

ARTICLES OF ASSOCIATION

OF

THE CHARTERED INSTITUTE OF MARKETING

SRI LANKA REGION

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| <p>1. The model articles contained in the First Schedule to the Companies Act No.7 of 2007 shall not apply to the Association. The Association 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.</p> | <p>Model Articles not to apply</p> |
| <p>2. In these presents, 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 :-</p> | <p>Interpretation</p> |

WORDS

MEANINGS

The Association

The Chartered Institute of Marketing Sri Lanka Region;

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 Board

The board of the Association means the Board appointed in terms of Article 12(1) hereof or any sub committee thereof to the extent to which such committee is authorized in terms of these rules to carry out any directives of the Association.

CIM

Means the Chartered Institute of Marketing, United Kingdom, an organization incorporated in the United Kingdom by a Royal Charter, and its successors

Conflict of Interest Policy

Any policies adopted by CIM from time to time in relation to conflicts of interests of their trustees.

Associate Member

Students who are granted the designation of Associate Member by CIM and who are entitled to use such designation at any

	given time
Day	Any day, whether a business day or not
Fellow Member	Persons granted the designation of Fellow Member by CIM and who are entitled to use such designation at any given time
Full Member	Persons who have been granted the designation "MCIM" by CIM and who are entitled to use such designation at any given time
Member	Means a Fellow Member, Full Member or an Associate Member of CIM who is either a citizen of Sri Lanka or who is employed in Sri Lanka.
Month	A calendar month
Presence or Present	With regard to a Member at a meeting means presence or present personally;
Register	The Register of the Association in compliance to the rules of the Association
Registered Office	Means the registered office for the time being of the Association;
Seal	The Common Seal of the Association for the time being
Special Resolution	Has the meaning assigned thereto by the Act;
These Presents	These Articles of Association as from time to time altered by Special Resolution;
Year	A calendar year

In these presents, if not inconsistent with the subject or context, the words shall have the same meaning attributed to them in the Act.

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

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.

The headings and marginal notes are inserted for convenience only and shall not affect the construction of These Articles.

OBJECTS

3. (1) The objects of the Association shall be
- (a) To develop, promote and perpetuate the science of marketing and encourage, advance, propagate and distribute knowledge, programs, curricular, methods, systems and practical training in and research into the science of marketing.
 - (b) To provide a professional organization and collective forum for expression of views on marketing and by means of examination and other methods of individual assessments. test comprehension , skills and expertise of persons desiring to enter into and practice in the profession of marketing
 - (c) To promote, increase and nurture public awareness and achieve understanding of marketing as a vital factor in local , national and international business, trade and commerce
 - (d) To identify, enunciate stipulate up-hold and maintain high standards of creativity, professional skill and integrity among and persons engaged in marketing goods, products and services in the Democratic Socialist Republic of Sri Lanka
 - (e) To invite, stimulate, determine, proclaim and lay down standards of excellence in marketing in the Democratic Socialist Republic of Sri Lanka.
 - (f) To liaise, co-ordinate with persons, bodies corporate, colleges, universities, educational foundations and international agencies to attain any of the objects.
 - (g) 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 -

- (i) the Association shall not support with its funds or otherwise any object of a partisan political nature;
- (ii) 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;

(iii) the Association shall not support with its funds any object or endeavor to impose on its members or other any regulation, restriction or condition which if an object of the Association would make it a trade union; and

(iv) the Association shall not sell, mortgage, charge or lease any immoveable property which it may hold without the written consent of the Registrar of Companies and without such authority, consent or approval as may otherwise be required by law and as regard such property the members of the Board 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 members of the Board would have been if no incorporation had been effected.

- (2) The income of the Association shall comprise of grants and subventions from CIM and other funds generated from activities carried out by the Board
- (3) The income and property of the Association howsoever derived, shall be applied solely towards the promotion 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 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 for such office except repayments of pocket expenses or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board may be a member, 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 the profits he may receive in respect of such payment.

