



**ARTICLES OF
ASSOCIATION**

OF

**CHRIST’S GOSPEL BIBLE
COLLEGE**

1. The Model Articles contained in the First Schedule to the Companies Act No.7 of 2007 shall not apply to the **CHRIST’S GOSPEL BIBLE COLLEGE** and it shall be governed by the Companies Act No. 7 of 2007 and the regulations contained in these Articles but subject to repeal, alteration or addition by Special Resolution.

1.1 The Institute formed herein shall be called and known by the name of **CHRIST’S GOSPEL BIBLE COLLEGE** hereinafter referred to as “the Association”.

2. In these Articles, if not inconsistent with the subject or context the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof :-

WORDS	MEANINGS
The Association	The association formed herein and named CHRIST’S GOSPEL BIBLE COLLEGE .
The Act	The Companies Act No.7 of 2007, and terms which are defined in the Act, shall have the same meaning in these Articles;
The Council	The Council of the CHRIST’S GOSPEL BIBLE COLLEGE Association as defined in these Articles of Association
Council Member	A member of the Association and shall in all respects be equivalent to the Board of Directors referred to in the Act and shall have the meanings so defined in these Articles of Association
Director or Directors	The members of the Council for the time being of the Association including, where the context so admits or requires, shall hold the office of Directors;

Members	Persons who currently hold valid and Effective membership in CHRIST'S GOSPEL BIBLE COLLEGE .
Office	The Registered Office of Association ;
Office bearer	A member of the Council
AGM	Annual General Meeting
These Presents	These Articles of Association as from time to time altered by special resolution;
Seal	The Common Seal of the Association ;
Month	Calendar month;
Working day	a day other than Saturday, Sunday or a public holiday;
Year	Calendar Year;
In writing	Written or produced by any substitute for writing, or partly one and partly another.
Term	The period between one Annual General Meeting to the next Annual General Meeting
By – Laws	By- Laws of the Association made in accordance with Articles.

- 2.1 The expressions ‘the Company Secretary’ or ‘the Company Secretaries’ shall include any individual, firm or Association appointed by the Council to perform any of the duties of the Secretary.
- 2.2 Words importing the singular number only shall include the plural and vice versa, the words importing the masculine gender shall include the feminine gender, the words importing persons shall include corporations and Companies.

3.

PRIMARY OBJECTIVES

1. To conduct full time and part time courses and diplomas in Christianity and teach the holy Bible, and to act as a Bible studies education institute for students who have completed schooling and above the age of 18 years and who wish to become Christian religious Pastors and Sisters as well as to any person who wish to learn Christianity for knowledge.
2. To provide accommodation facilities along with food and drinks free of charge to the students, to those who are studying full time courses in this Bible College.
3. To issue valuable and well recognized certificates to the students who have completed the courses and diplomas in a proper manner.
4. To provide special training to the students those who have completed the curriculum and obtain certificates and who wish to become Christian religious Pastors and Sisters and engage in divine services.
5. To issue a special Identity Card to identify the students who have received practical training after the end of the training period.
6. The Association does not engage in any Primary or Secondary Educational Services.

4.

INCOME

- 4.1 To invest the moneys or funds of the Association not immediately required for its purposes in or on such investments, securities and/or property as may be thought fit subject nevertheless to such conditions as may for the time being be imposed by law.
PROVIDED that;
 - 4.1.1 The Association shall not support with its funds or otherwise any object of a partisan political nature;
 - 4.1.2 The Association shall deal with or invest in any property devolving upon it from a trust solely in a manner allowed by the terms of the trust and the relevant provisions of the law, having regard to such trusts;
 - 4.1.3 The Association shall not support with its funds any object or endeavor to impose on its Members or others any regulation, restriction or condition which if an object of the Association would make it a trade union.
 - 4.1.4 The Association shall not sell, mortgage, charge or lease any immovable property which it may hold without the prior written consent of the Registrar and without such authority, consent or approval as may otherwise be required by law and as regard such property the directors of the Association or other governing body shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such directors or body would have been if no incorporation had been effected.

- 4.2 The Association shall apply the income and property when so ever derived solely towards the promotion of its objects of the association as set forth in these Articles of Association, and no portion thereof shall be paid to or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association , or to any member of the Association , in return for any services actually rendered to the Association , but so that no member of the Board of Directors or any Governing Body (by whatever name called) of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees; and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board of Directors or Governing body for such office except repayment of out of pocket expenses or reasonable and proper rent for premises demised or let to the Association .

Provided that the provisions last aforesaid shall not apply to any payment to any company of which a member of the Board of Directors or governing body, maybe a member, and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

- 4.3 No addition, alteration or amendment shall be made to or in the provisions of the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies.
- 4.4 The above, two paragraphs 4.2 and 4.3 of these Articles of Association contain conditions subject to which a License is granted by the Registrar in pursuance of section 34(1) (a) of the companies Act No.7 of 2007.

