria has agreed that 18 badly expressed and that he meant to convey something else. My firm took the letter to mean what it said. Refers to ref. at top of letter " KYJ." This may have a bearing on what occurred.

RAJASOORIA : " KYJ " initials of my clerk.

REGESTER : Do not propose to open further. Mr. Rajasooria desires to give explanation now. Explanation only given to me this morning. It is left to the Committee to decide whether or not to accept Mr. Rajasooria's explanation.

CHAIRMAN : There has been no reply to letter C.19 ? There is nothing further from Rajasooria ?

REGESTER : No.

40 RAJASOORIA : Puts in copy letter 11.12.52 which is explanation of affair to Bar Committee. Marked " D."

REGESTER : No explanation has ever been given to my firm. We have had no reply to letter C.19. Reads letter C.19. I will lead evidence that four of shareholders were not shareholders at time of second requisition. Facts and inferences drawn are now admitted. It is admitted that Mr. Prentis did not advise Mr. Rajasooria to cut off the signatures on the first requisition and paste them on to the second requisition.

No. 2.
Proceedings.
7th May
1953—
continued.

Before the
Disciplinary
Committee.

No. 2.
Proceed-
ings.
7th May
1953—
continued.

RAJASOORIA : Yes.

REGESTER : Opening finished. Correspondence admitted substitution of signatures admitted—also advised that signatures to be attached admitted.

RAJASOORIA : Prentis at no time advised me to cut off and attach signatures to another requisition. When I refer to Prentis' advice—i.e. 18. On 20th August no reference to cutting, pasting or annexing.

BENJAMIN : Any complaint re 2nd allegation should be made by Mr. Prentis ?

REGESTER : It is at large. Any allegation against a public servant— 10 on being brought to the notice of the servant—and being investigated and found to be incorrect—it is duty to bring complaint before Bar Committee.

RAJASOORIA : " A " is original. I sent " A " and attached amended " B " and sent it to Registrar of Companies. " A " was in three sheets to it was attached. C.4 with no signatures.

BOK : Amended form was " B " ?

RAJASOORIA : Yes, and it is this I did on advice of Registrar of Companies. I enclosed copy of C.4 attached to " A " to Registrar of Companies.

REGESTER : Rajasooria admits that at no time Mr. Prentis advised 20 him to cut signatures off " A " and paste them to " B."

RAJASOORIA : I have explained position to Secretary of Bar Committee " D."

REGESTER : I close my case on both allegations.

SECRETARY : I undertake to get original of " D."

REGESTER : Asks for short adjournment to dismiss witnesses.

CHAIRMAN : Do you admit that before 27th August, four of the signatories were not members of Company ?

RAJASOORIA : I cannot admit that—not in a position to do so.

REGESTER : Calls Secretary of Company, Mr. Lim Tam Chong. 30

No. 3.

Evidence of Lim Tam Chong.

Com-
plainants'
Evidence.

No. 3.
Lim Tam
Chong.

Examina-
tion.

LIM TAM CHONG, Accountant, 31A Imbi Road, Kuala Lumpur.

Affirms and states in English :

I carry on business under name of Lim Tam Chong & Co., and of which I am sole proprietor. We became Secretaries of Foh Hup Omnibus Co. in March 1950. On 11th August 1952 I received a letter accompanying an original requisition for extraordinary General Meeting of Company. I returned original to Shearn, Delamore & Co. for them to return to Mr. Rajasooria. I produce photostat copy. Letter C.7 is copy of letter and " A " copy of photostat. On 27th August I received 40

a second requisition from Mr. Rajasooria in a letter. It was in three sheets. C.12 is copy of letter and " B " of the three sheets requisition. (Exhibits put in marked E.1, 2, 3 and 4. E.1—letter, E.2-4 requisitions).

I made check of signatories to these documents on receipt. I counted 4 names of persons on list who had ceased to be shareholders on 27th August. Signatory No. 13 Wong Thiap Loy not a shareholder. No. 9 Chong Siang not a shareholder. No. 13 Tek Kong Wah not a shareholder. Kong Teck Chin not a shareholder. Wong Thiap Loy signed transfer of his shares on 20th June 1952—all his shares. Transfer registered 27th June 1952. Chong Siang—transferred his shares on 15th August 1952, and transfer registered 17.8.52. All his shares. Tek Kong Wha 16th August 1952, transfer registered 27th August. Kwong Chang 19th May 1952, transfer registered 5.6.52.

Before the
Disciplinary
Committee.

Com-
plainants'
Evidence.

No. 3.
Lim Tam
Chong.
Examina-
tion—
continued.

Cross-examined by RAJASOORIA

Cross-exam-
ination.

Transfers were not signed in my presence, but in presence of Edgar Joseph. I compared signatures with those on requisition. I did not see signatories sign myself.

When I received " A " I found discrepancies between " A " and No. C.4. C.4 enclosed with C.5 I think it was 6.8.52. I asked Rajasooria for original of C.4 but was sent " A " instead.

I then went to my Solicitors. Thereafter matter dealt with them. Between receiving " A " about 12th and 27th August I did not send notice discontinuing services with Company—Kong Sin Kee. I did send notice to him after 10th June—it was on 12th February 1953, through Shearn, Delamore & Co. This man is first signatory to requisition.

Notice also sent to Foo Kim by Shearn, Delamore & Co. on 17.12.52. RAJASOORIA discontinues questioning on this line.

I took photostat copy of " A " because Rajasooria sent me C.4 in first place and he told me on 'phone that he would rectify it by sending original of C.4, but instead he sent original of " A." When he requested return of all the documents, I had C.4 and " A " photostated. I did it myself. When I received " B " 27.8.52 I checked it with photostat of " A " for it was unusual for requisition to be sent in form of E.1, 2, 3 and 4 on plain foolscap paper. When I received " B " I compared the top of it with C.4. I knew that copy of C.4 had been pasted to part bearing signatures. I had earlier received " A " and C.4.

I knew that resolution on " B " and C.4 are the same. I had my suspicions that actual signatures on E.2, 3 and 4 were the same physically as those on original of " A." I do not insist on shareholders signing before a solicitor. I did not think that the signatures had been made in presence of Mr. Rajasooria. It is only in my office that one could check up on who was/was not a shareholder on a particular date.

Re-examined.

Re-exam-
ination.

On receipt of E.1 to 4 went to see Tosswill. As a result of this meeting I consulted directors and meeting was called. At that time I was not

Before the Disciplinary Committee. I certain that signatures on E.2/4 were identical physical signatures on "A." I wanted Rintoul to investigate matter.

Com-plainants' Evidence. Kong Sing Kee dismissed for being absent without leave and improperly retaining 'bus tickets of the Company.

RAJASOORIA : I object.

CHAIRMAN : The objection is overruled.

REGESTER : I close my case.

No. 3. RAJASOORIA : Wishes to call no witnesses.

Lim Tam Chong. RAJASOORIA : Opens—states :—

Cross-examination—continued. I do not think there is any dispute over dates. "A," C.4 and "B" were sent by me to Secretaries of Company. I accept everything that document "B" was made up by cutting out top portion of "A" and affixing C.4 to each of E.2, 3 and 4. 10

This was done as a result of letter C.8. It was done *bona fide* and after obtaining the assurance of 5 shareholders who acted as spokesmen for the whole 90 signatories. The assurance was given to me that to the best of their belief, every one of the signatories was still a shareholder on 27.8.52.

No. 4.

Respondent's Evidence.

Evidence of R. P. S. Rajasooria.

No. 4. TAKES OATH. Four of these 5 mentioned were present and witnessed me cutting out the top portion of "A" (original) and pasting on resolutions on C.4 and I honestly did not doubt that what I was doing was completely proper. On 10.6.52 I went to office of Mr. Prentis, I saw Thuraisingam (Assistant Registrar of Companies) and Mr. (Assistant Official Assignee). They were in same office. Thuraisingam took me to Prentis. I showed Prentis original of "A." He referred me to Section 115 of Companies Enactment and advised me to tell my clients to decide amongst themselves as to who were to be the new directors and Secretaries. I accordingly instructed the three shareholders accompanying me to bring me that information. Puts in letter dated 10.6.52 from Messrs. Poon Sze Sam & Co. to Wong Siew Seng, one of the shareholders with me. Marked "F." List of Names marked "G" also given to me, being list of proposed new directors by Kong Seng Kee, one of the signatories and Wong Siak. 20 30

I then had C.4 prepared. This was some time after 10th June—in July. Original of "A" was not sent to Secretaries of Company in first instance, because some of my clients were afraid that document with signatures would be deliberately misplaced, i.e., said to have been lost, by the Secretaries of Company whom they were seeking to replace by a nominee of their own and that the Directors and Secretaries would intimidate some of the signatories and thereby defeat the purpose of the Extraordinary General Meeting. I am not familiar with Company work—first case I did. 40

Registrar of Companies called my attention to Section 115. I deliberately sent requisition to Registrar of Companies instead of to Secretaries because I wanted Registrar to see original.

CHAIRMAN : Original of " A " was brought to you already signed by the 90 signatories ?

RAJASOORIA : It was brought to me by 15 of the signatories. It was on their insistence I sent it to Registrar of Companies (refers to letter C.1). On writing letter C.1, I already had the original requisition " A " signed by 90 shareholders. I say that because on 15th June I knew the form was incorrect as I had already seen Prentis. The delay in forwarding C.4 and " A " was because I had to wait for copy of the Minutes asked for in letter C.1 (quotes from Section 115).

After reading this, I took that Secretaries and Solicitors of Company were aware of " A " in its original form and C.4 there would be no mistake as to on which resolution the Extraordinary General Meeting was to be called.

In my letter of 22nd August, letter C.10 (reads letter C.10) I asked the spokesman whether they could get signatures anew and their reply was it would take two months, as each signatory was a driver or conductor, stationed in Seremban, Kajang and Kuala Lumpur.

It was then I asked for assurance that 90 were still shareholders and were still anxious to have Extraordinary General Meeting. I might add that they were becoming restive at the delay in calling the Meeting.

I wrote letter C.13.

At various times I have 45/50 of the 90 coming to me in batches at various dates demanding immediate action. I was faced with choice of unpleasantness in my office or petitions by these people to the Bar Committee. I understand my position to be merely a forwarding agent of these documents being in no way responsible for contents of these documents.

I refer only to " A " and C.4.

When I cut off bottom of " A " and affixed it to top of " B " I did it in *bona fide* belief that nothing unprofessional being done and that is why I signed across the joint in each document and the date was changed to 27th August as Secretaries would have to conform to the Section 115 as to period in which meeting should be called.

I was not aware and could see nothing unprofessional or illegal in what I did. Neither Secretaries nor Solicitors to Company could have been misled by " B," having had in their possession both original of " A " and C.4.

If any signatories were not shareholders, the remedy was in the hands of the Company to prevent them voting or attending meeting. (Refers to C.14.)

Closes. I would like to produce five of persons who instructed me.

Cross-examination.

I know Penal Code and section which defines false document (464). It did not cross my mind because I was not attesting signatures, nor did

Before the
Disciplinary
Committee.