- (4) 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

- (5) The liability of the Members is limited
- (6) Every Member of the Association undertakes to contribute to the assets of the Association a sum not exceeding Rupees One Hundred (Rs 100/-) in the event of the same being wound up while he is a Member or within a year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceases to be a Member , and of the costs charges and expenses up winding up, and for the adjustments of the rights of the contributions among themselves
- (7) 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 Association to be determined by the Members of the Association at or before the time of dissolution, and if effect cannot be given to such provision, then to some charitable object.
- (8) The provisions of Articles 3(3) and 3(4) above contain conditions subject to which a license is granted by the Registrar of Companies in pursuance of Section 34(1)(a) of the Act.

4.

MEETINGS OF MEMBERS

- (1) Every Member shall be entitled to receive notice of any general meeting of the Association.
- (2) Written notice of the time and place of a meeting must be given to every member entitled to receive notice of a meeting of the Association not less than fifteen (15) working days before the meeting in the case of an Annual General Meeting or a meeting for the passing of a special resolution and not less than ten (10) working days before the meeting in any other case.
- (3) The notice must set out -
 - (i) the nature of the business to be transacted at the meeting in sufficient detail to enable a Member to form a reasoned judgment in relation to it; and
 - (ii) the text of any resolution to be submitted to the meeting.
- (4) An irregularity in a notice of a meeting is waived if all Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver in writing.

Notice of meetings

(5) A meeting may be held either-

- (i) (a) by a number who constitute a quorum, being assembled together at the place, date and time appointed for the meeting.
- (b) by means of audio, or audio and visual communication by which all participating and constituting a quorum, can simultaneously hear each other throughout the meeting.
- (c) by a resolution in writing signed by not less than eighty-five *per centum* of those 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 meeting of those Members . The Association need not hold an annual meeting if every thing required to be done at the meeting (by resolution of otherwise) is done by resolution is in accordance with this clause.
- (ii) Within five working days of a resolution being passed under paragraph (i)(c) of this article, the Association must send a copy of the resolution to every Member who did not sign it.
- (iii) A resolution may be passed under paragraph 1(c) of this article without any prior notice being given to a Member

5. Subject to Article 5(iii) below, no business may be transacted at a general meeting of the Association if a quorum is not present.

Quorum

- (i) A quorum for a general meeting is present if more than thirty five (35) Members are present at the meeting.
- (ii) If after half hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week as the time and place, or to such other day and at such other time and place as the Board may determine
- (iii) If after one hour from the time appointed for meeting adjourned in terms of paragraph (ii) above, a quorum is not present, the Members present shall have the power to proceed with the business of the meeting.

6. (1) If the Chairperson of the Association is present at a general meeting, he or she must chair the meeting.

Chairperson

- (2) If no Chairperson has been elected or if at any meeting the Chairperson is not present within fifteen (15) minutes of the time appointed for the commencement of the meeting, the Vice Chairperson shall chair the meeting failing which the Members

present may choose one of their number to be Chairperson of the meeting.

7. (1) Each Member shall be entitled to exercise one (1) vote on any resolution taken up at a general meeting. Provided however that in the event of there being an election by secret ballot for the purpose of appointment to the Board by reason of the number of candidates exceeding the number of vacancies, each Member would be entitled to a number of votes which would be equal the number of vacancies to be filled. Voting
meetings at
- (2) In the case of a general meeting unless a secret ballot is demanded by (i) not less than five (5) Members having the right to vote at the meeting or (ii) by Members representing not less than one-tenth (1/10) of the total voting rights of all Members having the right to vote at the meeting or (iii) required in terms of these Articles , voting at the meeting shall be by whichever of the following methods as determined by the chairperson of the meeting;
- (i) voting by voice; or
- (ii) voting by show of hands.
- (3) 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 secret ballot is demanded in accordance with Article 7(1) above.
- (4) The Chairperson of a general' meeting is not entitled to a casting vote.
- (5) The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the secret ballot has been demanded.
- (6) No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote to which no objection shall be made at such meeting or secret ballot shall be deemed valid for all purposes of such meetings or secret ballot whatsoever.
8. (1) The Board must ensure that minutes are kept of all proceedings at meetings of the Members Minutes
- (2) Minutes which have been signed as correct by the Chairperson of the meeting are prima facie evidence of the proceedings.
9. (1) Members entitled to do so may give notice of a resolution to the Association in accordance with Section 142 of the Act and it shall be the duty of the Association to give notice of the resolution or circulate any statements, or both, as the case may be, in accordance 'Members
Resolutions'

with such section. The Association is not required to give notice of a resolution or circulate a statement in the circumstances set out in subsections (4) or (5) of Section 142 of the Act.

