

The Companies Act No.07 of 2007


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GUNAWARDENA AND GUNAWARDENA SECRETARIAL
SERVICES (PRIVATE) LIMITED - PV 11328
SEC/(2)2016/383
NO. 33, C M C PITCH, D. R. WIJEWARDANA MAWATHA,
COLOMBO 10.

ARTICLES OF ASSOCIATION

OF

CHRIST'S GOSPEL CHARITY



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GUNAWARDENA AND GUNAWARDENA SECRETARIAL
SERVICES (PRIVATE) LIMITED - PV 113828
SEC(1(2)2016/383
NO. 33, C.M.C. PITCH, D. R. VAJEWARDANA MAWATHA,
COLOMBO 10.



LICENCE BY THE REGISTRAR GENERAL OF COMPANIES

Pursuant to Section 34 of the companies Act No.7 of 2007

Whereas it has been proved to the satisfaction of the Registrar General of Companies that

CHRIST'S GOSPEL CHARITY

An association about to be formed as a limited liability company under the companies Act No. 7 of 2007, is to be formed for the purpose of promoting objects of the nature contemplated by Section 34 of the said Companies Act

And that it is the Intention of the said

CHRIST'S GOSPEL CHARITY

That the income and profit of the association whomsoever derives shall be applied solely towards the promotion of the objects of the association as set forth in the Articles of Association of the said

CHRIST'S GOSPEL CHARITY

And that no portion thereof shall be paid or transferred directly or indirectly by the way of dividend or bonus or otherwise howsoever by the way of profit to the members of

CHRIST'S GOSPEL CHARITY

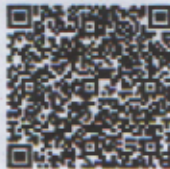
Now there after, I **DUWALAGE NIHAL RANJAN SIRIWARDENA** Registrar General of Companies, in pursuance of the power vested in me and in consideration of the provisions and subject to the conditions contained in the Articles of Association of the said

CHRIST'S GOSPEL CHARITY

Submitted by two members thereof on 01st February 2020 do by
This Licence direct

CHRIST'S GOSPEL CHARITY

To be registered as a company with limited liability without the addition of the word "LIMITED" to its name
signed at Colombo this 01st day of February 2020



D.N.R SIRIWARDENA

සමාගම් ලේඛනලේඛන ජනරාල්
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Registrar General of Companies



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 SIRIWARDENA AND SIRIWARDENA SECRETARIAL
 SERVICES (PRIVATE) LIMITED - PV 113828
 SEC/1(2)2016/383
 NO. 33, C.M.C PITCH, D.R. WIJEWARDANA MAVI
 COLOMBO 10.



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 இலங்கை ஜனநாயக சோசலிச குடியரசு
Democratic Socialist Republic of Sri Lanka

කමානි අංකය
 සමානි අංකය
 No. of the Company

G	A	00219914
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2007 අංක 7 දරණ සමානම් පනත
 2007 ஆம் ஆண்டின் 7ஆம் இலக்கக் கம்பனிகள் சட்டம்
 The Companies Act No 7 of 2007

අපයෝගී සීමාසහිත සමානම් සංස්ථාගත කිරීමේ සහතිකය
 உத்தரவாதத்தால் வரையறுக்கப்பட்ட கம்பனி சட்டமுறைப்படி சான்றிதழ்
Certificate of Incorporation of a Company limited by Guarantee
 34 වන වගන්තිය සමඟ නියමය යුතු 5 වන වගන්තිය විධිවිධ 34 உடன் சேர்த்து வாசிக்கப்படும் විධිවිධ 5 இன் பிரகாரம் Pursuant to
 Section 5 read with Sec. 34

කුසිස්ට්ස් ගොස්පල් වැරිට්

සමානම් 2007 අංක 7 දරණ සමානම් පනත යටතේ අවශ්‍යතා සපුරා ඇති බැවින් අපයෝගී සීමිත සමානම්ක් වශයෙන් අද දින සංස්ථාගත කළ බවත්, එකී සමානම් අපයෝගී සීමාසහිත බවත් මම මෙයින් සහතික කරමි.
 දෙදෙන ස්විස්ස් ක් වූ පෙට්ට්ටර් මිස පළමු වන මෙදින කොළඹදී අත්සන්කොට දුනිමි.