Respond-
ent's
Evidence.

No. 4.
R. P. S.
Rajasooria
—continued.

Cross-exam-
ination.

Before the Disciplinary Committee. I anywhere state that signatures were affixed on any particular date or at anywhere in my presence. Never occurred to me that I was in any way making false document because party to whom it was being sent could not in any way be deceived. When I had written C.10 and received C.11, it did not occur to me that I should get signatures anew.

Respondent's Evidence.

By BENJAMIN : Even if there is a question of Secretaries not being misled ?

No. 4.
R. P. S.
Rajasooria
Cross-examination—
continued.

RAJASOORIA : No offence unless intention to deceive, no *mens rea*.

REGESTER : I did not deign to reply to No. 16 as I considered I had been insulted. 10

I felt I was under no obligation to defend to any firm of Solicitors who chose to be insulting and to accuse me of unprofessional conduct. This was why reply was not sent to C.19.

Re reply to C.19—I say brief was taken from me and given to Lovelace and Hastings—I was not solicitor for signatories on 11th October.

No. 5.
Proceedings—
(continued)
7th May
1953.

No. 5.
Proceedings—(continued).

RAJASOORIA : Calls his witnesses. Foo Kim, Ng Pooi, Kong Seng Kee and Wong Siak.

No examination—no cross-examination.

RAJASOORIA : Closes his case and says that anything wrong he has done has been done through ignorance. First time I have done Company work. I understood all I had to do was to be present as an observer at the meeting. 20

REGESTER : Clear from correspondence and evidence of Secretary that they were not certain that substitution was correct. Not suggested or desired that any question of offence under Penal Code or any other Criminal offence be considered by the Committee. On general duties of a Solicitor, Committee to decide whether second allegation satisfactorily explained and if so most unfortunate no explanation forthcoming until today. First allegation for Committee to decide whether conduct of Rajasooria unprofessional or not. 30

I ask Committee to consider question of costs.

RAJASOORIA : Nothing to add.

I go on 17th May—come back on 17th June.

**No. 6.
Report.**

Before the
Disciplinary
Committee.

No. 6.
Report.
11th June
1953.

This Disciplinary Committee was appointed by the Chief Justice to inquire into a complaint made against Mr. R. P. S. Rajasooria in a letter dated 4th November 1952 from the Secretaries of the Foh Hup Omnibus Co. Ltd., and addressed to the Secretary, the Bar Committee of Selangor and Negris Sembilan.

The Inquiry was held on 6th May 1953 in the Bar Room, Supreme Court, Kuala Lumpur.

10 Mr. P. J. D. Regester appeared on behalf of the Complainants and Mr. R. P. S. Rajasooria appeared in person.

The Complaint as set out in the abovementioned letter of 4th November 1952 is really a double one. It is alleged that Mr. Rajasooria cut off the signatures from the Original Requisition and later attached them (by pasting) on to a new or amended Requisition. This will be referred to as Complaint No. 1. It is also alleged that he informed the Complainants' Solicitors, Messrs. Shearn, Delamore & Co., that he had done this on the advice of the Registrar of Companies, who, on inquiry being made from him, denied having given any such advice. This will be referred to as

20 Complaint No. 2.

At the Inquiry an agreed Bundle of Correspondence was put in as Exhibit "C," and the pages in that Bundle are marked 1 to 23.

Exhibits "A" and "B" are agreed by both parties to be Photostat copies of the Original and Amended Requisitions.

The following facts were found or admitted :

1.—Following certain allegations made by Mr. Rajasooria's client's against the Secretaries and Directors of Foh Hup Omnibus Co. Ltd. (hereinafter referred to as "the Company") a document of which Exhibit "A" is admitted to be a Photostat Copy was shown by
30 Mr. Rajasooria to Mr. Prentis the Registrar of Companies on some date in June 1952.

2.—Later, in July 1952, a document (Exhibit C.4) was prepared and sent together with a letter (Exhibit C.5) (dated 5th August 1952) to the Secretaries of the Company and a copy was also sent to the Registrar of Companies, Kuala Lumpur.

3.—On 8th August 1952 Mr. Sivapragasam for the Registrar of Companies replied, pointing out that Section 115 of the Companies Ordinance 1940 must be complied with.

4.—On 11th August 1952 Mr. Rajasooria sent to the Secretaries
40 the original Requisition (i.e., the Original of Exhibit "A") which he states he had sent to the Registrar of Companies by mistake. We call attention to the fact that in his evidence before us Mr. Rajasooria gave the "reasons"

Before the why he had not previously sent the Original of Exhibit "A" to the
Disciplinary Secretaries. These "reasons" were extremely unconvincing and none
Committee. of them can be called a mistake.

No. 6.
Report.
11th June
1953—
continued.

5.—On 20th August 1952 Messrs. Shearn Delamore & Co., on behalf of the Company wrote to Mr. Rajasooria pointing out that whereas Mr. Rajasooria in his letter of 11th August 1952 purported to remedy the earlier omission he had in fact sent Requisitions that bore no resemblance to the copy Requisition (see Exhibit C.4) sent earlier.

6.—On 22nd August 1952 Mr. Rajasooria replied. In the last paragraph of that letter he stated that it was the resolutions sent with his letter of 10 5th August 1952 (i.e., the resolutions contained in Exhibit C.4) and not what is contained in Exhibit "A" that were to be the basis of the resolution to be put to the Meeting. He added that if that explanation were not sufficient he would get the signatures anew.

7.—On 27th August 1952 he sent to the Secretaries with Exhibit C.12, "a signed Requisition for an Extraordinary General Meeting . . . by "90 shareholders." . . . Exhibit "B" is admitted to be a copy of this document.

8.—On 26th September 1952 Messrs. Shearn Delamore & Co. wrote to Mr. Rajasooria (Exhibits C.16 and 17) pointing out that it appeared that 20 portions of the documents which bore the signatures of the shareholders who are supposed to have signed the Requisition had been pasted on to the sheets on which the Requisition was typed. We would also call attention to the last 2 paragraphs of that letter.

9.—On 29th September 1952 Mr. Rajasooria replied with Exhibit C.18 saying that he had seen the Registrar of Companies and showed him the Original of Exhibit "A." He then went on. "It was on his advice that "the amended form of Requisition was typed and attached to the original "documents." The rest of his letter can only be described as bluster.

10.—On 1st October 1952 Messrs. Shearn Delamore & Co. wrote to 30 Mr. Rajasooria stating very clearly what they understood by the first paragraph of Mr. Rajasooria's letter of 29th September 1952. Though it contained serious allegations Mr. Rajasooria made no reply.

11.—On 4th November 1952 the Secretaries wrote to the Secretary, The Bar Committee of Selangor and Negri Sembilan, setting out their complaints.

12.—Eventually, but not until 11th December 1952, Mr. Rajasooria wrote to the Secretary of the said Bar Committee a letter put in as Exhibit "D" purporting to explain what he had done.

Mr. Rajasooria gave evidence before the Committee to the same effect as his explanation in Exhibit "D" and admitted that he cut off the signatures that had been written below the wording of the Original Requisition "A" and pasted them below the new wording contained in Exhibit C.4 thus making up the new Requisition "B." He stated that he did it in the *bona fide* belief that nothing unprofessional was being done and that that was why he signed across the joint in each document and dated the documents comprising the original of Exhibit "B" 27th August 1952.

Before the
Disciplinary
Committee.
No. 6.
Report.
11th June
1953—
continued.

10 It thus becomes apparent that the document dated 27th August 1952 (Exhibit "B") was made up by pasting below the Resolutions originally dated July 1952 (Exhibit C.4) the signatures affixed in June 1952 to the Requisition contained in Exhibit A.

The danger and impropriety inherent in such a procedure can be appreciated from the fact, elicited from Lim Tam Chong of the firm of Lim Tam Chong & Co., secretaries of the Foh Hup Omnibus Co. Ltd., that three of the signatories had ceased to be members of the Company between the dates of their signing the Original of Exhibit A and 27th August 1952, the date of Exhibit B.

20 Having carefully considered all the explanations given by Mr. Rajasooria both in his letter Exhibit D and in his evidence before them the Disciplinary Committee find that, in cutting off the signatures from the Original Requisition and attaching them by pasting to the Amended Requisition about 2 months later, Mr. Rajasooria was guilty of grossly improper conduct as an Advocate and Solicitor but that he did not act with intention to deceive.

30 Regarding Complaint No. 2 as to the misleading statement in Mr. Rajasooria's letter (Exhibit C.18) dated 29th September 1952 the Disciplinary Committee find that that letter was written with the intention of justifying the action the subject of Complaint No. 1 and that it was definitely intended to mislead. The Disciplinary Committee find that Mr. Rajasooria's conduct in writing it and further in not replying to letter Exhibit C.19 from Messrs. Shearn Delamore & Co. amounted to grossly improper conduct and that he has given no satisfactory explanation thereof.

In the opinion of the Disciplinary Committee the facts proved or admitted in this case do constitute due cause for disciplinary action under Section 26 of the Advocates and Solicitors Ordinance 1947.

(Sgd.) A. J. BOSTOCK HILL (11.6.53)

(Sgd.) K. K. BENJAMIN

(Sgd.) TAN TEOW BOK

In the High Court.

No. 7.

Affidavit of W. S. Gilchrist, 20th June, 1953.

No. 7.
Affidavit
of W. S.
Gilchrist.
20th June
1953.

(Not Printed.)

No. 8.
Order.
20th July
1953.

No. 8.

Order.

IN THE SUPREME COURT OF THE FEDERATION OF MALAYA.
IN THE HIGH COURT AT KUALA LUMPUR.

Originating Motion No. 7 of 1953.

In the Matter of Sections 26 and 53 of The Advocates and Solicitors Ordinance, 1947,

10

and

In the Matter of an Advocate and Solicitor.

Before the Honourable Mr. Justice PRETHEROE,
Acting Chief Justice, Federation of Malaya.

IN OPEN COURT.

This 20th day of July, 1953.

ORDER.

UPON MOTION pursuant to Amended Originating Notice of Motion dated the 9th day of July, 1953, made unto this Court this day by Mr. A. J. Bostock Hill and Mr. W. Scott Gilchrist of Counsel for Mr. A. J. Bostock Hill, Mr. K. K. Benjamin and Tan Teow Bok, a Disciplinary Committee appointed under Section 53 of the Advocates and Solicitors Ordinance, 1947, by the Honourable Mr. Justice Mathew, Chief Justice of the Federation of Malaya, on the 12th day of March, 1953, AND UPON READING the Affidavit of the said William Scott Gilchrist sworn on the 20th day of June, 1953, and filed herein, IT IS ORDERED that R. P. S. Rajasooria of 15 Weld Road, Kuala Lumpur, an Advocate and Solicitor of this Court, do attend before a Court of three Judges at Kuala Lumpur of whom the Honourable the

Chief Justice shall be one, on Monday, the 10th day of August, 1953, at the hour of 2.30 o'clock in the afternoon To SHOW CAUSE why an Order should not be made against him under Section 26 (1) of the Advocates and Solicitors Ordinance, 1947.

In the High Court.