5. LIABILITY OF THE MEMBERSHIP

- 5.1 The Liability of the members are limited.
- 5.2 The qualifications for membership shall be at the sole discretion of the Council. The membership of the Association shall consist of General members.
- 5.3 Only those who endorse all the objects, purposes, aims and functions of the Association and qualifications will be eligible for membership. It shall be the duty of each member to promote and work toward the accomplishment of the purposes and objects of the Association and to contribute in all ways possible.
- 5.4 Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being put into liquidation while he or she is a Member, or within one (01) year after he or she ceases to be a Member for payment of the debts and liabilities of the Association contracted before he or she ceased to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Rupees 2500/- per person.
- 5.5 The subscribers to the Articles of Association and such other persons as the Council shall

admit to membership from time to time shall be the members of the Association and they shall continue to be members of the Association in accordance with and subject to the provisions contained in these Presents and the number of members of the Association is unlimited.

5.6 Following persons shall be the founder members of the Association.

Rev. WANIGASINGHE ARACHCHIGE DON KINGSLEY

Rev. RANHOTI GEDARA DULANI SWARNALATHA

Rev. THELGE PRABATH SAMPATH KUMARA PEIRIS

Rev. PONNAMPERUMGE JUDE EUGIN SHALITHA FERNANDO

JAYANTHA SENARATH BANDARA ATHAUDA

6. ADMISSION OF MEMBERS

6.1 The Council shall decide from time to time the qualifications necessary to become members of the Association and the Council may decide different qualifications for each class/category of members.

6.2 The signatories to the Articles are the initial members and the council shall from time to time decide the manner of admission of members.

6.3 The Council shall decide from time to time circumstances in which and how membership shall cease.

6.3.1 if a member submits his/her resignation.

6.3.2 if he/she is in default of payment of any subscription as may be decided upon by the council.

6.3.3 if disciplinary action is taken against him/her in terms of provisions 46 and 47 of the Articles of Association.

6.4 Termination of membership of the Association shall automatically entail termination of directorship of the council of management

7. RIGHTS OF THE MEMBERS

7.1 *General Members* shall enjoy all membership rights including the right to hold office and to attend and vote at meetings of the Association.

7.2 The Council may from time to time decide the rights and obligations of members of each class/category and such rights and obligations as decided by the Council may vary from class/category to category.

8. MEMBERSHIP FEE

8.1 The Council may, from time to time, decide the registration, annual, or life membership

fee. Any decision so made shall be communicated in writing within 14 days from the date of such decision.

- 8.2 The annual subscription shall fall due from 1st of January in the calendar year. Any person may, if he is admitted to membership in the course of the year, on the decision of the Council, be called upon to pay a proportionate quantum of the annual subscription fee till the 1st of January of the following year.
- 8.3 Any *member* whose subscription is in arrears for a period of twelve months forfeits his/her right to vote at any meeting of the Association .
- 8.4 Any member whose annual subscription is in arrears for a period of two years shall be notified by registered post or from the official email address of the Association. Failure to pay the due amount in full within one month of the notice shall result in the membership of the said member being suspended.
- 8.5 Any member, who is thus suspended, may be readmitted on the payment of all arrears in addition to a penalty fee decided by the Council.

9. NOTICE OF ANNUAL GENERAL MEETING

- 9.1 The accidental omission to give notice to, or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.
- 9.2 Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote and is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need to be a member of the Association.
- 9.3 In the case of an Annual General Meeting, the notice shall also specify the meeting as such.
- 9.4 In the case of any General Meeting at which any business other than routine business is to be transacted the notice shall specify the general nature of the business and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

10. ANNUAL GENERAL MEETING

- 10.1 The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. AGM of the Association shall be held on any day between 1st July and 30th September in each year and at such places as the Council shall appoint.
- 10.2 The secretary shall notify the membership at least 60 days prior to the date fixed for the Annual General Meeting.
- 10.3 Notice of every resolution to be moved at such a meeting shall reach the Secretary within 14 days from the date of announcement of the Annual General Meeting.

- 10.4 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Quorum shall be by simple majority of the total number of Members present in person or by proxy.

11. PROCEEDINGS AT ANNUAL GENERAL MEETING

- 11.1 No business shall be transacted at an Annual General Meeting unless a quorum is present when the meeting proceeds to business.
- 11.2 If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the person presiding over the meeting may determine, and the members present (provided that there is more than one member present) shall be a quorum.
- 11.3 The President of the Council or in the absence of the President, the Vice President shall preside as the President at every General Meeting. If he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to preside over the meeting, the members present shall choose one of their numbers to be President of the meeting.

12. ADJOURNMENT

- 12.1 The President of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted and left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. METHOD OF VOTING

- 13.1 The Council shall prescribe from time to time the rules on how resolutions shall be decided at a General Meeting. A declaration by the President that a resolution has been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

14. ROUTINE BUSINESS

- 14.1 Routine business shall mean only business transacted at an Annual General Meeting of the following classes, that is to say:

- 14.2 considering the balance sheet, the reports of the Secretary, Treasurer and of the auditors, and other accounts and documents required to be annexed to the balance sheet;
- 14.3 appointing auditors and fixing the professional fees of the auditors or determining the manner in which such remuneration is to be fixed;
- 14.4 ratifying (if required) the election of the Council in the place of those retiring by rotation or otherwise.