කිරිස්ටස් ගොස්පල් ජනිතය

2007 ஆம் ஆண்டின் 7 ஆம் இலக்க கம்பனிகள் சட்டத்தின் கீழான எல்லாத் தேவைப்பாடுகளும் இணங்கியொழுக்கப்பட்டு, இத் திகதியன்று உத்தரவாதத்தால் வரையறுக்கப்பட்ட கம்பனியாக சட்டமுறைப்பட்டுள்ளது என்றும் அக்கம்பனி வரையறுக்கப்பட்டதென்றும் நான் இத்தால் சான்றளிக்கின்றேன்.
 இரண்டாயிரத்து இருபத்து ஆம் ஆண்டு பெப்ரவரி மாதம் முதலாம் திகதியன்று கொழும்பில் என்னைக் கைச்சாத்திட்டும் கொடுக்கப்பட்டது.

I hereby certify that

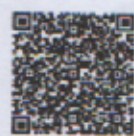
CHRIST'S GOSPEL CHARITY

On this day incorporated as a Company limited by guarantee having complied with the requirements under the Companies Act, No 7 of 2007. And that the Company is Limited By Guarantee.
 Given under my hand at Colombo, on this First day of February two Thousand Twenty



(Signature)

D.N.R SIRIWARDENA
 සමානම් අරීස්ට්ටර් ජනරාල්
 கம்பனிகள் பதிவாளர் நாயகம்
 Registrar General of Companies



සටහන : 1. මෙම සහතිකය අපයෝගී සීමාසහිත සමානම්ක් සඳහා මෙ - 5 හා 34 වගන්තිය සමඟ නියමයට 3 වන වගන්තිය යුතුය.
 குறிப்பு : 1. இத்த சான்றிதழ் வரையறுக்கப்பட்ட கம்பனிக்குரிய, விநிய 3 பிரிவுகள் 5, 34 ஆகியவற்றுடன் சேர்த்து வாசிக்கப்படும்.
 NOTE: 1. This Certificate is for a Company Limited by guarantee - Sect 3 read with Sec 5 and 34

[Handwritten Signature]
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SERVICES (PRIVATE) LIMITED - PV 113028
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COLOMBO 10.

ARTICLES OF ASSOCIATION

OF

CHRIST'S GOSPEL CHARITY

The regulations (applicable to a company limited by guarantee) contained in the first schedule to the Companies Act No. 7 of 2007 shall apply to the company, except in so far as they are repeated or contained in these Articles, but subject to repeal, alteration or addition by Special Resolution provided that the same shall have been previously submitted to and approved by the Registrar of Companies.

INTERPETATION

1. 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.
- 2.

WORDS

MEANINS

The Company

CHRIST'S GOSPEL CHARITY

The Act

The Companies Act No. 7 of 2007

These Presents	These Articles of Association as from time to time altered by special resolution.
Special Resolution	Have the meanings assigned thereto respectively by the Act.
Extraordinary Resolution	Have the meanings assigned thereto respectively by the Act.
The Board	The Directors for the time being of the Company.
Office	The Registered office of the Company
Month	Calendar Month
Year	Calendar Year
In writing	Written or produced by any substituted for writing, or partly one and partly another.

The expressions "the Secretary" or "the Secretaries" shall include any individual, firm or Company appointed by the Board to perform any of the duties of the Secretary.

Words importing the singular number only shall include the plural and vice versa, and words, importing the masculine gender shall include the feminine gender, and words importing persons shall include corporations and companies.

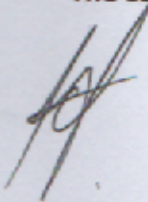
Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which those articles become binding on the company.

3. OBJECTS

The objects for which the Association is established are:

1. Conducting educational programmers according to the Bible and teaching scripture
 2. Assisting for the rights of children and elder's home and helping for their spiritual and practical needs.
 3. Building contribution and unity among the Churches.
 4. Rehabilitating the persons whom to drugs and granting them professional training
 5. Assisting the children whom have talents on Arts and Sports.
- The company does not engage in primary and secondary education.