Given under my hand and the Seal of the Court this 20th day of July, 1953.

No. 8.
Order,
20th July
1953—
continued.

(Sgd.) G. R. T. CHELVAM,
Senior Assistant Registrar,
Supreme Court, Kuala Lumpur.

10 (Seal)

No. 9.
Judges' Notes.

No. 9.
Judges'
Notes.
10th
August
1953.

Cor : PRETHEROE, Ag. C.J.
MURRAY-AYNSLEY, C.J.(S).
BRIGGS, J.

(i) Pretheroe, Ag. C.J., F.M.

R. RAMANI for Solicitor.

A. J. BOSTOCK HILL and W. S. GILCHRIST for Bar Council.

RAMANI :

Gives facts.

20 " A " was merely " elaborating " the original objects.

He himself called them amendments.

I say that the Committee have made a mistake—there was only one transaction.

Refers to page 23 of record.

Page 26 is from the shareholders not " A." Then to each page of the correspondence. No reply to page 41—perhaps unfortunate ! He never acted in excess of his authority. Second charge falls with first.

In re G. Mayor Cooke—5 T.L.R. 407.

In re Solicitor—(1950) M.L.J. 113.

30 BOSTOCK HILL :

Conduct inexcusable.

Section 26 of Ordinance.

Re 2nd Charge. See page 40—particularly A.

(Briggs and C.J.S. appear to disagree on this point).

RAMANI in reply :

Top of page 17—4 saw him doing the pasting.

(Sgd.) E. O. PRETHEROE.

C.A.V.

10.8.53.

In the High Court. NOTES OF ARGUMENT TAKEN BY MURRAY-AYNSLEY, C.J.

No. 9.	10.8.53.	
Judges' Notes.	RAMANI for Advocate and Solicitor.	
10th August 1953.	BOSTOCK HILL and GILCHRIST for Bar Committee.	
(ii) Murray-Aynsley, C.J., Singapore.	RAMANI : Facts—	
	1st requisition—no date.	
	115 of Companies Ordinance.	
	2nd requisition—	
	2nd resolution merely set out objects of first in different form—same purpose.	10
	Correspondence—23, 24, 26.	
	(Agreed bundle before Committee).	
	27 no original of p. 26.	
	28	
	30	
	32	
	33	
	34 27.8.52.	
	35	
	36	20
	37 26.9.52.	
	38 26.9.52.	
	40 29.9.52	
	41 1.10.52.	
	No reply to letter of Oct. 1st.	
	46	
	Proceedings before Committee.	
	No intention to deceive.	
	1st charge.	
	2nd charge.	30
	Letter of Sept. 29th—	
	people not deceived.	
	Ignorance.	
	<i>In re Cooke</i> , 5 T.L.R. 407.	
	<i>In re Advocate and Solicitor</i> (1950) M.L.J. 113.	
	BOSTOCK HILL :	
	Committee has found facts—	
	Procedure wrong on part of solicitor.	
	Only conduct of solicitor under consideration.	
	Only saw Prentis once.	40
	p. 26 some time in July.	
	Action to be taken another matter.	

It is a serious matter in any event.
 p. 40 "attached."
 Letter misleading.
 Absence of reply.
 Not responsible conduct.

RAMANI replied :
 depends on circumstances—
 4 people present—

C.A.V.

In the High
 Court.

No. 9.
 Judges'
 Notes.
 10th
 August
 1953.
 (ii) Murray-
 Aynsley,
 C.J.,
 Singapore—
continued.

NOTES OF EVIDENCE.

10

10th August, 1953.
 2.30.

(iii) Briggs,
 J.

RAMANI for RAJASOORIA—"Mr. A."

BOSTOCK HILL AND GILCHRIST for Bar Council.

RAMANI. O/C 20/7/53 p. 53.

Bus Co.'s troubles. Unskilled boards & Secretaries.

Desired to call extraordinary meeting.

Requisition A brought ready made to "A." 3 sheets. Not dated.
 "A" took it to the Reg'r. of Cos. He said the resolutions should be set
 out & the requisition deposited.

BRIGGS, J. asks about the Articles. Not in record.

20 (Ramani tenders copy)

CT. We cannot look at them.

RAMANI. "A" then drafted a new requisition with formal resolutions.

"A" thought he was merely elaborating the first doct. He referred to it
 as amendment. The Co., however, considered it as separate, if not
 contradictory. The Committee was misled by this.

Really, it was only one transaction, the calling of a meeting to remove
 and replace the controlling authorities of the Co.

Nothing wrong or illegal about the attachment of the signatures.

Correspondence, p. 23.

30 p. 26. C.4 is *not* a copy of "B." (No signatures)

p. 29. "by mistake," does *not* mean by oversight.

He thought it ought to go to the Registrar.

Committee misunderstood this.

Complaint of S.D. & Co. was that the requisition A was incoherent.

Lr. C.12. "A signed requisition."

Finding that no attempt to deceive.

After a fortnight's delay, reminder.

Notice of meeting.

In the High Court. 2 Lrs. of 26.9.52.
 Knowing all the facts, the board called the meeting.
 C.16.
 No. 9. There was a sufficient number to requisition without the three
 Judges' non-members.
 Notes. C.18.
 10th " typed and attached to the original documents."
 August C.19.
 1953.
 (iii) Briggs, para. (3) is wrong because it relates to occurrences on both 10th &
 J.— 25th Sept. 10
continued. " A " ceased to act between 1/10 & 11/10. It might have been wise
 to reply none the less, but no reason to anticipate what has occurred.
 C.20.
 Concerned with what " A " actually said or wrote not what S.D. & Co.
 inferred from it. Their construction was not legitimate.
 Careless, perhaps, but not worse. Not fraudulent, dishonest or
 dishonourable.
In re Cooke. 5 T.L.R. 407.
In re An Adv. & Solr. 1950 M.L.J. 113.
 B.-HILL. Removal of signatures can never be other than improper. 20
 Too easily satisfied about signatures here.
 Interval of time. Large numbers.
 How many persons instructions should be taken.
 RAMANI. Question of degree.
 Express of authority, p. 17.
 Clients doubt integrity of Secretaries.
 C. A. V.

Intld. F. A. B.

No. 10.
 Judgment.
 27th
 August
 1953.

No. 10.
Judgment.

30

IN THE SUPREME COURT OF THE FEDERATION OF MALAYA.
 IN THE HIGH COURT AT KUALA LUMPUR.

Originating Motion No. 7 of 1953.

In the Matter of Sections 26 and 53 of the Advocates and Solicitors
 Ordinance, 1947

and

In the Matter of an Advocate and Solicitor.

Cor. : PRETHEROE Ag. C.J.
 MURRAY-AYNSLEY, C.J. (Singapore)
 BRIGGS, J.

40

JUDGMENT OF PRETHEROE Ag. C.J., F. M.

In the High
Court.

As the facts are set out in the Judgment of the learned Chief Justice of Singapore it is not necessary for me to repeat them.

—
No. 10.
Judgment.
27th
August
1953.

When the motion came up for hearing Mr. Ramani, for the Respondent, admitted that the action of the Respondent in attaching the signatures to another document was indiscreet and most unwise, but he submitted that it did not amount to "grossly improper conduct" as envisaged by Section 26 of the Advocates and Solicitors Ordinance, 1947. He cited *In re G. Mayor Cooke* (5 T.L.R. 407) as authority for the proposition that
10 the phrase "grossly improper conduct," as used in the Advocates and Solicitors Ordinance, 1947, means conduct which is dishonourable to the Respondent as a man and dishonourable in his profession. I agree that this is the test which should be applied in these cases. It seems to me to be perfectly clear that for an advocate and solicitor knowingly and deliberately to submit a false document, and intend it to be acted upon, is both dishonourable to himself and to his profession.

(i) Preth-
eroe, Ag.
C.J., F.M.

The Disciplinary Committee appointed to investigate this case was of the unanimous opinion that the Respondent did not act with the intention to deceive when submitting the document, and there is evidence, which
20 I accept, to sustain that finding. It seems probable that Respondent adopted this course in order to avoid the labour necessarily required to obtain the signatures of between eighty and ninety persons living in different parts of two States. But, even if there was no intention to deceive, the plain fact remains that the document was a false document and might have deceived both the Registrar of Companies and the Company itself if the signatures of three persons, who had recently ceased to be shareholders, had not been observed.

With regard to the conduct on which the second complaint is based, viz. a misleading statement in Respondent's letter dated the 29th September,
30 1952, the Disciplinary Committee found as a fact that the statement "was "definitely intended to mislead." Having carefully considered the whole of the correspondence exhibited in this case I regret to say that I have reached the same conclusion. Even when the matter was put to the Respondent with complete clarity in the letter addressed to him by Messrs. Shearn, Delamore & Co. on the 1st of October, 1952, he did not even answer the letter.

I therefore agree with the findings of the Disciplinary Committee in respect of both complaints.

I have no doubt that the overwhelming majority of advocates and
40 solicitors understand perfectly well that conduct of this nature is to be reprobated but I am of opinion that a penalty must be imposed in this case as a deterrent.

The unanimous order of the Court is that Mr. Rajasooria be, and hereby is, suspended from practice for the period of six months on each

In the High Court. complaint but in each case the period will commence as from the date of this order.

No. 10.
Judgment.
27th
August
1953.

Kuala Lumpur,
25th August, 1953.

Sgd. E. O. PRETHEROE,
Ag. Chief Justice
Federation of Malaya.

(Delivered by the Hon. Acting Chief Justice of the Federation of Malaya at Kuala Lumpur in open Court on the 27th day of August, 1953.)

(i) Preth-
eroe, Ag.
C.J., F.M.
—*continued.*

Sgd. B. V. RHODES,
Ag. Registrar, Supreme Court,
Federation of Malaya. 10

(ii) Murray-
Aynsley,
C.J.

JUDGMENT OF MURRAY-AYNSLEY, C.J.

These proceedings arose out of a disagreement among shareholders about the conduct of affairs of a company known as the Foh Hup Omnibus Company, Limited. Some time before June, 1952, certain dissatisfied shareholders had prepared a document which called for an extraordinary general meeting and other things and this was signed by ninety persons who claimed to be shareholders. Then some five persons approached the Respondent, bringing with them the document. On June 16th the Respondent wrote to the secretaries of the Company and said that he would send in later the formal requisition signed by ninety shareholders. 20

It appears that the Respondent, possibly on the advice of the Registrar of Companies, formed the opinion that the requisition was not in order, because he prepared an amended form.

On August 5th the Respondent wrote to the Company enclosing a copy of the amended form of requisition which ended with the words "said Kong Sin Lee and 89 other shareholders." He stated that the original had been sent to the Registrar of Companies. It appears that what was sent to the Registrar of Companies was not the original of the copy sent to the Company but the requisition in its amended form signed by shareholders some time before June 16th. This was returned by the Registrar of 30 Companies.

On August 11th this was sent to the Company. On August 20th this discrepancy was pointed out.

On August 2nd the Respondent indicated that if the Company was not satisfied he would get the signatures anew. The Company thereupon returned the original signed requisition.