- (2) The Association shall give notice of any resolution and circulate to any statement with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting upon receiving a requisition in writing of not less than twenty (20) Members .

10. (1) Subject to Article 4(5)(i)(c) the Board must call an Annual General Meeting of the Association to be held;
 - (i) once in each calendar year;
 - (ii) not later than six (06) months after the balance sheet date of the Association; and
 - (iii) not later than fifteen (15) months after the previous annual meeting.

Annual general meetings and extraordinary general meetings of

- (2) An Extraordinary General 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 not less than 10% of the Members having the right to vote.

11. (1) The Members who are entitled to receive notice of a meeting for any purpose shall be;
 - (i) if the Board fixes a date for the purpose, those whose names are registered in the Register on that date.
 - (ii) if the Board does not fix a date for the purpose, those whose names are registered in the Register at the close of business on the day immediately preceding the day on which the notice is given.

Members entitled to attend and vote at meetings

- (2) A date fixed under Article 11(1) should not precede by more than thirty (30) working days, the date on which the meeting is to be held.
- (3) Before a meeting, the Association may prepare a list of Members entitled to receive notice of the meeting arranged in alphabetical order,
 - (i) if a date has been fixed under Article 11(1)(i), not later than ten (10) working days after that date; or
 - (ii) if no such date has been fixed, at the close of business on the

day immediately preceding the day on which the notice is given.

- (iii) A Member named in a list prepared under Article 11(3) is entitled to attend the meeting and vote

A Member may examine a list prepared under Article 11(3) during normal business hours, at the registered office of the Association.

12

OFFICE BEARERS

Appointment and
removal of
Board and Office
Bearers

- (1) The Board shall be comprised of not more than Twelve (12) persons which shall include one (1) person nominated by the Board of Trustees of CIM (“CIM Representative”) and not more than a further two (2) persons who maybe co – opted in terms of sub article (7)(iv) below. The other persons to be appointed to the Board in the manner set out hereinafter shall be proposed and seconded by a Member as set out in sub-article (7) below.
- (2) At each Annual General Meeting (3) members of the Board for the time being (other than the co-opted members who shall retire) shall be subject to retirement by rotation. In determining the members to retire, the members who have held office for the longest period since their last appointment would be subject to retirement and in the event of persons having held office for a similar period, the members to retire shall be determined by lot. Provided however that a Vice Chairperson who is to succeed to the position of Chairperson, the CIM Representative and the person who would be the Immediate Past Chairperson at the conclusion of such Annual General Meeting shall succeed to the Board *ex-officio* and shall not be subject to retirement by rotation at that meeting.
- (3) The Chairperson shall not be appointed at the Annual General Meeting but shall assume such office by the succession of the Vice Chairperson to such position on a bi-annual basis and shall hold office of Chairperson from the date on which he/she assumes such office to the conclusion of the Annual General Meeting held 2 years thereafter. The Vice Chairperson holding office as at the date of the 2016 Annual General Meeting shall succeed to the position of Chairperson at the conclusion of such Annual General Meeting and hold office in accordance with the above.
- (4) No member of the Board shall be entitled to be a member of the Board of Trustee of CIM. If any Member of the Board is appointed as a member of the Board of Trustees of CIM such person shall cease

to be entitled to hold office on the Board and shall immediately resign from the same.

- (5) The Board shall from amongst themselves appoint, by way of secret ballot, the following Office Bearers immediately after the Annual General Meeting, subject to the proviso set out below.

Secretary
Treasurer

In addition if the Vice Chairperson has succeeded to the position of Chairperson the Board shall from among themselves appoint, by way of secret ballot, the Vice Chairperson immediately after the Annual General Meeting,

The Chairperson and the Vice Chairperson shall hold office for 2 years.