4. Provided that

- a) The association shall not support with its funds or otherwise any object of a partisan political nature.
- b) In case the company shall take or hold any property which may be subject to any trust . The company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- c) The Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the company would make it a Trade Union.
- d) In case the company shall take or hold any property the company shall not sell, mortgage, charge or lease the same without the prior written authority, approval or consent of the Registrar of Companies and without such authority, approval or consent as any otherwise be required by Law, and as regard such property the Board of management or governing body of the Company 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 they would as such Board of Management of Governing Body would have been if no incorporation had been effected.
- e) .The income and property of the Company when so ever derived, shall be applied solely towards the portion of the objects of the company as set forth in these Articles of Association, and no portion thereof shall be paid to or transferred directly or indirectly by any of dividend, bonus or otherwise howsoever by way of profit, to the members of the company, provided that nothing herein shall prevent the payment in good faith or reasonable and proper remuneration to any officer or servant of the organization, or to any member of the organization, not prevent the payment of interest at a rate not exceeding the rate authorized by the Central Bank or the time being, on money lent or reasonable and proper rent for premises demised or let by any member to the organization but so that no member of the Board of Management or Governing body shall be appointed to any salaried office of the organization or any office of the company paid by fees, and that no remuneration or other benefit in money



(4)

or moneys worth shall be given by the company to any member of such Board of Management or Governing Body, except repayments of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company: provided that the provision last aforesaid shall not apply to any payments to any company of which a member of the Board of Management or Governing Body may be 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 any such payment.

5. 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.
6. The fourth and fifth paragraphs of these Articles of Association contain conditions subject to which a license is granted by the Registrar of Companies in pursuance of section 34 (1) (a) of the Companies Act No. 7 of 2007.
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceased to be a member and of the costs, charges and expenses of winding, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Rupees one Hundred (100/=)
9. If upon the winding up or dissolution of the Company 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 company, but shall be given or transferred to some other charitable organization or organizations having objects similar to the objects of the company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the institute under or by virtue of clause 4 hereof such institution or institutions to be determined by the members of the Board of Management at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to such provision, then to some charitable object.



(5)

10. The Organization being a "voluntary Social Service Organization" as defined under the Voluntary Social Services Organization (Registration and Supervision) Act, shall take steps to register under the said Act after incorporation.

EXECUTIVE COUNCIL & OFFICE-BEARERS OF THE ASSOCIATION

11. Composition of the executive committee and office bearers shall be determined by the members. Management structures, by laws Membership categories, annual subscriptions, principles and procedures shall be adopted by the members of the Association. Executive Council is empowered to appoint sub committees for respective programs & events conducted by the foundation.

MEMBERS

12. (i) Subscribers to the articles of association shall be Founder Members.
- (ii) Council may at its absolute discretion admit to the association any person who subscribes to objectives of the association as a full member. Such members so admitted shall have all the rights and privileges of membership including the right to vote. Membership qualifications, admission criteria and fees, subscriptions shall be determined by the council.
- (iii) Council may at its absolute discretion admit to the company any person who subscribes to objectives of the organization as an Associate member. Such members so admitted shall have all the rights and privileges of membership except the right to vote. Any Person who intends to obtain Associate Membership may in writing addressed to the council make an application to be admitted as Associate Member.
- (iv) Council may at its discretion approve or reject such application for membership.


Founder members need not make an application for membership but the council has to register the name of such founder member in the members registry.

13. A member shall cease to be a member of the Organization in any of the following events,
- a) Death, incapacity, lunacy, or insolvency.
- b) Upon receipt by the Organization of notice of resignation in writing,

LA

- c) Upon a member failing to observe any rule, regulation, ruling, resolution or decision of the Organization and/or if a member acts against or in a manner detrimental to the interests of the Organization as may be decided by the Council and a resolution having been passed by a majority of two thirds of the members of the Organization present at a meeting, such member shall cease to be a member provided that before such a resolution is passed an opportunity shall be given to the member concerned to appear before a Disciplinary Committee consisting of not less than three members of the Council and explain his position with regard to the point in issue. In the event rejecting his explanation no question shall be raised with regard to the validity and effectiveness of a resolution passed in the aforesaid manner.
14. The number of subscribers to the Articles of Association with which the Company proposes to be registered is a minimum Two.
15. A meeting of members may be held either,
- a) by a number of members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting, or
 - b) by means of audio, or audio and visual communication by which all members participating and constituting a quorum, can simultaneously hear each other throughout the meeting.

QUORUM

16. No business may be transacted at a meeting of members if a quorum is not present. A quorum for a meeting of members is present if the members or their proxies are present who are between them able to exercise a majority or the votes to be cast on the business to be transacted by the meeting.
17. If a quorum is not present within thirty minutes alter the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time and place as the directors may appoint. If at the adjourned meeting, a quorum is not present within thirty minutes after the time appointed for the meeting, the members present or their proxies shall be deemed to form a quorum.
- 

18. Following persons shall be the founder directors of the Association.

1. Rev: WANIGASINGHE ARACHCHIGE DON KINGSLEY
2. Rev: RANHOTI GEDARA DULANI SUWARNALATHA
3. Rev: THELGE PRABATH SAMPATH KUMARA PEIRIS
4. Rev: PONNAMPERUMGE JUDE EUGIN SHALITHA FERNANDO
5. JAYANTHA SENARATH BANDARA ATHAUDA

CHAIRPERSON

19. If the directors have elected a chairperson of the board, and the chairperson of the board is present at a meeting of members, he must chair the meeting.