On August 27th the Respondent sent a letter as follows :—

" I am forwarding herewith a signed Requisition for an
" Extraordinary General Meeting of the Foh Hup Omnibus Co.,
" Ltd., by 90 shareholders for necessary action." 40

What he sent was the amended form of requisition typed on a sheet of paper on which had been pasted the part of the sheet which had been sent in before containing the original signed requisition. The original requisition was cut off so that only the signatures remained. In the combined document it appeared that the signatures related to the amended form of requisition and this was represented in the covering letter. There was no attempt at concealing the fact that the paper containing the signatures had been pasted on to the paper containing the amended requisition.

In the High Court.

No. 10.
Judgment.
27th
August
1953.

(ii) Murray-
Aynsley,
C.J.—
continued.

10 This is the subject matter of the first charge.

On September 26th the solicitors for the Company wrote on the subject of the document sent on August 27th and particularly raised the question of the pasting together of two pieces of paper.

On September 29th the Respondent replied: "I saw the Registrar of Companies and showed him the original requisition. It was on his advice that the amended form of requisition was typed and attached to the original documents."

This letter formed the subject matter of the second charge.

20 As regards the first charge, I do not think that it is possible to deny the seriousness of the matter. The document sent in on August 27th was one intended to have legal consequences and it was a false document. Though the matter was done with a complete lack of contrivance and was obvious to anyone examining the document, and the Committee have found that there was not an intention to deceive, I agree with the finding of the Committee that it constituted grossly improper conduct on the part of an Advocate and solicitor and that it brings the Respondent within Section 26 (2) of Cap. 41 (Ordinance No. 4 of 1947).

30 As regards the second charge, one must read the letter of September 29th in conjunction with the letter of September 26th from the solicitors of the Company.

I agree with the findings of the Committee. I do not think that any reasonable person reading the letter of September 29th could have construed it as meaning anything but that the Registrar of Companies had advised the pasting together of the two pieces of paper and I think it is impossible to resist the inference that it was intended to convey that impression. It is not contended that the Registrar of Companies gave any such advice. I agree with the Committee that this also constitutes grossly improper conduct.

I agree with the order proposed by the learned President.

40

(Sgd.) MURRAY-AYNSLEY,
Chief Justice,
Singapore.

JUDGMENT OF BRIGGS, J.

(iii) Briggs,
J.

The disciplinary committee reported "that in cutting of the signatures from the Original Requisition and attaching them by pasting to the Amended Requisition about 2 months later, Mr. Rajasooria was guilty

In the High Court. “ of grossly improper conduct as an Advocate and Solicitor but that he did not act with intention to deceive.” I think this report was justified. To cut a signature from one document and affix it to another might in very special circumstances be permissible, but no such circumstances existed in this case. On the other hand Mr. Rajasooria must have been well aware that in the interval of two months some at least of the original signatories might have changed their minds and not wish to sign the new requisition. Some of them had sold their shares and could not effectively do so. I am prepared to accept that Mr. Rajasooria enquired whether the signatories were all still shareholders, and that the persons instructing him said they believed so ; but I think that was by no means a sufficient precaution. It was in my view grossly improper conduct in Mr. Rajasooria to transfer the signatures, unless each and every one of the ninety signatories had expressly authorized him to do so. Although some of them had given such authority, it was never suggested that all had done so. The circumstances make it probable that many were never consulted at all. 10

No. 10.
Judgment.
27th
August
1953.

(iii) Briggs,
J.—
continued.

As regards the second charge, Mr. Rajasooria's letter of the 29th September was not, I think, literally untrue ; but it was likely to mislead the solicitors for the Company. Their reply showed clearly that they understood it as meaning that the Registrar of Companies had advised Mr. Rajasooria to transfer the signatures. In other words, the letter did in this respect mislead them. I think it was Mr. Rajasooria's duty to correct this misapprehension, for which he was responsible, without delay. In my opinion his failure to do so entitled the disciplinary committee to find that his letter of the 29th September was intended to mislead, and that in this respect also he was guilty of grossly improper conduct. 20

I concur in the order proposed by the learned President.

(Sgd.) F. A. BRIGGS,
Judge,
Supreme Court,
Federation of Malaya. 30

Kuala Lumpur,
26th August, 1953.

Before : The Hon. Mr. Justice PRETHEROE, Ag. C.J.
The Hon. the CHIEF JUSTICE, Singapore.
The Hon. Mr. Justice BRIGGS.

No. 11.
Order.

In the High
Court

No. 11.
Order.
27th
August
1953.

IN THE SUPREME COURT OF THE FEDERATION OF MALAYA.

Originating Motion No. 7 of 1953.

In the Matter of Section 26 and 53 of the Advocates and Solicitors
Ordinance, 1947

and

In the Matter of Mr. R. P. S. Rajasooria, Advocate and Solicitor of the
Supreme Court of the Federation of Malaya, Kuala Lumpur.

- 10 Before : The Hon. Mr. Justice PRETHEROE, Ag. Chief Justice,
Federation of Malaya.
The Hon. Sir CHARLES MURRAY-AYNSLEY, Chief
Justice, Singapore.
The Hon. Mr. Justice BRIGGS.

This 27th day of August, 1953.

ORDER

- 20 This matter coming on for hearing on the 10th day of August, 1953,
in the presence of Mr. A. J. Bostock Hill with Mr. W. S. Gilchrist, Counsel
for the Disciplinary Committee and Bar Council, Federation of Malaya
and Mr. R. Ramani with Mr. Ng. Ek Teong, Counsel for the Advocate and
Solicitor and upon hearing Counsel for the Disciplinary Committee and Bar
Council and Counsel for the Advocate and Solicitor THIS COURT DO TH
ORDER that this matter should stand for judgment and the same standing
for judgment this day in the presence of Mr. Bostock Hill with Mr. Gilchrist
for the Disciplinary Committee and Bar Council and Mr. R. Ramani,
Counsel for the Advocate and Solicitor IT IS ORDERED that R. P. S.
Rajasooria the Advocate and Solicitor herein be suspended from practice
for a period of six months in respect of each charge but in each case the
period of suspension will commence from the date of this order.

- 30 IT IS FURTHER ORDERED that the said R. P. S. Rajasooria do pay
the Disciplinary Committee a sum of \$55/- hearing costs in this matter.
Given under my hand and the seal of the Court this 27th day of August,
1953.

(Sgd.) B. V. RHODES,
Ag. Registrar,

Supreme Court, Federation of Malaya.

(SEAL)

In the Court
of Appeal.

No. 12.

**Order allowing Conditional Leave to Appeal to Her Majesty in Council,
31st August, 1953.**

No. 12.
Order
allowing
Conditional
Leave to
Appeal to
Her
Majesty in
Council.
31st
August
1953.

(Not Printed.)

No. 13.
Order
allowing
Final Leave
to Appeal
to Her
Majesty in
Council.
1st
December
1953.

No. 13.

Order allowing Final Leave to Appeal to Her Majesty in Council.

**IN THE SUPREME COURT OF THE FEDERATION OF MALAYA.
IN THE COURT OF APPEAL AT KUALA LUMPUR.**

**Federation of Malaya Civil Application No. 4 of 1953.
(Kuala Lumpur Originating Motion No. 7 of 1953.)**

10

**In the Matter of Sections 26 and 53 of the Advocates and Solicitors
Ordinance, 1947**

and

In the Matter of an Advocate and Solicitor.

Between

R. P. S. RAJASOORIA Applicant

and

DISCIPLINARY COMMITTEE Respondent.

**Before the Honourable Sir CHARLES MATHEW, Chief Justice,
Federation of Malaya.**

20

**Before the Honourable Mr. Justice BROWN, Ag. Chief Justice of
Singapore.**

**Before the Honourable Mr. Justice W. BUHAGIAR, Judge, Federation
of Malaya.**

IN COURT

This 1st day of December, 1953.

ORDER.

The Notice of Motion dated the 23rd day of November 1953 coming on for hearing before the Court of Appeal on the 1st day of December, 1953, in the presence of Mr. R. Ramani Counsel for the Applicant and Mr. W. S. Gilchrist Counsel for the Respondent AND UPON READING the Notice of Motion and the Affidavit of Reginald Paul Selvanasan Rajasooria affirmed on the 23rd day of November, 1953 and filed herein

In the Court of Appeal.

No. 13.
Order allowing Final Leave to Appeal to Her Majesty in Council.
1st December 1953...
continued.

10 IT IS ORDERED that the Applicant be and is hereby given final leave to appeal to Her Majesty in Council.

GIVEN under my hand and the seal of the Court this 1st day of December, 1953.

P. SAMUEL,
Senior Assistant Registrar,
Court of Appeal, Federation of Malaya.

(SEAL)



Exhibits

EXHIBITS.

F.
Letter,
Poon Sze
Sam & Co.,
to Wan
Siew Seng.
10th June
1952.

F.—Letter, Poon Sze Sam & Co., to Wan Siew Seng.

COPY.

Poon Sze Sam & Co.,
Associated Public Accountants,
Auditors & Qualified Secretaries
. 3 Market Street, (1st Floor)
Kuala Lumpur,

10th June, 1952.

Mr. Wan Siew Seng
No. 44 Peel Road,
Kuala Lumpur.

10

Dear Sir,

Re :—Foh Hup Omnibus Company Ltd.

With reference to the interviews we have had, we hereby confirm that we are prepared to accept the appointment of Secretaries and accountants for the abovenamed company in case our services are required at a fee to be mutually agreed upon.

We also confirm that we undertake to do secretarial work in Chinese touching the affairs of your company if and when called upon to do so.

20

Yours faithfully,
(Sgd.) POON SZE SAM & CO.

G.
List of
proposed
new
Directors.

G.—List of proposed New Directors.

COPY.

The seven selected persons to become the Directors are :—

1. Ee Yoong Seng (Seremban)
2. Karam Singh (do.)
3. Tan Eng Hor (Kajang)
4. Kong Seng Kee (do.)
5. Phoom (do.)
6. Wong Siak (Kuala Lumpur)
7. Yap Sang (do.)

30

C.—(1) Letter, R. P. S. Rajasooria to Lim Tam Chong & Co.

Exhibits.

Exhibit " C "

R. P. S. Rajasooria
Bar-at-Law (Middle Temple)
Advocate & Solicitor
and Commissioner for Oaths,
(Office 3801)

15, Weld Road,
Kuala Lumpur.

Tel. : Nos. (House 3936)
Ref. : No. KYJ/478/52

16th June, 1952.

C.
(1) Letter,
R. P. S.
Rajasooria
to Lim Tam
Chong &
Co.
16th June
1952.

10 Messrs. Lim Tam Chong & Co.,
Secretaries to
Foh Hup Omnibus Company Limited,
No. 19, Batu Road,
Kuala Lumpur.

Dear Sir,

Re Foh Hup Omnibus Co. Ltd.