Provided further that no person (which, for the avoidance of doubt, shall include the CIM Representative) shall be a member of the Board for a continuous period of more than eight (8) years and they shall only be eligible for re-election or appointment to the Board after a break of not less than one (1) year. The provisions of this proviso shall not apply to

- (i) the immediate Past Chairperson;
- (ii) a Chairperson who reaches the period of eight (8) years whilst being the Chairperson;
- (iii) a Vice Chairperson who reaches the period of eight (8) years whilst being the Vice Chairperson and/or succeeds to the position of Chairperson,

For the purpose of this sub-Article, a year shall be deemed to be the period beginning on the day immediately succeeding an Annual General Meeting and ending on the Next Annual General Meeting.

- (6) The following transitional provisions shall apply in respect of the current members of the Board immediately following the adoption of these Articles
- (i) The current Chairperson shall hold office until the next Annual General Meeting at which meeting he shall become the Immediate Past Chairperson. The current Senior Vice Chairperson shall hold office as Vice Chairperson until the next Annual General Meeting at which meeting he shall succeed to the position of Chairperson. For the avoidance of doubt, the provisions of the proviso to Article 12(5) shall not prevent the current Senior Vice Chairperson from succeeding to the position of Vice Chairperson and

Chairperson as aforesaid and completing his term in full in such position;

- (ii) The current Vice Chairperson shall remain a member of the Board until the next Annual General Meeting from which meeting the retirement provisions in Article 12(2) and the ineligibility period mentioned in the proviso to Article 12(5) would apply.
 - (iii) The rest of the members of the Board shall hold office until the next Annual General Meeting from which meeting the retirement provisions in Article 12(2) and the ineligibility period mentioned in the proviso to Article 12(5) would apply.
- (7) (i) Any Fellow Member or a Full Member shall be entitled to be appointed to the Board by way of an ordinary resolution of the Members., For the avoidance of doubt no Associate Member shall be entitled to be appointed to the Board. At least eight weeks prior to the date of the Annual General Meeting, the Secretary shall call for nominations from Members. Such nominations shall be in such form as mandated by the Board.
- (ii) No person shall be appointed as Chairperson unless he has occupied the position of Vice Chairperson in the period immediately preceding such appointment. Provided however that in the event of the Chairperson ceasing to hold office for any reason other than on the expiry of his term, the Board may appoint the Vice Chairperson to hold the office of Chairperson for the remainder of that term without prejudice to the entitlement of such person to succeed to the position of Chairperson in terms of Article 12(2) above. In the event of the Vice Chairperson declining to hold the position of Chairperson in the circumstances aforesaid, the Board shall be entitled to appoint any other Member of the Board to the position of Chairperson by secret ballot for the remainder of that term until a Chairperson is appointed at the next Annual General Meeting of the Association.

In the event that the Vice Chairperson also ceases to hold office at the same time as the Chairperson as aforesaid or declines to accept the office of Chairperson, the Board shall be entitled to appoint any other Member who is on the Board to the position of Chairperson by secret ballot to hold office for the remainder of that term, provided that such person/(s) are in compliance with paragraph (iii) below.

- (iii) No person shall be appointed as the Chairperson or Vice Chairperson unless he has been a Member of the Board of the Association for not less than two (2) years immediately preceding such appointment.

(iv) The Board may, at its discretion, co-opt up to two members to the Board who shall be in addition to the number mentioned in Article 12(1) above in order to fill skills gaps or to represent significant groups within the local community membership for a period of not more than one (1) year at a time. Such co-opted members must be current members of CIM, at either FCIM or MCIM Chartered Marketer level and they shall be eligible to be re-appointed subject to the ineligibility period set out in the proviso to sub article 12(5) above applying. There shall be no difference in status between those appointed and those co-opted with the Board when voting.

(v) The Chairperson may also invite not more than two (2) others, including non-members of CIM, to attend a meeting of the Board in a non-voting capacity.

For the purposes of this sub-Article, a year shall be deemed to be the period beginning on the day immediately succeeding an Annual General Meeting and ending on the next Annual General Meeting.

(8) In the event of there being any casual vacancy, the remaining Members of the Board shall have power at any time to appoint any Member to be a member of the Board to fill such casual vacancy and subject to the maximum number set out in Article 12(1) above. Such appointed person shall hold office till the next Annual General Meeting and shall be eligible for re-election. Such person shall be counted in the number of persons who are subject to retirement by rotation referred to in Article 12 (2) above in the event that the Member whose vacancy is being filled would have been subject to retirement by rotation at such Annual General Meeting.