20. If no chairperson of the board has been elected or if at any meeting of members the chairperson of the board is not present within fifteen minutes of the time appointed for the commencement of the meeting, the members present may choose one of their numbers to be chairperson of the meeting.

VOTING

21. In the case of a meeting of members held under paragraph '15 (a) of these articles, unless a poll is demanded, voting at the meeting shall be by whichever of the following methods as determined by the chairperson of the meeting.


- (a) Voting by voice, or
- (b) Voting by show of hands.

(8)

In the case of meeting of members held under paragraph 15 (b) of these articles, unless a poll is demanded, voting at the meeting shall be by members signifying individually their assent or dissent by voice.

22. A declaration by the chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact, unless a poll is demanded in accordance with paragraph 23 of this Article.
23. At a meeting of members, a poll may be demanded by,
 - (a) Not less than five members having the right to vote at the meeting, or
 - (b) A member or members representing not less than ten per centum of all members having the right to vote at the meeting.
24. A poll may be demanded either before or after the vote is taken on a resolution.
25. If a poll is taken, votes must be counted according to the votes attached to each member present and voting.
26. The Chairperson of a members meeting is not entitled to casting vote.

PROXIES

27. A member may exercise the right to vote either by being present in person or by proxy,
 28. A proxy for member is entitled to attend and be heard at a meeting of members as if the proxy were the member.
 29. A proxy must be appointed by notice in writing signed by the member. The notice must state whether the appointment is for a particular meeting, or for a specified term.
 30. No proxy is effective in relation to a meeting, unless a copy of the notice of appointment is given to the Company not less than twenty four hours before the start of the meeting.
 31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.
- 

Appointment of a Proxy

I/Weof being a member/members of the above named Organization hereby appointed ofor / of failing himofas my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of and at any adjournment thereof.

Signed this on day of 20

Note — Strike out whichever is not desired. (Unless otherwise instructed the proxy will vote as he thinks fit)

MINUTES

- 32. The Board must ensure that minutes are kept of all proceedings at meeting of members.
- 33. Minutes which have been signed as correct by the chairperson of the meeting are prima facie evidence of the proceedings.

MEMBERS PROPOSALS

- 34. Members are entitled to give notice of the resolution to the Company in accordance with Section 142 of this Act and it shall be the duty of the Company to give notice of the resolution or circulate the statement, or both as the case may be in accordance with Section 142.

CORPORATIONS MAY ACT BY REPRESENTATIVES.

- 35. A body corporate, which is a member, may appoint a representative to attend a meeting of members on its behalf in the same manner as it could appoint a proxy.

ANNUAL GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETINGS OF MEMBERS


36. Subject to paragraphs 35 and 37 of these Articles, the Board must call an Annual Meeting of the Company to be held
- a. Once in each calendar year
 - b. Not later than six months after the balance sheet date of the Company; and
 - c. Not later than fifteen months after the previous Annual Meeting.
- The meeting must be held on the date on which it is called to be held.
37. The Company need not hold its Annual General Meeting in the Calendar year of its incorporation, but must hold that meeting within eighteen months of its incorporation.
38. An Extraordinary Meeting of members entitled to vote on an issue may be called at any time by the Board, and must be called by the Board on the written request of members carrying not less than ten per centum of votes which may be cast on that issue.
39. A resolution in writing signed by not less than eighty five per centum of the members entitled to vote on the resolution at a meeting of members, who together hold not less than eighty-five per centum of the votes entitled to be cast on that resolution, is as valid as if it had been passed at the meeting of those members. The Company need not hold an Annual Meeting if every thing required to be done at the meeting is done by resolution and is in accordance with this clause.
40. Within five working days of a resolution being passed under paragraph 37 of this Article, the company must send a copy of the resolution to every member who did not sign it.
41. A Resolution may be passed under paragraph 37 of this Article without any prior notice being given to Members.