I have been consulted by Mr. Kong Sin Kee and 89 shareholders of the above Company with a view to call an Extraordinary Meeting for the purpose of appointing a new Secretary and six Directors and instructed to request you to be good enough to supply me with a copy of the Minutes of Annual General and Extraordinary Meetings of the shareholders held on the 2nd June, 1952, and to let me know whether I could scrutinise the proxies alleged to have been filed by shareholders. Allegations are made that some of the proxies were obtained by coercion and that the Annual Meeting was not held constitutionally. The majority of those present had walked out of the Meeting in protest. I shall send you the formal requisition signed by 90 shareholders on receiving the Minutes, if any, of the 2nd instant.

Yours faithfully,

(Sgd.) R. P. S. RAJASOORIA.

30 C.—(2) Letter, Shearn, Delamore & Co., to R. P. S. Rajasooria.

P. Hall

R. P. S. Rajasooria Esq.,
15 Weld Road,
Kuala Lumpur.

17th June,
S.D. (R) 4872
KYJ/478/52

C.
(2) Letter,
Shearn,
Delamore
& Co. to
R. P. S.
Rajasooria.
17th June
1952.

Dear Sir,

Foh Hup Omnibus Company Limited.

We act on behalf of the above Company and we have been handed your letter of the 16th instant with instructions to reply thereto.

Exhibits.
 C.
 (2) Letter,
 Shearn,
 Delamore
 & Co. to
 R. P. S.
 Rajasooria.
 17th June
 1952—
continued.

Messrs. Lovelace & Hastings have been acting for Kong Sin Kee for some time past but we note that you are now acting.

The Articles of Association provide that if a certain number of shareholders call for an Extra-Ordinary General Meeting, the Board must call that meeting within a certain period ; if therefore you file on behalf of the requisite number of shareholders a proper notice, the necessary action will be taken. A proper notice means a notice which complies with the Articles of Association.

It would be of assistance to everyone if you made sure that the notice you say you are going to file contained the resolutions to be put to the meeting ; it is also desirable, though not strictly essential, that the Articles under which any proposed resolution is to be passed is quoted in the resolution. 10

Our clients are only too pleased to send you copies of the Minutes you require and as these are being copied, no charge will be made therefor.

Our clients have no objection to your scrutinising the proxies though by implication your predecessors, Messrs. Lovelace & Hastings, were given an opportunity to do this before the meetings at which the proxies were used.

We shall be obliged if you will make a mutually convenient appointment with us for the inspection. 20

Your allegation that some of the proxies were obtained by coercion is most serious and we imagine *must be* substantiated by sound and acceptable evidence.

We accordingly feel most strongly (and the Board agree with us) that if you have such evidence then your duty is to place the matter forthwith in the hands of the Criminal Investigation Department.

The allegation that the Annual General Meeting was not held constitutionally is refuted categorically ; it is noted that you do not give particulars of this allegation.

A member of this firm was present at the meeting (Messrs. Lovelace & Hastings were invited to attend but did not) and is prepared to testify that the meeting was held in a proper manner. 30

An attempt was made by certain shareholders to act contrary to the Articles of Association by refusing the demands which were made for a Poll but this was very properly refused by the Chairman of the meeting.

The shareholders who had demanded that a Poll be refused walked out of the meeting after this irregular suggestion had been refused for a second time and therefore it would appear reasonable to suppose that they are your clients.

Yours faithfully, 40
 (Sgd.) SHEARN, DELAMORE & CO.

C.—(4) Requisition for Extraordinary General Meeting.

Exhibits.

Kong Sin Kee and 89 other
Shareholders,
Foh Hup Omnibus Co., Ltd.,
C/o No. 1, Main Street,
Kajang.

July, 1952.

C.
(4) Requisition for
Extraordinary
General
Meeting.
July 1952.

Messrs. Lim Tam Chong & Co.,
Secretaries, Foh Hup Omnibus Co. Ltd.,
10 Kuala Lumpur.

Pursuant of Articles No. 43 of the Company's Articles of Association, we the undersigned 90 shareholders of the Foh Hup Omnibus Company Limited do hereby give notice to call an Extraordinary General Meeting to be held at the Office of the Company at No. 38, Pudu Road, Kuala Lumpur, within 21 days from the date of this Requisition to consider and pass the following Resolutions :—

1. To remove the present Board of Directors who were appointed at the General Meeting held on the 2nd June, 1952.

2. To appoint a Board of Directors consisting of the following
20 persons, i.e.,

Messrs. Ee Yeong Seng (Seremban)
Karam Singh (do.)
Tan Eng Hor (Kajang)
Kong Seng Kee (do.)
Phoome (do.)
Wong Siak (Kuala Lumpur)
Yap Sang (do.)

3. To appoint a Sub-Committee to inquire into and investigate the
30 irregularities alleged against the present Board and report thereon to the New Board.

4. To remove Messrs. Lim Tan Chong & Company from the office of Secretaries to the Company and to replace them by Messrs. Poo Sze Sam & Co. of No. 3, Market Street, Kuala Lumpur.

(Sgd.) KONG SIN KEE
and 89 other Shareholders,
FOH HUP OMNIBUS Co., LTD.,
(owning between them share i.e.
not less than one-tenth of the
issued capital of the Company).

Exhibits.

C.—(5) Letter, R. P. S. Rajasooria to Lim Tam Chong & Co.

C.

(5) Letter,
R. P. S.
Rajasooria
to Lim Tam
Chong &
Co.
5th August
1952.

R. P. S. Rajasooria,
Bar-at-Law (Middle Temple),
Advocate & Solicitor
and Commissioner for Oaths.
Tel. Nos. {Office 3801
 {House 3936.

15 Weld Road,
Kuala Lumpur.

5th August, 1952.

Ref. No. SK/637/52.

Messrs. Lim Tam Chong & Co.,
Secretaries to Foh Hup Omnibus Co., Ltd.,
Kuala Lumpur.

10

Dear Sirs,

I have been instructed by 90 shareholders of the Foh Hup Omnibus Co., Ltd., to forward a copy of a signed Requisition for an Extra-ordinary General Meeting of the said Company be held at its office at No. 38 Pudu Road, Kuala Lumpur.

You may have inspection of the said requisition at the office of the Registrar of Companies to whom I am forwarding the original list.

Yours faithfully,
(Sgd.) R. P. S. RAJASOORIA. 20

Encl. 1 list of shareholders.
Signatories for requisition.
Intd. R.P.S.R.

Copy to,
Registrar of Companies,
Kuala Lumpur.

A.
Photostat
copy of
Requisition
for Extra-
ordinary
General
Meeting
(undated).

A.—Photostat copy of Requisition for Extraordinary General Meeting
(undated).

(Not Printed.)

C.—(6) Letter, Registrar of Companies to R. P. S. Rajasooria.

Exhibits.

Ref. 95 in Local 853.

Companies Registry,
Supreme Court Buildings,
Kuala Lumpur.

8th August, 1952.

C.
(6) Letter,
Registrar of
Companies
to R. P. S.
Rajasooria.
8th August
1952.Mr. R. P. S. Rajasooria,
Advocate & Solicitor,
15 Weld Road,
Kuala Lumpur.

Sir,

10

Foh Hup Omnibus Co. Ltd.

I thank you for your letter reference SK/637/52 of the 5th August, forwarding a signed requisition for an extra-ordinary general meeting by 90 members of the above Company.

2. I return herewith the requisition and would request you to deposit the signed copy of the requisition at the Registered office of the Company which is at 38 Pudu Road, Kuala Lumpur.

3. The requisitionists must hold one-tenth of the paid up Capital of the Company and in this connection, I would draw your attention to Section 115 of the Companies Ordinance, 1940.

20

I am, Sir,

Your obedient servant,
(Sgd.) S. SIVAPRAGASAM,
For Registrar of Companies,
Federation of Malaya.

C.—(7) Letter, R. P. S. Rajasooria to Lim Tam Chong & Co.

R. P. S. Rajasooria.

15 Weld Road,
Kuala Lumpur.

Ref. Sk/655/52.

11th August, 1952.

C.
(7) Letter,
R. P. S.
Rajasooria
to Lim Tam
Chong &
Co.
11th
August
1952.

30 Messrs. Lim Tam Chong & Co.,
Secretaries to M/s Foh Hup Omnibus Co. Ltd.,
38 Pudu Road,
Kuala Lumpur.

Dear Sirs,

Foh Hup Omnibus Co. Ltd.

As requested by you over the telephone I enclose herewith the signed original requisition copy which I sent to the Registrar of Companies by mistake.

Yours faithfully,
(Sgd.) R. P. S. RAJASOORIA.

40

Exhibits. C.—(8) Letter, Shearn, Delamore & Co. to R. P. S. Rajasooria.

C.
(8) Letter,
Shearn,
Delamore
& Co. to
R. P. S.
Rajasooria.
20th
August
1952.

EG.

S.D. (R) 4872.
SK/637/52.

20th August,

2.

Dear Sir,

Foh Hup Omnibus Co. Ltd.

We act on behalf of Foh Hup Omnibus Co. Ltd. and we have been handed your letters of the 5th and 11th instant together with the various enclosures thereto.

Your letter of the 5th instant encloses a copy of a Requisition calling on the Directors to convene an Extraordinary General Meeting of the Company for the purpose of passing the resolutions which are set out therein. 10

It would appear that you must have overlooked the express wording of Section 115 (2) of the Companies Ordinance 1940 which if you will forgive us for saying so is unambiguous. You have only deposited a copy of this Requisition at the registered office of the Company and therefore until the mandatory provisions of Section 115 (2) of the Companies Ordinance are complied with the notice enclosed in your letter of the 5th inst. will be ignored.

The fact that you did not comply with section 115 (2) of the Companies Ordinance was drawn to your attention by our clients' Secretaries although of course, they were under no obligation so to do and in your letter of the 11th instant you purport to remedy your earlier omission, unfortunately you did nothing of the sort. 20

You stated in that letter that as requested you enclosed therewith the signed original Requisition which you sent to the Registrar of Companies *by mistake*, had you done this the matter would have been simple but in fact you sent three original Requisitions signed by 24 shareholders, 29 shareholders and 37 shareholders respectively.

These Requisitions bear no relation whatsoever to the copy Requisition sent earlier and we can only assume that you personally did not supervise the attaching of the Requisitions to your letter. 30

The result is that regard being had to Section 115 of the Companies Ordinance our clients will in due course be complying with the three Requisitions which they have received from you under cover of your letter of the 11th instant.

These Requisitions do not specify any coherent resolutions but your clients are entitled to have a Meeting convened for the purposes they ask although the value of results of the Meeting may be slight.

It may be that on reflection your clients would prefer to withdraw the three Requisitions which were sent to our clients on the 11th instant and proceed with the original Requisition a copy of which was sent to our clients on the 5th instant and if this is so we suggest you take immediate 40

steps to have the three Requisitions withdrawn and the original of your first Requisition left at the registered office of the Company.

You will appreciate that if we do not hear from you in the next day or two our clients will be convening a Meeting in accordance with the terms of the three Requisitions.

Yours faithfully,
(Sgd.) SHEARN, DELAMORE & CO.

10 R. P. S. Rajasooria, Esq.,
15 Weld Road,
Kuala Lumpur.

Exhibits.
—
C.
(8) Letter,
Shearn,
Delamore
& Co. to
R. P. S.
Rajasooria.
20th
August
1952—
continued.