(9) A member of the Board may resign by delivering a signed written notice of resignation to the registered office of the Association. Subject to Section 208 of the Act, the notice is effective when it is received at the registered office or at any later time specified in the notice.

(10) A member of the Board vacates office if he;

(i) resigns in accordance with Article 12(9);

(ii) becomes disqualified from being a member of the Board pursuant to Section 202 of the Act ;

(iii) if in accordance with the relevant procedure, he is found guilty of a disciplinary offence

(iv) dies;

- (v) vacates office pursuant to subsection (2) of Section 210 of the Act , on the ground of his age;
- (vi) fails to attend three (3) consecutive board meetings without just cause therefor;
- (vii) if he ceases to be a Member pursuant to the final decision of CIM;
- (viii) if he is requested by not less than 8 members of the Board to vacate his office on the basis of him (i) acting in a manner which is contrary to the interests of the Association or (ii) being unable to carry out the duties as a member of the Board;
or
- (ix) if he is removed from the Board by a special resolution of the Members before the expiration of his period of office, with the Members acting by ordinary resolution appointing another person to be a member of the Board in his place, with such person so appointed holding office during such time only as the removed member would have held office if he had not been removed.

(11) The Board shall have the power to authorize the payment and the entering into of any contract referred to in subsection (1) of Section 216 of the Act to reimburse any expenses of a member of the Board or former member of the Board.

13. (1) Subject to Article 13(5) which relates to major transactions, the business and affairs of the Association shall be managed by or under the direction or 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 Association. Provided however that none of the following matters shall be decided by the Board without the written consent of CIM.
- (i) Any matter requiring approval from CIM in terms of the Relationship Agreement;
 - (ii) Any matter which may cause damage to CIM's brand and/or reputation;
 - (iii) Any matter which may result in the incurrence of a liability by CIM.;
 - (iv) Any capital expenditure in excess of Pounds Sterling Fifty Thousand (£50,000)

Power and duties
of Office Bearers

(2) The Board may delegate to a Committee or a committee of office

bearers or to an office bearer or employee or Attorney any of its powers subject to such restrictions referred to in Section 186 of the Act.

- (3) The Board may appoint an Honorary President for a term not exceeding three (3) years at a time. Such Honorary President shall not be a member of the Board nor have any executive powers.
- (4) The Board has the duties set out in the Act, and in particular –
 - (i) each member of the Board must act in good faith and in what he believes to be the best interest of the Association.
 - (ii) no member of the Board shall act or agree to the Association acting, in a manner that contravenes any provisions of the Act or these Articles.
 - (a) shall not act in a manner which is reckless or grossly negligent.
 - (b) shall exercise the degree of skill and care that may reasonably be expected of a person of his knowledge and experience.
- (5) (i) The Association shall not enter into any major transaction unless such transaction is;
 - (a) approved by Special Resolution ;
 - (b) contingent on approval by Special Resolution ;
 - (c) consented to in writing by all the Members of the Association; or
 - (d) a transaction which the Association is expressly authorised to enter into by a provision in its Articles, which was included in it at the time the Association was incorporated.
- (ii) However, the above shall not apply to;
 - (a) a transaction under which the Association agrees to give a floating charge over all or any part of the property of the Association.
 - (b) a transaction entered in to by a receiver appointed pursuant to an instrument creating a floating charge over all or any part of the property.
 - (c) A transaction entered into by an administrator or liquidator of the Association.

- (iii) A major transaction means –
- (a) the acquisition of or an agreement to acquire whether contingent or not, assets of a value which is greater than half the value of the assets of the Association before the acquisition;
 - (b) the disposition of the agreement to dispose of, whether contingent or not, the whole or more than half the value of the assets of the Association;
 - (c) a transaction which has or is likely to have the effect of the Association acquiring rights or interests or incurring obligations or liabilities of a value which is greater than half the value of the assets of the Association before acquisition;
 - (d) a transaction or a series of related transactions which have the purpose or effect of substantially altering the nature of the business carried on by the Association.

Assets include property of any kind, whether corporeal or incorporeal.