15. RESOLUTIONS IN WRITING

- 15.1 A resolution in writing approved by 85% of the members for the time being entitled to receive notices of and attend and vote at General Meetings shall be as valid and effective as if it has been passed at a General Meeting of the Association duly convened and held. Such approval may be by placing such member's signature on the resolution, placing the e-signature or communicate via email.

16. VOTES OF MEMBERS

- 16.1 Every member who is present in person or by proxy at a time where a vote is taken by a show of hands or private ballot vote shall have one vote. In the case of equality of votes the President shall be entitled to cast a vote in addition to the vote to which he/she may be entitled to as a member. At every meeting every member present shall have one vote on a show of hands or secret ballot.

17. QUALIFICATION OF VOTER

- 17.1 No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the person presiding over the meeting whose decision shall be final and conclusive.

18. PROXIES

- 18.1 An instrument appointing a proxy shall be in writing and;
- 18.2 In the case of an individual shall be signed by the appointer or by his attorney; and
- 18.3 The Association may, but shall not be bound to, require evidence of the authority of any such attorney or officer.
- 18.4 The instrument appointing a proxy shall be lodged and the power of attorney (if any) under which it is signed or a notarial certified copy thereof shall be deposited for inspection at the Office in each case not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a secret ballot before the time appointed for the taking of the secret ballot at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

- 18.5 An instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances admit :-

I/We,.....of being a member/members of the **CHRIST'S GOSPEL BIBLE COLLEGE** hereby appointof failing himof as my/our proxy to represent me/us and vote for me/us on my/our behalf at the annual/extraordinary, (as the case may be) general meeting of the Christ's Gospel Bible College to be held on the day of 20..... and at any adjournment thereof.

Signed this day of 20.....

- 18.6 Any form of proxy issued by the Association may, in the case of a meeting at which special business is to be transacted, be so worded that a member may direct his proxy to vote either for or against any of the resolutions to be proposed.
- 18.7 An instrument appointing a proxy whether in the usual common form or not, shall, unless the contrary is stated therein be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.
- 18.8 A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity, revocation shall have been received by the Association at the Office before the commencement of the meeting or adjourned meeting (or in the case of a secret ballot before the time appointed for the taking of the secret ballot) at which the proxy is used.

19. COUNCIL

- 19.1 The council shall consist of persons nominated from and by the general membership and shall be not less than Two (2) and not more than Seven (7) persons.
- 19.1.1 The first council members shall be appointed by the subscribers to the Articles of Association.
- 19.1.2 The first council members shall agree on the organization structure of the organization and elect persons for such offices and the continuing council members shall make such amendments as may be necessary and appoint office bearers for such vacancies that may arise from time to time.
- 19.1.3 Duties and responsibilities of the council members shall be in accordance with these Articles of Association and as designated from time to time.
- 19.1.4 The council shall have power at any time and from time to time to appoint any person to be a council member either to fill a casual vacancy or as an additional council member, but so that the total number of members shall not at any time exceed the maximum number fixed by or under these Articles. Any members so appointed shall hold office until the next Annual General Meeting and shall then be eligible for election.
- 19.1.5 The council member shall serve a three (3) year term of office and a retiring council

member shall be eligible for re-election or for re-appointment (as the case may be) and may be re-elected to continue to serve on the council for a further term.

19.1.6 The council shall appoint a Chairperson to the Council.

19.2 In all matters appertaining to the general administration and management of the Association, the council may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they may think fit. The council members may be present in person or by means of audio, or audio and visual communication by which all council members participating and constituting a quorum, can simultaneously hear each other throughout the meeting. Notice of every meeting stating the general particulars of all business to be considered at such meeting shall be emailed, faxed, sent by post or delivered personally to each of the council members at least Seven (7) days before such meeting unless urgent circumstances require shorter notice, but the proceedings at any meeting shall not be invalidated by any irregularity in respect of such notice by reasons of any business being considered which is not comprised in such particulars if all council members present agree to the same.

19.3 Until otherwise determined, two (02) council members shall constitute a quorum.

19.4 Notwithstanding any vacancy in their number the remaining council members shall be deemed to be properly constituted and shall be entitled to act.

19.5 The council may conduct their business via circular resolutions. A decision reached by the council by a resolution in writing approved by a majority of the council members shall be as valid and effectual as if it had been made at a meeting of the council duly convened and constituted. An expression by a council member of consent or dissent to a resolution by means of a communication by email, placing signature or e-signature, telefax or other means of recorded communication shall be deemed for all purposes to be equivalent to such a council member signing a resolution.

19.6 The decision of the majority of the council members shall be deemed to be the decision of the council. In the event of an equality of votes, the Chairperson of the Board shall have a casting vote in addition to his/her vote as a council member.