C.—(10) Letter, R. P. S. Rajasooria to Shearn, Delamore & Co.

R. P. S. Rajasooria,
Advocate & Solicitor and Commissioner for Oaths.

15 Weld Road,
Kuala Lumpur.

22nd August, 1952.

Ref. No. KYJ/686/52.

20 Messrs. Shearn, Delamore & Co.,
Advocates & Solicitors,
Kuala Lumpur.

C.
(10) Letter,
R. P. S.
Rajasooria
to Shearn
Delamore
& Co.
22nd
August
1952.

Dear Sirs,

Re : Foh Hup Omnibus Co., Ltd.

Your letter of the 20th instant to hand.

I was instructed by 90 shareholders of the Foh Hup Omnibus Co. to requisition a meeting under Section 115 (2) of the Companies Ordinance, 1940. I interviewed the Registrar of Companies and showed him the original requisition with signatures. The signed documents containing the 24, 29 and 37 shareholders respectively is I agree rather incoherent. It was never intended that the Extraordinary Meeting be called on those resolutions. I sent a copy of the resolution in prescribed form to the registered office of the Company concerned but overlooked enclosing the original signatures and forwarded them to the Registrar of Companies for reasons which are no doubt obvious to you. The motive for so doing were doubts in my clients' minds but not in mine.

The resolutions in my letter of the 5th instant is to be the basis of the resolution and not what is contained in the documents containing the signatures. If this explanation and clarification is not sufficient may I request the return of all the documents and I shall get the signatures anew. This you will no doubt agree will be prolonging the "agony" for all parties concerned.

Yours faithfully,
(Sgd.) R. P. S. RAJASOORIA.

Exhibits. C.—(11) Letter, Shearn, Delamore & Co. to R. P. S. Rajasooria.

C.
(11) Letter, CYM
Shearn,
Delamore
& Co. to
R. P. S.
Rajasooria.
25th
August
1952.

CYM

25th August 2

S.D.(R) 4872

KYJ/686/52

R. P. S. Rajasooria, Esq.
15 Weld Road,
Kuala Lumpur.

Dear Sir,

Foh Hup Omnibus Company, Limited.

We thank you for your letter of the 22nd instant. We have never 10
heard of an original requisition under Section 115 of the Companies
Ordinance, 1940, being sent to the Registrar of Companies.

We are afraid therefore that your reasons for so doing are still obscure
to us.

We read the second paragraph of your letter as a request to withdraw
the only original requisitions which have been properly served and we
accordingly return them herewith.

We may say that arrangements to call an Extraordinary General
Meeting to deal with the enclosed requisitions had been put in hand and the
muddle which has occurred in this matter has put the Company to a certain 20
amount of expense, expense which could have been avoided if you had
considered the mandatory provisions of Section 115 of the Companies
Ordinance 1940.

The present position is therefore that no valid requisition is outstanding
but if a valid requisition is served in the future it will be complied with.

We do not understand the final sentence of your letter under reply.

Yours faithfully,

(Sgd.) SHEARN, DELAMORE & CO.

C.—(12) Letter, R. P. S. Rajasooria to Lim Tam Chong & Co.

Exhibits.

COPY.

R. P. S. Rajasooria
(Barrister-at-Law)
(Middle Temple),
Advocate & Solicitor and Commissioner for Oaths.

15 Weld Road,
Kuala Lumpur.

C.
(12) Letter,
R. P. S.
Rajasooria
to Lim Tam
Chong &
Co.
27th
August
1952.

27th August, 1952.

10 Tel. No. {Office 3801.
House 3936.

Ref. No. KYJ/702/52.

Messrs. Lim Tam Chong & Co.,
Secretaries,
Foh Hup Omnibus Co., Ltd.,
No. 38 Pudu Road,
Kuala Lumpur.

Dear Sirs,

I am forwarding herewith a signed Requisition for an Extraordinary
General Meeting of Foh Hup Omnibus Co., Ltd., by 90 shareholders for
20 favour of necessary action.

Yours faithfully,
(Sgd.) R. P. S. RAJASOORIA.

E.1.—Letter, R. P. S. Rajasooria to Lim Tam Chong & Co.

[Same as C—(12).]

E.1.
Letter,
R. P. S.
Rajasooria
to Lim Tam
Chong &
Co.
27th
August
1952.

Exhibits.

E.2.—Requisition for Extraordinary General Meeting.

E.2.
Requisition
for Extra-
ordinary
General
Meeting.
27th
August
1952.

COPY.

EXHIBIT " E.2 "

Kong Sin Kee and 89 others,
Shareholders,
Foh Hup Omnibus Co., Ltd.,
No. 1 Main Street,
Kajang.

Messrs. Lim Tam Chong & Co.,
Secretaries, Foh Hup Omnibus Co., Ltd.,
No. 38 Pudu Road, Kuala Lumpur.

27th August, 1952.

10

Pursuant of Article No. 43 of the Company's Articles of Association, we the undersigned 90 shareholders of the Foh Hup Omnibus Company, Limited, do hereby give notice to call an Extraordinary General Meeting to be held at the office of the Company at No. 38 Pudu Road, Kuala Lumpur, within 21 days from the date of this Requisition to consider and pass the following Resolutions :—

1. To remove the Present Board of Directors who were appointed at the General Meeting held on the 2nd June, 1952.

2. To appoint a Board of Directors consisting of the following persons :

Messrs. E. Yoong Seng	(Seremban)	20
Karam Singh	do.	
Tan Eng Hor	Kajang	
Kong Seng Kee	do.	
Phoome	do.	
Wong Siak	Kuala Lumpur	
Yap Sang	do.	

3. To appoint a Sub-Committee to inquire into and investigate the irregularities alleged against the present Board and report thereon to the New Board.

4. To remove Messrs. Lim Tam Chong & Company from the office of Secretaries to the Company and to replace them by Messrs. Poon Sze Sam & Co., of No. 3 Market Street, Kuala Lumpur.

(Sgd.) R. P. S. RAJASOORIA.

-
- | | | |
|-------------------------------|---------------------------------|----|
| 1. Ee Yoong Seng | 14. Sajan Singh (In Urdu) | |
| 2. Karam Singh | 15. Kah Ah Bee (In Chinese) | |
| 3. Choo Ching (In Chinese) | 16. Harchand Singh | |
| 4. Gurdev Singh (In Urdu) | 17. Tan Choo Thiam (In Chinese) | |
| 5. Ghanda Singh (In Urdu) | 18. Kishen Singh (In Urdu) | |
| 6. Lim Kim Tai (In Chinese) | 19. Chong Hai Ann (In Chinese) | |
| 7. Mukam Singh (In Urdu) | 20. Kah Kit Siong (In Chinese) | 40 |
| 8. Lim Beo (In Chinese) | 21. Jagir Singh (In Urdu) | |
| 9. Wong Fah Ming (In Chinese) | 22. Gurnam Singh. | |
| 10. Kapur Singh (In Urdu) | 23. Mean | |
| 11. Babu Singh (In Urdu) | 24. S. Amar Singh & | |
| 12. Koh Chow Seng | 25. Sham Singh (Trustee Sikh | |
| 13. Lee Chuan | Temple) | |
-

E.3.—Requisition for Extraordinary General Meeting.

Exhibits.

COPY.

EXHIBIT “ E.3 ”

Kong Sin Kee and 89 others,
Shareholders,
Foh Hup Omnibus Co., Ltd.,
c/o No. 1 Main Street,
Kajang,

E.3.
Requisition
for Extra-
ordinary
General
Meeting.
27th
August
1952.

27th August, 1952.

- 10 Messrs. Lim Tam Chong & Co.,
Secretaries, Foh Hup Omnibus Co., Ltd.,
No. 38 Pudu Road, Kuala Lumpur.

Pursuant of Article No. 43 of the Company's Articles of Association, we the undersigned 90 shareholders of Foh Hup Omnibus Company Limited do hereby give notice to call an Extraordinary General Meeting to be held at the Office of the Company at No. 38 Pudu Road, Kuala Lumpur, within 21 days from the date of this requisition to consider and pass the following Resolutions :—

- 20 1. To remove the Present Board of Directors who were appointed at the General Meeting held on the 2nd June, 1952.

2. To appoint a Board of Directors consisting of the following persons, i.e.

Messrs. Ee Yoong Seng	(Seremban)
Karam Singh	(do.)
Tan Eng Hor	(Kajang)
Kong Seng Kee	(do.)
Phoome	(do.)
Wong Siak	(Kuala Lumpur)
Yap Sang	(do.)

- 30 3. To appoint a Sub-Committee to inquire into and investigate the irregularities alleged against the present Board and report thereon to the New Board.

4. To remove Messrs. Lim Tam Chong & Company from the office of Secretaries to the Company and to replace them by Messrs. Poon Sze Sam & Co. of No. 3 Market Street, Kuala Lumpur.

(Sgd.) R. P. S. RAJASOORIA.

Exhibits.	1.	In Chinese	Illegible.	14 in	Urdu (?)	26.	In Urdu (?)	
—	2.	„ English	„	15.	„ ?	27.	In Chinese	
E.3.	3.	„ English	„	16.	„ English	28.	„ Chinese	
Requisition	4.	„ Chinese	„	17.	„ Chinese	29.	„ Chinese	
for Extra-	5.	„ Chinese	„	18.	„ Chinese	30.	„ English	
ordinary	6.	„ Chinese	„	19.	„ Chinese	31.	„ English	
General	7.	„ Chinese	„	20.	„ Chinese	32.	„ English	
Meeting.	8.	„ Chinese	„	21.	„ Chinese	33.	„ Chinese	
27th	9.	„ Chinese	„	22.	„ English	34.	„ Tamil (?)	
August	10.	„ Chinese	„	23.	„ Chinese	35.	„ English	10
1952—	11.	„ Chinese	„	24.	„ Chinese	36.	„ English	
<i>continued.</i>	12.	„ Chinese	„	25.	„ Chinese	37.	„ Chinese	
	13.	„ Chinese						

E.4.—Requisition for Extraordinary General Meeting.

E.4.
Requisition COPY.
for Extra-
ordinary
General
Meeting.
27th
August
1952.

EXHIBIT “ E.4 ”

Kong Sin Kee, and 89 others,
Shareholders,
Foh Hup Omnibus Co., Ltd.
c/o No. 1 Main Street,
Kajang. 20
27th August, 1952.

Messrs. Lim Tam Chong & Co.,
Secretaries, Foh Hup Omnibus Co., Ltd.,
No. 38 Pudu Road, Kuala Lumpur.

Pursuant of Article No. 43 of the Company's Articles of Association, we the undersigned 90 shareholders of the Foh Hup Omnibus Company Limited do hereby give notice to call an Extraordinary General Meeting to be held at the Office of the Company at No. 38 Pudu Road, Kuala Lumpur, within 21 days from the date of this Requisition to consider and pass the following resolutions :— 30

1. To remove the Present Board of Directors who were appointed at the General Meeting held on the 2nd June, 1952.

2. To appoint a Board of Directors consisting of the following persons, i.e.,

Messrs. Ee Yoong Seng (Seremban)
Karam Singh (do.)
Tan Eng Hor (Kajang)
Kong Seng Kee (do.)
Phoome (do.)
Wong Siak (Kuala Lumpur) 40
Yap Sang (do.)