DIRECTORS

Appointment and Removal of Directors

42. The Members may by ordinary resolution fix the number of Directors of the Company.
43. A Director may be appointed or removed by ordinary resolution passed at a members meeting called for the purpose or by a written resolution in accordance with paragraph 37 of the Article.
44. A Director may resign by delivering a signed written notice of resignation to the registered office of the Company. Subject to Section 208 of this Act the notice is effective when it is received at the registered office or at any later time specified in the notice.
45. A Director vacates office if he -
 - a. Resigns in accordance with paragraph 42 of these Articles;
 - b. Is removed from office in accordance with the provisions of this Act or these Articles;
 - c. Becomes disqualified from being a Director pursuant to Section 202 of this Act;
 - d. Dies ; or
 - e. Vacates office pursuant to subsection (2) of Section 210 of this Act on the ground of his age.

Power and Duties of Directors

46. Subject to Section 185 of the Act which relates to major transactions, the business and affairs of the Company shall be managed by or under the direct supervision of the Board. The Board shall have all the Powers necessary for managing and for directing and supervising the management of the business and affairs of the Company.
 47. The Board may delegate to a committee of Directors or to a Director or employee any of its powers which is permitted to delegate under Section 186 of this Act.
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48. The Directors have the duties set in the Act, and in particular -
- a. Each, director must act in good faith and in what he believes to be the best interest of the Company;
 - b. No Director shall act or agree to Act, in a manner that contravenes any provisions of this Act or these Articles.

Procedure At Meeting Of Directors

49. Articles 50 to 65 set out the procedure to be followed at meetings of Directors.
50. A meeting of Directors may determine its own procedure, to the extent that it is not governed by these Articles.
51. The Directors may elect one of their members to be the Chairperson of the Board and may determine the period for which the Chairperson is to hold office.
52. If no chairperson is elected or if at a meeting of the Board the chairperson is not present within five minutes after the time appointed for the commencement of the meeting, the Directors present may choose one of their members to be Chairperson of the meeting.

MEETING PROCEDURES.

Notice of meeting

53. A Director, the Secretary, or an employee of the Company, if requested by a Director to do so, may convene a meeting of the Board by giving notice in accordance with these Articles.
54. Not less than twenty-four hours notice of a meeting of the Board must be given to every Director who is in Sri Lanka.
55. An irregularity in the notice of a meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Directors entitled to receive notice of the meeting agree to the waiver.

Methods of Holding Meetings

56. A meeting of the Board may be held either -
- a. By a number of the Directors who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
 - b. By means of audio or and visual communication by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.
57. A quorum for a meeting of the Board is a majority of the Directors.
58. No business may be transacted at a meeting of Directors if a quorum is not present.

Voting

59. Every Director has one vote.*
60. The Chairperson has a casting vote.
61. A resolution of the Board is passed if it is agreed to by all Directors present without dissent or if a majority of the votes cast on it are in favor of it.
62. A Director present at a meeting of the Board is presumed to have agreed to and to have voted in favor of the resolution at the meeting.

Minutes

63. The Board must ensure that minutes are kept of all proceedings at meetings of the Board.

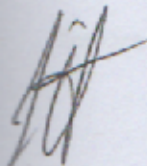
Unanimous Resolution

64. A resolution in writing signed or assented to by all Directors entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.
65. Any such resolution may consist of several documents (including facsimile or other

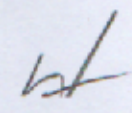
66. A Copy of any such resolution must be entered in the minute book of Board proceedings.
67. The Company must at all time have a Secretary.
68. The Board may appoint the Secretary for such term and on such conditions as it thinks fit. The remuneration of the Secretary shall be agreed to by the Board and the Secretary.
69. The Board may remove the Secretary.

ACCOUNTS AND AUDIT

70. The company depends on donations from the government, individuals (local or foreign) organizations (local or foreign) and grants from the government or nongovernmental organizations in carrying out its functions.
71. Board of Directors is responsible for opening bank accounts of the company. Board has the authority.
 - a. To open current accounts in desired banks.
 - The cheques to be signed by any two Directors or one officer authorized to sign cheques with a Director.
 - b. To open savings accounts in desired banks.
 - Withdrawals to be signed by any two Directors.
 - c. To open foreign currency accounts in desired banks.
 - Withdrawals to be signed by any two Directors.
 - d. To open fixed deposit accounts, in local and/or foreign currency in desired bank
 - Deposits and withdrawals to be signed by any two Directors.