19.7 The council shall execute all such documents and do all such acts and things as may be necessary to give effect to any lawful decision made by them or by the majority of them notwithstanding that any of the council members may not have agreed with or concurred in or voted in favour of such decision.

19.8 A council member shall not be liable for any loss to the Association except when such loss has been caused by any willful act or omission on his/her part.

20. AUTHORITY AND DUTIES OF THE COUNCIL

20.1 The Council shall be responsible for the general administration of the affairs of the Association.

20.2 The Council shall have the authority to admit to the Association any eligible person as a

member.

- 20.3 The Council shall have the authority to nominate a member to represent the Association on any board or event.
- 20.4 The Council may call for explanation from a member, consider preliminary evidence, and appoint a Disciplinary Committee if necessary, to investigate a breach of the code of conduct of the Association.

21. RETIREMENT & DISQUALIFICATION OF COUNCIL MEMBERS

- 21.1 Subject to any other specific provisions elsewhere in these Presents, the office of a member of the Council shall be vacated upon the happening of any one of the following events, namely –
 - 21.1.1 On his/her withdrawal from membership in writing;
 - 21.1.2 On his/her death or being incapacitated by illness or being found becoming of unsound mind;
 - 21.1.3 Where he/she ceases to subscribe to the objects of the Association enumerated in Articles of Association ;
 - 21.1.4 Upon becoming in the opinion of the Council incapable by any reason or by whatever means or circumstances of discharging the duty of a member as set out herein;
 - 21.1.5 Upon a vote by a majority of the Council then in office if an office bearer is absent without excuse for more than three meetings or otherwise not present for more than five meetings.
- 21.2 Any person ceasing to be a Council Member shall have no claim whatsoever against the Association whether by way of compensation or otherwise, including without limitation, any claim to a refund or return of any contribution made in whatsoever form or way by him/her to the Association.

22. ALTERNATE DIRECTOR

- 22.1 Any council member, may at any time by notice in writing signed by the said council member and deposited with the Secretary of the Company appoint any person to be an alternate Director of the Association to act in his place and the following provisions of this Article shall apply to any person so appointed.
- 22.2 A person appointed to be an alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the association but the council may repay the alternate Director such reasonable expenses as he may incur in attending and returning from meetings of the council which he is entitled to attend or as he may otherwise properly incur in or about the business of the association or may pay such allowances as they may think proper in respect of these expenses.
- 22.3 An alternate Director shall (on his giving an address for such notices to be served upon him) be entitled to receive notices of all meetings of the council and to attend and vote as council member at any such meeting at which the council member appointing him is not personally present and generally to perform all the functions of his appointer as a Director

in the absence of such appointer.

22.4 An alternate Director may be appointed for a specified period or until the happening of a specified event but he shall *ipso facto* cease to be an alternate Director in any of the following events, that is to say: -

22.4.1 if his appointer ceases for any reason to be a council member ; provided that if any council member retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;

22.4.2 if the alternate Director shall have a receiving order made against him or compounds with his creditors or is adjudicated an insolvent;

22.4.3 if the alternate Director be lunatic or become of unsound mind;

22.4.4 if the appointment of the alternate Director is revoked by his appointer by a notice in writing left at the registered office;

22.4.5 if the council resolves that the appointment of the alternate Director be terminated; provided that such termination shall not take effect until the expiration of thirty (30) days after the date of the resolution of the council

22.5 Council member shall not vote on the question of the approval of an alternate Director to act for him or on the question of the termination of the appointment of such an alternate Director under the foregoing sub-clause of this Article, and if he does so his vote shall not be counted; nor for the purpose of any resolution for either of these purposes shall he be counted in the quorum present at the meeting.

23. PROCEEDINGS OF THE COUNCIL

23.1 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be **determined by a majority of votes**. In case of an equality of votes the President who shall otherwise remain neutral in voting, shall exercise the casting vote. A Council member may, and the Secretary on the requisition of a Council member shall, at any time summon a meeting of the Council. At least seven (07) days' notice of a meeting of the Council shall be given to all Council members and such notice shall be accompanied by an agenda of the meeting (unless such agenda be incorporated in the notice itself) and all documents or copies thereof as may be relevant to the meeting.

23.2 The members of the council may conduct their business via circular resolutions. A decision reached by the Council by a resolution in writing approved by a majority of the council members shall be as valid and effectual as if it had been made at a meeting of the council duly convened and constituted. An expression by a member of consent or dissent to a resolution by means of a communication by email, placing signature or e-signature, telefax or other means of recorded communication shall be deemed for all purposes to be equivalent to such a council member signing a resolution.

24. COUNCIL MEETINGS

24.1 The Council may meet at least once a month.

- 24.2 The meeting shall be held in-person or using tele-conferencing method conforming to the other conditions.