3. To appoint a Sub-Committee to inquire into and investigate the irregularities alleged against the present Board and report thereon to the New Board.

4. To remove Messrs. Lim Tam Chong & Company from the office of Secretaries to the Company and to replace them by Messrs. Poon Sze Sam & Co. of No. 3 Market Street, Kuala Lumpur.

(Sgd.) R. P. S. RAJASOORIA.

Exhibits.
—
E.4.
Requisition
for Extra-
ordinary
General
Meeting.
27th
August
1952—
continued.

- | | | |
|----|--|--|
| | 1. In Chinese | 15. In Chinese |
| | 2. „ Chinese | 16. „ Chinese |
| 10 | 3. „ Chinese | 17. „ Chinese |
| | 4. „ English | 18. „ Tamil (?) |
| | 5. Thumb Impression of
Tan Ah Cheng | 19. „ Urdu (?) |
| | 6. In Chinese | 20. „ Chinese |
| | 7. „ Chinese | 21. „ Chinese |
| | 8. „ English | 22. „ Chinese |
| | 9. „ Chinese | 23. „ Chinese |
| 10 | 10. „ Chinese | 24. „ Chinese |
| | 11. „ English | 25. „ English (S. Tharmalingam) |
| 20 | 12. „ Chinese | 26. „ Tamil (?) |
| | 13. „ Chinese | 27. „ English |
| | 14. Thumb Impression of
Arokiasamy | 28. Thumb Impression (writing in
Chinese) |
| | | 29. In Tamil (?) |

B.—Photostat copy of Requisition for Extraordinary General Meeting, 27th August, 1952.

(Not printed)

B.
Photostat
copy of
Requisition
for Extra-
ordinary
General
Meeting.
27th
August
1952.

Exhibits. C.—(13) Letter, R. P. S. Rajasooria, to Lim Tam Chong & Co.

C.
 (13) Letter, R. P. S. Rajasooria.
 R. P. S. (Barrister-at-Law)
 Rajasooria Middle Temple.
 to Lim Tam Advocate & Solicitor,
 Chong & and Commissioner for Oaths.
 Co.
 8th
 September No. KYJ/731/52.
 1952.

15, Weld Road,
 Kuala Lumpur.

8th September, 1952.

Messrs. Lim Tam Chong & Co.,
 Secretaries,
 Foh Hup Omnibus Co., Ltd.,
 No. 38 Pudu Road,
 Kuala Lumpur.

10

Dear Sirs,

Re Foh Hup Omnibus Co., Ltd.,
 Kuala Lumpur.

I regret very much to say that you have not acknowledged my letter dated the 27th August, 1952, forwarding you a signed Requisition for an Extraordinary General Meeting of the above Company. I shall be grateful if you would acknowledge receipt of my letter and the enclosure therein. I shall also be glad to know whether action is being taken on the Requisition for an Extraordinary Meeting; 20

Yours faithfully,
 (Sgd.) R. P. S. RAJASOORIA.

C.
 (14) Notice
 of Extra-
 ordinary
 General
 Meeting.
 13th
 September
 1952.

C.—(14) Notice of Extraordinary General Meeting.

FOH HUP OMNIBUS COMPANY LIMITED.
 (Incorporated in the Federation of Malaya.)

NOTICE OF AN EXTRAORDINARY GENERAL MEETING.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of FOH HUP OMNIBUS COMPANY LIMITED will be held at the Hotel 30 Embassy, Imbi Road, Kuala Lumpur, on Saturday the 11th day of October, 1952 at 8 p.m.

This Meeting is called by the Board pursuant to Article No. 43 of the Company's Articles of Association.

There will be laid before the Meeting the following letter which has been received from shareholders holding not less than one-tenth of the issued Capital of the Company :—

“ Kong Sin Kee and 89 Others,
Shareholders,
Foh Hup Omnibus Co., Ltd.,
c/o No. 1 Main Street,
Kajang.

27th August, 1952.

Messrs. Lim Tam Chong & Co.,
10 Secretaries, Foh Hup Omnibus Co., Ltd.,
No. 38, Pudu Road,
Kuala Lumpur.

Exhibits.
—
C.
(14) Notice
of Extra-
ordinary
General
Meeting.
13th
September
1952—
continued.

Pursuant of Article No. 43 of the Company's Articles of Association, we the undersigned 90 shareholders of the Foh Hup Omnibus Company Limited do hereby give notice to call an Extraordinary General Meeting to be held at the Office of the Company at No. 38, Pudu Road, Kuala Lumpur, within 21 days from the date of this Requisition to consider and pass the following Resolutions :—

1. To remove the Present Board of Directors who were appointed
20 at the General Meeting held on the 2nd June, 1952.

2. To appoint a Board of Directors consisting of the following persons :—

i.e. Messrs. Ee Yoong Seng (Seremban)
Karam Singh (Seremban)
Tan Eng Hor (Kajang)
Kong Seng Kee (Kajang)
Phoome (Kajang)
Wong Siak (Kuala Lumpur)
Yap Sang (Kuala Lumpur)

30 3. To appoint a Sub-Committee to inquire into and investigate the irregularities alleged against the present Board and report thereon to the New Board.

4. To remove Messrs. Lim Tam Chong & Company from the office of Secretaries to the Company and to replace them by Messrs. Poon Sze Sam & Company of No. 3, Market Street, Kuala Lumpur.

(Sgd.) WONG SIAK and 36 others.
KONG SIN KEE and 28 others.
EE YOONG SENG and 23 others.”

38, Pudu Road,
40 Kuala Lumpur,
13th September, 1952.

By Order of the Board,
LIM TAM CHONG & CO.,
Secretaries.

Exhibits. C.—(15) Letter, Shearn, Delamore & Co. to R. P. S. Rajasooria.

C.
(15) Letter,
Shearn,
Delamore
& Co. to
R. P. S.
Rajasooria.
26th
September
1952.

S.D. (R) 4872.
R. P. S. Rajasooria Esq.,
15, Weld Road,
Kuala Lumpur.

26th September, 1952.

Dear Sir,

Foh Hup Omnibus Co. Ltd.

We act, as you know, on behalf of the Foh Hup Omnibus Co. Ltd. and, on the requisition of certain clients of yours, an Extra-ordinary 10 General Meeting of the Company will be held at the Embassy Hotel, Kuala Lumpur, on October the 11th next at 8 p.m., subject to the approval of the Chief Police Officer.

A member of this Firm will attend the Meeting as an observer to answer any points which may crop up during the Meeting and on which the Board may require advice.

The Board think that possibly you might care to attend the Meeting on behalf of your clients and if this be so, then they will be pleased to see you at the Meeting.

It must be clearly understood that if you do attend, all your fees and 20 costs of attendance will be the responsibility of your own clients and will not be the responsibility of the Company.

Your role at the Meeting will be exactly the same as the member of this Firm who is going to attend.

Yours faithfully,
(Sgd.) SHEARN, DELAMORE & CO.

C.
(16) Letter,
Shearn,
Delamore
& Co. to
R. P. S.
Rajasooria.
26th
September
1952.

C.—(16) Letter, Shearn, Delamore & Co., to R. P. S. Rajasooria.

S.D.(R) 4872.
KYJ/702/52.
R. P. S. Rajasooria, Esq.,
15 Weld Road,
Kuala Lumpur.

26th September, 1952.

Dear Sir,

Foh Hup Omnibus Co., Ltd.

We act, as you know, on behalf of the Foh Hup Omnibus Co., Ltd., and we have had sent to us for investigation three documents which purport to be requisitions under Article No. 43 of the Companies Articles of Association.

This requisition has been complied with and an Extraordinary General Meeting will, subject to the approval of the Chief Police Officer, be held at the Embassy Hotel, Kuala Lumpur, on October the 11th, 1952, at 8 p.m. 40

We have subjected the documents which you forwarded as requisitions to certain tests and we are quite satisfied that the portions of the documents which bear the signatures of the shareholders who are supposed to have signed the requisition have been pasted on to the sheets on which the requisition is typed.

It would appear that the portions on which the signatures appear have been cut off some other document and accordingly we should be obliged if you would confirm that you are satisfied that all the persons who have signed the pieces of paper which have been pasted on to the requisitions did
10 sign the paper only after it was pasted on to the sheet containing the requisition.

This is an extremely serious matter because investigation has shown that on the date of the requisition, i.e. the 27th of August, 1952, certain of the signatories were not members of the Company and if you are satisfied that all the signatories did sign the requisition then it may well be that the authorities will want to take proceedings against those of them who are not members of the Company at the date of the requisition.

We cannot imagine that you would paste signatures on to a document and we are sure that you will confirm that the signatures were definitely
20 fixed to the requisition after it had been typed, this supposition is strengthened by the fact that Mr. Rajasooria himself has signed across the place where the pieces of paper containing the signatures are joined on to the requisition.

Yours faithfully,
(Sgd.) SHEARN, DELAMORE & CO.

Exhibits.
—
C.
(16) Letter,
Shearn,
Delamore
& Co. to
R. P. S.
Rajasooria.
26th
September
1952—
continued.

C.—(18) Letter, R. P. S. Rajasooria, to Shearn, Delamore & Co.

R. P. S. Rajasooria,
Advocate & Solicitor and Commissioner for Oaths.

30

15, Weld Road,
Kuala Lumpur.

29th September, 1952.

Ref. No. KYJ/795/52.

Messrs. Shearn Delamore & Co.,
Advocates & Solicitors,
Kuala Lumpur.

Dear Sirs,

Foh Hup Omnibus Co., Ltd.

Reference your letter of the 26th the signatures on the requisition were obtained after I was instructed to act and call for an Extraordinary Meeting.
40 I saw the Registrar of Companies and showed him the original requisition. It was on his advice that the amended form of requisition was typed and

C.
(18) Letter,
R. P. S.
Rajasooria
to Shearn,
Delamore
& Co.
29th
September
1952.

Exhibits. attached to the original documents. I am satisfied that each and every signature appearing on the documents was affixed with the sole purpose of requisitioning an Extraordinary Meeting.

C.
(18) Letter,
R. P. S.
Rajasooria
to Shearn,
Delamore
& Co.
29th
September
1952—
continued.

If the present Directors and Secretary removed names of certain shareholders it was obviously done to defeat the purpose of those who are against the present regime in the Foh Hup Omnibus Company and this is what my clients are fighting against and are determined to expose.

I do not deign to reply or refer to the veiled threats contained in your letter.

I am satisfied my clients are honest and above board in their dealings 10
being simple, hardworking men who have put their whole life's savings into this Company. You will be well advised to make sure that your clients come to the Meeting on the 11th October, 1952, with hands and consciences clean.

Yours faithfully,
(Sgd.) R. P. S. RAJASOORIA.