Accounting Records, Financial Statements, Audit etc

72. The Board must ensure that the Company keeps accounting records which correctly record and explain the company's transactions;
- a) Will at any time enable the financial position of the company to be determined with reasonable accuracy;
 - b) Will enable the Board to prepare financial statements in accordance with this Act; and
 - c) Will enable the financial statements of the company to be readily and properly audited.
73. The accounting records must comply with subsection (2) of section 148 of this Act.
74. The Board shall ensure that within six months after the balance sheet date of the company, financial statements which comply with section 150 of the Act are completed in relation to that balance sheet date and are dated and signed on behalf of the Board by any two Directors.
75. At every Annual Meeting, the Company must appoint an Auditor for the following year in accordance with Section 154 of the Act. An Auditor who is appointed at an Annual Meeting is deemed to be reappointed at the following Annual Meeting unless-
- a) He is not qualified for re-appointment;
 - b) The company resolves at that meeting to appoint another person in his place ; or
 - c) The Auditor has given notice to the Company that he does not wish to be re-appointed.
76. The Board must within six months after the balance sheet date of the Company, prepare an Annual Report on the affairs of the Company during the accounting period ending on that date which complies with Section 166 of this Act. The Board must send a copy of the Annual Report to every member not less than fifteen working days before the date fixed for holding the Annual Meeting of Members.
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LIQUIDATION AND REMOVAL FROM THE REGISTER

77. The members may resolve to wind up the Company voluntarily by special resolution.

MISCELLANEOUS*DOCUMENTS TO BE KEPT BY COMPANY.**

78. The Company must keep at its registered office or at some other place notice of which has been given to the Registrar in accordance with Subsection (4) of Section 116 of the Act, the following documents :-

- a. The Certificate of incorporation and the Articles of Association of the Company;
- b. Minutes of all meetings and resolutions of members within the last ten years;
- c. Minutes of all meetings and resolutions of Directors and Directors Committees within the last ten years;
- d. Certificates given by Directors under this Act within the last ten years;
- e. The register of Directors and secretaries required to be kept, under Section 223 of this Act.
- f. Copies of all written communication to all members during the last ten years, including Annual Reports prepared under Article 74
- g. Copies of all financial statements required to be completed under this Act for the last ten completed accounting periods of the Company.
- h. The copies of instruments creating or evidencing charges and the register of charges required to be kept under Section 109 and 110 of this Act.
- i. The members register required to be kept under Section 123 of the Act; and the accounting records required to be kept by Section 148 of this Act for the current accounting period and for the last ten completed accounting periods of the Company.

79. The references in paragraph 75 of these articles to "ten years" and to "ten completed accounting periods" shall include such lesser periods as the Registrar may approve by notice in writing to the Company.

Rights of Directors and Members to documents etc.

80. The Directors of the Company are entitled to have access to the Company's records in accordance with Section, 118 of the Act.
81. A member of the Company is entitled -
- a. To inspect the documents referred to in Section 119 of the Act, in the manner specified in Section 121 of the Act; and
 - b. To require copies of or extracts from any document which he may inspect, within five working days of making a request in writing for the copy or extract, on payment of any reasonable copying and administration fee determined by the Company. The fee may be determined by any Director or by the Secretary, subject to any Direction from the Board

Name of Company

82. The Company may change its name by Special Resolution in accordance with Section 8 of the Act.

Notices

83. Where the Company is required to send any document to a member, or to give notice of any matter to a member, it shall be sufficient for the Company to send the document or notice to the registered address of the member by ordinary post. Any document or notice so sent is deemed to have been received by the member within three working days of the posting of a properly addressed and prepaid letter containing the document or notice.

84. A member whose registered address is outside Sri Lanka may give notice to the Company of an address in Sri Lanka to which all documents and notices are to be sent, and the Company shall treat that address as the registered address of the member for all purposes.
85. A copy of every notice or document sent to all members must be sent to the Auditor of the Company.

INSURANCE AND INDEMNITY

86. Subject to the provisions of the Act every Director of the Company, Auditor, Secretary, or other officer of the Company shall be entitled to be indemnified by the Company against any cost incurred in the course of defending any proceeding, that relates to any act or omission in his capacity as member, auditor, or secretary, in which judgment is given in his favour or in which, he is acquitted, or which is discontinued.
87. The Company may indemnify a director or employee in circumstance where paragraph 85 does not apply, to the extent which is mentioned below as permitted by subsection (3) of section 210 of the Act, if the board considers it appropriate to do so
- a. In respect of any liability to any person other than the company or related company, for any act or omission in his capacity as a director or employee; or
 - b. In respect of any cost incurred by that director or employee in defending or settling any claim or proceeding relating to any such liability, indemnity and insurance