25. RESTRICTIONS ON VOTING

- 25.1 Save as by the next following Article otherwise provided a Council member shall not vote in respect of any contract or arrangement in which he or she is interested (and if he or she shall do so his or her vote shall not be counted) nor for the purpose of any resolution regarding the same shall be counted in the quorum present at the meeting but this Article shall not apply to –
- 25.1.1 any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which he or she him/herself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
 - 25.1.2 any contract or arrangement with any other company or firm in which he or she is interested only as a member or partner or other officer or creditor of or as a shareholder in or beneficially interested in the shares of that company.
- 25.2 The provisions of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by ordinary resolution of the Association.
- 25.3 A Council member who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association shall declare the nature of his or her interest in accordance with the provisions of the Act.
- 25.4 The continuing Council members may act notwithstanding any vacancies but, if and so long as the number of Council members is reduced below the minimum number fixed by these Presents, the continuing Council members or member may act for the purpose of filling up such.

26. VALIDITY OF ACT OF COUNCIL MEMBERS IN SPITE OF SOME FORMAL DEFECT

- 26.1 All acts done by any meeting of the Council or of a committee of the Council or by any person acting as Council member shall, as regards all persons dealing in good faith with the Association, notwithstanding that there was some defect in the appointment of any such Council member or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and continued to be a Council member and had been entitled to vote.

27. GENERAL POWERS OF THE COUNCIL

- 27.1 The business of the Association shall be managed by the Council. The Council is

empowered to obtain the assistance of an agent or agents and company secretary or secretaries of the Association to be appointed by a resolution of the Council for such a period and upon such terms as they shall think fit with power to determine such appointment as provided by the terms of such appointments or in default of such provisions by a like resolution. And the Council shall have the power to make and may make such rules and regulations for the management of the business and property of the Association as they shall from time to time think proper and shall carry on the business of the Association in such a manner as they may think most expedient.

27.2 The Council may from time to time make by-laws and/or rules:-

27.2.1 in respect of all matters specified in the Articles as may be fixed or decided by the Council,

27.2.2 For effectual carrying on of the work of the Association.

27.2.3 For the proper exercise of the powers vested in the Council by Articles of Association

27.2.4 For the good order and control of the Association.

27.2.5 For the regulation and conduct of the Association.

27.3 The Council may at any time and from time to time alter or repeal such by-laws and/or rules and may at any time make new, amend or additional by-laws.

27.4 A member may be removed from membership if a member acts in a manner prejudicial to the interests or contrary to the objects of the Association as per the provisions of these Articles of Association.

28. BORROWING POWERS

Subject to Article 4 of these Presents, the Council may exercise all the powers of the Association to borrow money and may mortgage or charge its undertaking, property, and issue securities, whether outright or as collateral security for any debt, liability or obligation of the Association.

29. SIGNING OF CHEQUES

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by the President or the Secretary and the Treasurer or in such manner as the Council shall from time to time by resolution determine.

30. POWER TO APPOINT ATTORNEYS

The Council may from time to time and at any time by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Council to be the attorney or attorneys of the Association for such purposes and with such powers; authorities and discretions (not exceeding those vested in or exercisable by the Council under These Presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Council may think fit and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in them/him.

31.**POWER TO APPOINT COMMITTEES**

- 31.1 Subject to Section 186(1) of the Act, the Council may delegate any of their powers to committees consisting of such Directors or Director of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on them by the Council.
- 31.2 All acts done by any meeting of the Council or of a committee of Directors or by any person acting as a Directors shall, as regards all persons dealing in good faith with the College , notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and continued to be a Director and had been entitled to vote.

32.**THE ELECTION PROCESS:**

- 32.1 The Election Committee has a responsibility of conducting the election process in a fair and a transparent manner.
- 32.2 The election process should be initiated within 7 days of appointment by publishing the formal call for nominations for all elected members of the Council on the Association website /the Office notice board along with the template nomination form.
- 32.3 Nominations will be entertained for a period of 14 days from the date of the call for nominations.
- 32.4 The Election committee shall scrutinize the eligibility of all nominees and publish the names of all eligible nominees on the website/the Office notice board within 07 days of concluding the period open to entertain the nominations.
- 32.5 The rejected nominees shall be personally notified via email with reasons for rejection.
- 32.6 A period of 07 days shall be permitted to entertain any objections to the names thus displayed and/or for the rejected nominees to appeal. Such objections and appeals should be in a written form addressed to the Chair of the Election Committee.
- 32.7 The Election Committee shall report all the nominations received, results of the scrutinization process, objections and appeals if any to a Council meeting held before the AGM.
- 32.8 The Election Committee shall propose the process of voting for the stipulated year to the Council for approval. A minimum of 2 hours shall be allocated for voting. The times thus approved by the Council shall be published at least 07 days prior to the AGM on the Association website and the notice board.
- 32.9 The chair of the election committee shall preside over the election proceedings at the AGM.