C.
(19) Letter,
Shearn,
Delamore
& Co. to
R. P. S.
Rajasooria.
1st October
1952.

C.—(19) Letter, Shearn, Delamore & Co., to R. P. S. Rajasooria.

1st October, 1952.

S.D.(R) 4872.
KYJ/795/52.

20

R. P. S. Rajasooria, Esq.,
Advocate & Solicitor,
15, Weld Road,
Kuala Lumpur.

Dear Sir,

Foh Hup Omnibus Co., Ltd.

We thank you for your letter of the 29th ultimo.

We wish that there should be no misunderstanding about this matter and we accordingly set out what we read in the first paragraph of your letter as meaning, namely:—

30

(1) That a requisition convening an Extraordinary General Meeting was prepared and signed.

(2) That it was decided to amend this requisition whereupon a new form was prepared and the signatures to the old form were detached from the old and attached to the new form.

(3) That this was done on the advice of the Registrar of Companies.

We should be obliged if you would let us know if this is a fair interpretation of the first paragraph of your letter and, if it is, if you will let us know the name of the Registrar of Companies who, you say, so advised you. 40

It would appear from the second paragraph of your letter under reply that you have misunderstood the position.

The position is that on the date when the second requisition purports to have been signed, certain of the signatories were not on the register of shareholders because they have transferred their shares between the date of the second requisition and the first requisition.

The explanation of this is clear if the interpretation which we place on the first paragraph of your letter is correct.

The net result is that no one actually signed the current requisition although an earlier requisition was signed.

Yours faithfully,
(Sgd.) SHEARN, DELAMORE & CO.

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Exhibits.
—
C.
(19) Letter,
Shearn,
Delamore
& Co. to
R. P. S.
Rajasooria.
1st October
1952—
continued.

C.—(20) Letter, Shearn, Delamore & Co. to Registrar of Companies.

27th October.

S.D. (R/M) 4872

The Registrar of Companies,
Federation of Malaya,
Kuala Lumpur.

Sir,

Foh Hup Omnibus Company Limited.

We act for the above Company. Mr. R. P. S. Rajasooria acts for a number of shareholders who are opposed to the present Board of Directors of the Company.

Mr. Rajasooria on behalf of the dissatisfied shareholders filed a requisition for an Extraordinary General Meeting which on his own admission was incoherent and also did not comply with Section 115 (2) of the Companies Ordinance 1940. The Company returned the requisition to Mr. Rajasooria at his request, and he thereupon filed a fresh requisition for an Extraordinary General Meeting. This second requisition consisted in fact of the signatures of the old and invalid requisition being cut off and pasted to a new form of requisition. We enclose herewith a copy of our letter to Mr. Rajasooria dated the 26th ultimo, a copy of his reply dated the 29th ultimo and a copy of our further letter to him of the 1st instant. We are asking if you are in a position to confirm that what Mr. Rajasooria says is true, namely, that "it was on your advice that the "amended form of requisition was typed and attached to the original "documents." We further enclose photostat copies of the original and the new requisitions which are marked on the back thereof "A" and "B" respectively. Perhaps you would be good enough to return us these photostat copies when you have inspected them.

40

We have the honour to be,

Sir,

Your obedient servant,

(Sgd.) SHEARN, DELAMORE & CO.

Encls.

C.
(20) Letter,
Shearn,
Delamore
& Co. to
Registrar of
Companies.
27th
October
1952.

Exhibits. C.—(21) Letter, Registrar of Companies to Shearn, Delamore & Co.

C.
(21) Letter,
Registrar of
Companies
to Shearn,
Delamore
& Co.
29th
October
1952.

Ref. 102 in Local 858.
Tel. : 3816.

Registry of Companies,
Supreme Court Building,
Kuala Lumpur.

29th October, 1952.

Messrs. Shearn, Delamore & Co.,
Advocates & Solicitors,
Kuala Lumpur.

10

Sir,

Foh Hup Omnibus Company Limited.

I thank you for your letter S.D. (R/M) 4872 dated 27th October, 1952, together with enclosures.

2. As far as I can trace my Department had nothing to do with the second requisition. The original copy of the first requisition was sent to us and returned to Mr. Rajasooria on the 8th of August, 1952. I enclose a copy of the covering letter of which I approved the draft.

3. I was sent a copy of the Notice calling the Extraordinary General Meeting on the 11th of October, 1952, and was requested by the 20 requisitionists to attend. I refuse to do this pointing out that a dispute between the requisitionists and the Directors was a domestic matter and suggested they sought the assistance of their Legal Adviser. As requested, I return you the photostat copies of the requisitions enclosed in your letter under reply.

I am, Sirs,
Your obedient servant,
(Sgd.) J. B. PRENTIS,
Registrar of Companies,
Federation of Malaya.

30

C. C.—(22) Letter, Lim Tam Chong & Co. to Bar Committee.

(22) Letter,
Lim Tam
Chong &
Co. to Bar
Committee.
4th
November
1952.

FOH HUP OMNIBUS COMPANY LIMITED.

4th November, 1952.

The Secretary,
The Bar Committee of Selangor & Negri Sembilan,
Kuala Lumpur.

Dear Sir,

Mr. R. P. S. Rajasooria.

On the instructions of the Board of Directors of Messrs. Foh Hup Omnibus Company Limited for whom we act as Secretaries, we are 40

addressing you a complaint which the Board wishes to make against the abovenamed practitioner. Exhibits.

The facts on which the complaint is based are briefly that Mr. R. P. S. Rajasooria acting for a number of shareholders of the Company filed a requisition "A" for an Extra-ordinary General Meeting which on his own admission was incoherent and in addition did not comply with Section 115 of the Companies Ordinance 1940 in that the original requisition was not served on the Company.

10 The requisition was returned to Mr. Rajasooria at his request, and he thereupon filed a fresh requisition which was valid except for the fact that it appears that he cut off the signatures to the previous requisition and affixed them apparently with the use of paste to the new requisition.

In his letter to our solicitors, Messrs. Shearn, Delamore & Company, dated the 29th September, 1952, Mr. Rajasooria states, "I saw the Registrar of Companies and shewed him the original requisition. It was on his advice that the amended form of requisition was typed and attached to the original documents."

20 It seems therefore that Mr. Rajasooria does admit that he affixed signatures which were originally subscribed to one requisition to the body of a completely different requisition.

Our Solicitors wrote to the Registrar of Companies enclosing copies of the relevant correspondence, and asked him whether he did in fact advise Mr. Rajasooria to pursue the course which he adopted, and which he states he was advised to take by the Registrar of Companies.

Our Solicitors received from the Registrar of Companies a denial of this assertion by Mr. Rajasooria.

30 We have obtained from our Solicitors and enclose herewith copies of all the relevant correspondence together with photostat copies of the original and subsequent requisitions which latter are marked "A" and "B" respectively on the back thereon.

It is possible that Mr. Rajasooria has some perfectly good explanation for what would otherwise appear to be an instance of most unprofessional conduct. As however he did not reply to our Solicitors' last letter to him, we have not had an opportunity of hearing it. Perhaps the Committee would be good enough to investigate the matter and let us hear its conclusions in due course.

Yours faithfully,

(Sgd.) LIM TAM CHONG & COMPANY,
Secretaries.

C.
(22) Letter,
Lim Tam
Chong &
Co. to Bar
Committee.
4th
November
1952—
continued.

Exhibits
D.
Letter,
R. P. S.
Rajasooria
to Bar
Committee.
11th
December,
1952.

D.—Letter, R. P. S. Rajasooria to Bar Committee.

EXHIBIT "D"

COPY.

R. P. S. Rajasooria,
Advocate & Solicitor,
15, Weld Road,
Kuala Lumpur.

The Hony. Secretary,
Bar Committee of Selangor,
Negri Sembilan & Kelantan,
No. 68, Klyne Street,
Kuala Lumpur.

11th December, 1952.

10

Dear Sir,

I am in receipt of your letter of the 19th November together with the complaint of Foh Hup Omnibus Co.

I am enclosing copies of all correspondence between Foh Hup Omnibus Co., their Solicitors and myself.

It is only necessary for me to state that the so-called new resolution is an exact copy of the resolution sent originally to the Registrar of Companies and the Secretaries of the above bus company.

20

I reiterate that I saw Mr. Prentis the Registrar of Societies on the 10.6.52 at 2.30 p.m., and it was only after consultation with him that I drafted out the resolution in its present form. The original resolution was drawn up by my clients themselves and did not conform to Section 115 of the Companies Ordinance. I have since reminded Mr. Prentis of my interviewing him and he bears out my statement that I did discuss matters connected with Foh Hup Omnibus Co., but does not recollect the gist of our conversation. I resent the suggestion by the Solicitors of the company that I was lying. It must be understood that the resolution dated the 27th August is an exact copy of the resolution attached to the document containing the signatures of the shareholders sent to Registrar of Societies and Secretaries of the Company on the 5.8.52 except that I dated the document on the day I sent it back to the Solicitors of the Foh Hup Omnibus Co., viz., 27.8.52.

30

At no time did I state that the signatures were affixed on 27.8.52. The Solicitors of the company were well aware at all times what the contents of the document to which the 90 signatories had affixed their signatures.

There was never any subterfuge practised by me or my clients. In fact, I was too punctilious in dating the document the 27th August and cutting out the original resolution which was incoherent and initialling it. A perusal of letters dated 20th August, from Messrs. Shearn, Delamore & Co. and mine of the 22nd August will show why this was done.

40

Foh Hup Omnibus Co. and its Solicitors have deliberately tried to make out that I had attached a resolution to a document bearing the signatures of 90 shareholders which had been affixed by them to some mysterious resolution which was quite alien to their avowed demands in the resolution dated 27th August.

I as a Solicitor am not expected to ensure that the signatories are all shareholders of the company. I carried out the instructions of my clients and forwarded their resolutions. If some signatories were not shareholders on 27.8.52 I was not aware and the company has its remedy. The Foh Hup Omnibus Co. and its Solicitors are drawing a red herring across the trail and playing at delaying tactics. I did not at any time state that the signatures were affixed on the 27th August. I repeat that my clients were aware that I was amending the wording of the resolutions and they instructed me to put it in proper form and have the extra-ordinary meeting called and on their express instructions that all the signatories were shareholders in the Foh Hup Omnibus Co., I acted for them.

Exhibits.
—
D.
Letter,
R. P. S.
Rajasooria
to Bar
Committee.
11th
December
1952—
continued.

Yours faithfully,

(Sgd.) R. P. S. RAJASOORIA.

Encl. 15 Letters.

In the Privy Council.

No. 5 of 1954.

ON APPEAL FROM THE SUPREME COURT OF
THE FEDERATION OF MALAYA.
IN THE HIGH COURT AT KUALA LUMPUR.

BETWEEN
R. P. S. RAJASOORIA ... *Appellant*
AND
DISCIPLINARY COMMITTEE *Respondent.*

RECORD OF PROCEEDINGS

HY. S. L. POLAK & CO.,
20-21 Took's Court,
Cursitor Street,
London, E.C.4,
Solicitors for the Appellant.

CHARLES RUSSELL & CO.,
37 Norfolk Street,
London, W.C.2,
Solicitors for the Respondent.