14. (1) A member of the Board who is interested in a transaction to which the Association is a party must disclose that interest in accordance with Section 192 of the Act.
- (2) Subject to Article 14(3), a member of the Board is interested in a transaction to which the Association is a party, if, and only if, the member;
- (i) is a party to or will or may derive a material financial benefit from the transaction;
 - (ii) has a material financial interest in another party to the transaction;
 - (iii) is a director, officer or trustee of another party to, or person who will or may derive a material financial benefit from the transaction,
 - (iv) is the parent, child or spouse of another party to or person who will or may derive a material financial benefit from the transaction; or
 - (v) is otherwise directly or indirectly materially, interested in the transaction.

Interested Office
Bearers

- (3) Article 14(2) does not apply to any reimbursements or other benefit given to a member of the Board in accordance with Section 216 of the Act, or, to any insurance or indemnity provided in accordance with Section 218 of the Act.
- (4) A member of the Board who is interested in a transaction entered into or to be entered into by the Association, may;
 - (i) not vote on a matter relating to the transaction;
 - (ii) attend a meeting of Board at which a matter relating to the transaction arises and be included among the members of the Board present at the meeting for the purpose of a quorum;
 - (iii) sign a document relating to the transaction on behalf of the Association; and
 - (iv) do any other thing in his capacity as a member of the Board in relation to the transaction, as if he were not interested in the transaction,

Provided always that the Members of the Board shall abide by the principles contained in the Conflict of Interest Policy and/or abide by any policies adopted by the Association.

- (5) A member of the Board who has information in his capacity as such or as an employee of the Association which would not otherwise be available to him, must not disclose that information to any person or make use of or act on the information, except;
 - (i) for the purposes of the Association;
 - (ii) as required by law; or
 - (iii) in accordance with Article 14(6).
- (6) A member of the Board may disclose, make use of or act on information if;
 - (i) the member of the Board is first authorized to do so by the Board under Article 14(7); and
 - (ii) particulars of the authorization are entered in the interests register.
- (7) The Board may authorize any of its members to disclose, make use of or act on information, if it is satisfied that to do so will not be likely to prejudice the Association.

15.	A meeting of the Board may determine its own procedure, to the extent that it is not governed by these Articles.	Procedure at meetings of Office Bearers
16.	If no Chairperson is elected or if at a meeting of the Board the Chairperson is not present within five (05) minutes after the time appointed for the commencement of the meeting, the Vice Chairperson may chair the meeting failing which the Office Bearers present may choose one of their number to be chairperson of the meeting.	Chairperson
17.	<p>(1) A member of the Board or the Company Secretary may convene a meeting of the Board by giving notice in accordance with this Article.</p> <p>(2) Not less than five (5) working days' notice of a meeting of the Board must be given to every member of the Board.</p> <p>(3) An irregularity in the notice of a meeting is waived if all members of the Board entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all members of the Board entitled to receive notice of the meeting agree to the waiver.</p>	Notice of meeting
18.	<p>A meeting of the Board may be held either;</p> <p>(1) by a number of the members of the Board who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or</p> <p>(2) by means of audio or audio and visual communication by which all participating and constituting a quorum can simultaneously hear each other throughout the meeting.</p>	Methods of holding meetings
19.	<p>(1) A quorum for a meeting of the Board shall be seven (07) members</p> <p>(2) No business may be transacted at a Board meeting if a quorum is not present.</p>	Quorum
20.	<p>(1) Every member of the Board has one vote.</p> <p>(2) The chairperson has a casting vote.</p> <p>(3) Subject to the matters specified in Article 13(1) hereof, a resolution of the Board is passed if it is agreed to by all present without dissent or if a majority of the votes cast on it are in favour of it.</p>	Voting
21.	<p>(1) The Board must ensure that minutes are kept of all proceedings at meetings of the Board.</p> <p>(2) Minutes which have been signed by the Chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be <i>prima facie</i> evidence of the proceedings.</p>	Minutes

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| 22. | <ul style="list-style-type: none"> (1) A resolution in writing signed or assented to by all the members of the Board 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. (2) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form, each signed or assented to by one or more Office Bearers. (3) A copy of any such resolution must be entered in the minute book of board proceedings. | Unanimous resolution |
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23	DISTRIBUTION AND RESERVES	Distributions
The Association shall not make any distributions to its Members.		