- 32.10 In the event where nominations were not received for a certain position of the Council, the Chairperson of the election committee shall call for nominations from the house at the AGM.
- 32.11 The voting shall be confidential and may be conducted through an electronic or manual method as decided by the Election Committee under provision 32.8 of These Presents.
- 32.12 The Election Committee shall be responsible for announcing the results of the Election before the conclusion of the AGM where the election was held.
- 32.13 In a case where the AGM cannot be conducted in person due to exceptional circumstances, an online voting can be conducted through a designated platform acceptable to the Election Committee

33.

MINUTES

- 33.1 The Council shall cause minutes to be made in books provided for the purpose -
- 33.1.1 of all appointments of officers made by the Council ;
 - 33.1.2 of the names of the Council members present at each meeting of the Council and of any committee of the Council;
 - 33.1.3 of all resolutions and proceedings at all meetings of the Association , of the Council, and of committees of the Council;
- 33.2 And every Council member present at any meeting of the Council or committee of the Council shall sign his or her name in a book to be kept for that purpose.
- 33.3 Minutes which have been signed as correct by the chairperson of the meetings are prima facia evidence of the proceedings.

34.

COMPANY SECRETARY

- 34.1 The Council shall appoint an individual, firm or company with such qualifications as are for the time being prescribed in terms of Section 222 of the Act, as company secretary on such terms, conditions, and remuneration as may be considered fit. Any company secretary so appointed may be removed by the Council whose duties it shall be to keep all records and registers required by the Act to be kept by the Association to record and maintain the minutes required by the preceding Article or otherwise as required by these Presents to perform any other functions which by these Presents are to be performed by the company secretary and generally to execute all other duties which may from time to time be assigned by the Council to the company secretary. The Council may also (where they appoint an individual as the company secretary) appoint and employ any other person as assistant company secretary). Provided that nothing herein contained shall preclude the Council from appointing more than one person as joint company secretaries to function jointly and severally.
- 34.2 Subject to the provisions of the Act the Council may at any time appoint and employ a temporary substitute (qualified in terms of the Act or the regulations thereunder to act as company secretary) for the company secretary or assistant company secretary who shall for the purpose of These Presents be deemed in the former case to be the company secretary.

35.

AUTHENTICATION OF DOCUMENTS

35.1 Any member of the Council.

35.2 or the company secretary or the assistant company secretary (if any) or any person appointed by the Council for the purpose shall have power to authenticate any documents affecting the constitution of the Association (including the Articles of Association) and any resolution passed by the Association or by the Council, and any books, records, documents and accounts relating to the business of the Association and also to certify copies thereof or extracts there from as true copies or extracts. Where any books, records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Association having the custody thereof shall be deemed to be a person appointed by the Council as aforesaid.

36.

SEAL

The Council shall provide for the safe custody of the Seal which shall not be affixed to any-instrument except in pursuance of at least one member of the Council and of the Secretary or other office bearer authorized by a decision of the Council who shall sign every instrument to which the Seal is affixed in attestation thereof.

37.

DIVIDENDS

The Association shall not have authority and shall not declare or pay any dividend.

38.

RESERVES

The Council may set aside out of the profits of the Association such sums as they think proper to one or more reserve funds to meet contingencies, or for repairing, improving and maintaining any of the property of the Association, or for such other purpose as the Council shall in their absolute discretion think conducive to the interests of the Association. The Council may invest the sums so set aside upon such investments as they may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Association and may divide the reserve fund into special funds, as they may think fit, and may employ the reserve funds or any part thereof in the business of the Association and that without being bound to keep the same separate from the other assets. The Council may also without placing the same to reserve carry forward any profits which they may think it inconvenient or not prudent to divide.

39.

REGISTERS

The Council shall comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Association, in regard to keeping a register of members, a register of Council members, a register of mortgages and charges and in regard to the production and furnishing of copies of such registers.

40.**ACCOUNTS**

- 40.1 The Council shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act.
- 40.2 The books of accounts shall be kept at the Office or at such other places in Sri Lanka as the Council thinks fit, and shall always be open to the inspection of any of the members. No person (other than a member) shall have any right of inspecting any account or book or document of the Association except as conferred by the Act or as authorized by the Council or by ordinary resolution of the Association .
- 40.3 The Council shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before a General Meeting of the Association such profit and loss accounts, balance sheets, and reports as may be necessary.
- 40.4 A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Association (including every document required by law to be annexed thereto) together with a copy of every report of the auditors relating thereto shall not less than fourteen (14) working days before the date of the meeting be sent to every member of the Association and to every other person who is entitled to receive notices from the Association under the provisions of the Act or of these Presents (provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office).

41.**FINANCES**

- 41.1 The financial year of the Association shall end on the 31st of March of each year.
- 41.2 The Council shall prepare a balance sheet and the annual report to be presented to the AGM of the Association. The financial statements and report shall be discussed at the AGM and adopted by a resolution passed by a majority of members present, and voting.
- 41.3 Financial records shall be kept at a secure place (online/offline) and shall always be open to the inspection of the members of the Association upon request.
- 41.4 Auditors shall be appointed, and their duties regulated in accordance with the provisions of Sections 156 to 159 of the Act.
- 41.5 A copy of the annual report including every document required by law to be annexed thereto, which is to be laid before the Association at its Annual General Meeting, shall be sent to every member not less than twenty-one (21) days before the date of the meeting through post or email. This rule may exclude any person who's postal or email addresses have not been notified or updated to the Association in advance.
- 41.6 The funds of the Association shall be deposited to the credit of the Association in a licensed commercial bank, approved by the Council.
- 41.7 The Council shall approve any disposal of funds at a Council Meeting and the Council shall approve any investment of funds of the Association at a Council meeting.

- 41.8 The Council shall have the power to accept as well as disburse grants in pursuance of the objects of the Association.

42. AUDIT

- 42.1 At each Annual General Meeting the retiring auditor shall, without any resolution being passed, be deemed to have been re-appointed until the conclusion of the next ensuing Annual General Meeting, unless :-
- 42.1.1 A firm of Auditors not qualified for re-appointment; or
 - 42.1.2 a resolution has been passed at the meeting in accordance with the Act appointing some other person or firm instead of him or her or providing expressly that he or she shall not be so appointed; or
 - 42.1.3 A firm of Auditors has given to the Association notice in writing of his or her unwillingness to be appointed.
 - 42.1.4 In any such case the Association shall at such a meeting appoint some other person in lieu.
- 42.2 Subject to the provisions of the Act, all acts done by any person acting as auditor shall, as regards all persons dealing in good faith with the Association, be valid notwithstanding that there was some formal defect in his or her appointment or that he or she was at the time of his or her appointment not qualified for appointment.
- 42.3 The auditor shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting which concerns him or her as auditor.

43. AUDITORS OF THE ASSOCIATION

- 43.1 A reputed firm of Auditors shall be elected as the Auditors of the Association at the AGM.
- 43.2 The Auditors shall assist in the preparation of monthly accounts and Bank Reconciliation statements as well as the certification of the Annual accounts for the year ending on 31st March.
- 43.3 In the event of the resignation or removal of the Auditor, the Council shall fill such vacancy.
- 43.4 The Accounting Year for purposes of the Audit shall be the year commencing 1st April and ending 31st March next year.
- 43.5 The Council shall approve the remuneration if any payable to the Auditors.

44. ALTERATION OR AMENDMENTS OF THE PROVISIONS OF THE ARTICLES OF ASSOCIATION

- 44.1 No addition, rescission, alteration or amendment to the provisions of the Articles of Association shall be submitted to the Registrar of Companies for approval except by resolution at an Annual General Meeting or at an Extraordinary General Meeting by a vote of at least two thirds of those present and voting in favour of the motion.
- 44.2 Where the membership discerns the need for an alteration, rescission, or addition to any provision in the Articles of Association, they shall propose such a resolution to the Council with the signatures of no less than twenty-five (25) members, no later than 21 days from the date of announcement of the Annual General Meeting.
- 44.3 The Council shall either move the resolution *as is* at the next AGM or appoint a Constitution Reforms Committee to study the proposal in detail. If the Council determines that the alteration, rescission, or addition to the constitution is urgent in nature they may call an EGM subject to the provisions in Article 21.
- 44.4 In case the resolution is moved *as is* at an AGM or EGM thus convened, it shall be adopted by a vote of at least two thirds of those present and voting in favour of the motion for alteration, rescission, or addition, as the case may be.

45. NOTICES

- 45.1 Any notice or document may be served by the Association on or sent to any Member/council member by email or official Association website or personally or by sending it through the ordinary post in a prepaid letter addressed to such Member/ council member at his registered address, or (if his registered address is not within Sri Lanka) to the address, if any, within Sri Lanka supplied by him to the Association as his address for the service of notice. Where a notice or other document is sent by ordinary post, service shall be deemed to be effected at the expiration of twenty four hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed, stamped and posted.
- 45.2 A Member whose registered address is outside Sri Lanka may from time to time notify in writing to the Association an address in Sri Lanka which shall for the purposes of notice be deemed to be his registered address.
- 45.3 If a Member has no registered address in Sri Lanka and has not supplied to the Association an address within Sri Lanka for the giving of notices to him, a notice posted up in the Office of the Association shall be deemed to be duly given to him at the expiration of twenty four (24) hours from the time when it is so posted up.
- 45.4 Any notice required to be given by the Association to the members or any of them and not expressly provided for by these Presents shall be sufficiently given if given by advertisement.
- 45.5 Any notice required to be or which may be given by advertisement shall unless otherwise required by the Act be advertised once in any leading daily newspaper of Sri Lanka.

45.6 Notwithstanding anything in these Presents contained the Council may if they so determine and at the cost and expense of the Association cause any notice or circular to members to be sent by air mail to the address outside Sri Lanka of all such members of whose addresses outside Sri Lanka the Association or the company secretary or agents and company secretaries shall be aware and that whether or not the member shall have registered an address in Sri Lanka or shall have been sent such notice or circular to his address in Sri Lanka. A notice so sent by air mail shall be deemed to have been served at the expiration of seven (07) days after the posting of the same. Nothing in this Article contained shall entitle a member who has not registered or supplied an address in Sri Lanka to have notices sent to him of a General Meeting.

46. INDEMNITY

46.1 The Association may indemnify every Council member, Auditor and company secretary of the Association for the time being against any costs incurred in the course of defending any proceedings that relates to any act or omission in his capacity as a Council member, Auditor or company secretary, in which judgment is given in his or her favour or in which, he or she is acquitted or which is discontinued.

47. DISCIPLINARY INQUIRY, SUSPENSION AND TERMINATION OF MEMBERSHIP

47.1 On a written complaint being made to the Council that any member of the Association has acted, is acting in a manner likely to prejudice or bring discredit or disrepute to or affect the stability of the Association , the following procedure will be adopted.

47.2 The Council shall request in writing that the member against whom the complaint has been made to show cause.

47.3 On receipt of the response to the show cause the Council having examined the response shall decide whether the complaint is of such a nature as to require an inquiry.

47.4 If an inquiry is deemed not required, the Council can close the case. If an inquiry is deemed required, the Council shall appoint a three (3) member Disciplinary Committee to investigate further into the matter.

48. DISCIPLINARY INQUIRY

48.1 The Disciplinary Committee shall hold an inquiry whereby the member against whom the complaint has been made is given a fair hearing, and present to the Council a report of the findings within two months of the appointment of the Disciplinary Committee or within a period of extension as granted by the Council. Based on the findings, the Disciplinary Committee shall provide recommendations which shall be executed by the Council.

48.2 In the case where the Disciplinary Committee recommends a termination of a membership, the Council shall suspend the member until the next AGM. The resolution to terminate the membership must be passed by a simple majority of the members of the Association present and voting at a meeting at which the relevant resolution is taken up.

49. SUSPENSION OR TERMINATION OTHER THAN DISCIPLINARY MATTERS

- 49.1 The membership shall be suspended if a member fails to pay relevant membership fees or other fees due to the Association within such period as may be prescribed in the relevant notice sent by the Council to the member. Refer provision 8.4 of these Presents.
- 49.2 The membership shall be terminated by resignation of a member through a letter addressed to the president of the Association, provided the resignation is accepted by the Council.
- 49.3 The membership shall be terminated by demise.
- 49.4 Termination of membership of the Association shall automatically terminate membership of the Council and all other membership rights.
- 49.5 The terminated or suspended member shall not have any recourse to obtain a refund of the membership fees already paid to the Association.

50. METHOD OF CONTRACTING





- 50.1 A contract or other enforceable obligation may also be entered into on behalf of the Association by three Council members, or of two Council members and the company secretary or secretaries; such signature on the part of the company secretaries, in the event of a firm or registered company being the company secretaries being signified by a partner or duly authorized manager, director, secretary, attorney or agent of the said firm or company signing for and on behalf of the said firm or company as such secretaries.
- 50.2 A notarial executed document may also be signed on behalf of the Association by three Council members, **or** of two Council members and the company secretary or secretaries; such signature on the part of the company secretaries, in the event of a firm or registered company being the Secretaries being signified by a partner or duly authorized manager, director, secretary, attorney or agent of the said firm or company signing for and on behalf of the said firm or company as such secretaries.

51. WINDING UP

The members of the Association may resolve to wind up the company voluntarily by special resolution moved at an AGM or EGM.

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the company. Such institution or institutions to be determined by the members of the company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.

We, the initial members of the proposed company whose names, addresses and descriptions are set out hereunder have agreed to the forgoing Articles of Association.

Names of Initial Members	Signatures
<p>1. WANIGASINGHA ARACHCHIGE DON KINGSLY NIC 783582996V (SRI LANKA)</p> <p>33/11, MARIA GORENTHTHI MAWATHA, RILLAULLA, KANDANA. Postcode:11320</p>	
<p>2. RANHOTTI GEDARE DULANI SWARNALATHA NIC 197964400171 (SRI LANKA)</p> <p>33/11, MARIA GORENTHTHI MAWATHA, RILLAULLA, KANDANA. Postcode: 11320</p>	
<p>3. THELGE PRABATH SAMPATH KUMARA PEIRIS NIC 772221258V (SRI LANKA)</p> <p>49/4, SARENANKARA ROAD, KALUBOWILA, DEHIWALA. Postcode: 10350</p>	
<p>4. PONNAMPERUMAGE JUDE EUGIN SHALITHA FERNANDO NIC 720390426V (SRI LANKA)</p> <p>89, ALUTHWATTE ROAD, CHILAW. Postcode: 61000</p>	

5. JAYANTHA SENARATH BANDARA
ATHAUDA
NIC 520193456V

504, FAREWAY RESIDENCE,
BUTHGAMUWA, RAJAGIRIYA.
Postcode: 10100



On This 15th Day Of October 2022