ACCOUNTS AND AUDIT

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| 24. | <ul style="list-style-type: none"> (1) The Board must ensure that the Association keeps accounting records which; <ul style="list-style-type: none"> (i) correctly record and explain the Association’s transactions; (ii) will at any time enable the financial position of the Association to be determined with reasonable accuracy; (iii) will enable the Board to prepare, financial statements in accordance with the Act ; and (iv) will enable the financial statements of the Association to be readily and properly audited. (2) The accounting records must comply with subsection (2) of Section 148 of the Act. (3) The Board shall ensure that within six (6) months after the balance sheet date of the Association, financial statements which comply with Section 151 of the Act are completed in relation to that balance sheet date and are dated and signed on behalf of the Board by two Office Bearers and certified by the person responsible for the preparation of the financial statements.. (4) At every Annual General Meeting, the Association must appoint an auditor for the following year in accordance with Section 154 of the Act. An auditor who is appointed at an Annual General Meeting is deemed to be reappointed at the following Annual General Meeting, unless; | Accounting records, financial statements, audit etc. |
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- (i) he is not qualified for re-appointment;
 - (ii) the Association resolves at that meeting to appoint another person in his place; or
 - (iii) the auditor has given notice to the Association that he does not wish to be re-appointed.
- (5) The Board must within six (06) months after the balance sheet date of the Association, prepare an annual report on the affairs of the Association during the accounting period ending on that date which complies with Section 168 of the Act. The Board must send a copy of the annual report to every Member not less than fifteen (15) working days before the date fixed for holding the Annual General Meeting.

LIQUIDATION AND REMOVAL FROM THE REGISTER

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| 25. | The Members may resolve to wind up the Association voluntarily by Special Resolution. | Resolution to appoint liquidator |
| 26. | The assets of the Association available for distribution shall not be distributed to its Members and shall be only distributed to another association which has similar objectives to the Association or be given for a charitable purpose. . | Distribution of surplus assets |

MISCELLANEOUS

27. (1) The Association 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;
- Documents to be kept by Association
- (i) the certificate of incorporation and the articles of the Association;
 - (ii) minutes of all meetings and resolutions of the Members within the last ten (10) years;
 - (iii) an interests register,
 - (iv) minutes of all meetings and resolutions of the Board and its committees within the last ten (10) years;
 - (v) certificates given by the Board under the Act within the last ten (10) years;
 - (vi) the register of the members of the Board and Company Secretaries required to be kept under Section 223 of the Act ;
 - (vii) copies of all written communication to all Members during the last ten (10) years, including annual reports prepared under Article 24(5);
 - (viii) copies of all financial statements required to be completed under the Act for the last ten (10) completed accounting periods of the Association;
 - (ix) the copies of instruments creating or evidencing charges and the Register of Charges required to be kept under Sections 109 and 110 of the Act ;
 - (x) the Register required to be kept under Section 123 of the Act; and
 - (xi) the accounting records required by Section 148 of the Act for the current accounting period and for the last ten (10) completed accounting periods of the Association.
- (2) The references in Article 43(1) to “ten years” and to “ten completed accounting periods” shall include such lesser periods as the Registrar Of Companies may approve, by notice in writing to the Association.
28. (1) The Members of the Board are entitled to have access to the Association’s records in accordance with Section 118 of the Act.
- Rights of Office Bearers and to documents etc.
- (2) A Member of the Association is entitled to inspect the following

documents with written notice to the Association –

- (i) Minutes of all meetings and resolutions of the Members
- (ii) Copies of written communications to all or to all Members during the preceding ten (10) years, including annual reports and financial statements
- (iii) Certificates issued by members of the Board under the Act
- (iv) The interests register of the Association
- (v) However,
 - (a) The documents shall be available for inspection at the place at which the Association's records are kept between the hours of 9.00 a.m and 4.00 p.m on each working day during the inspection period.
 - (b) A document of which the certified copy has been provided to the person or Member concerned without charge need not be made available for inspection.

The “inspection period” referred to above means the period commencing on the third working day after the day on which the notice of intention to inspect is served on the Association by the Member concerned and ending on the eighth working day after the day of service.

- (3) A Member is also entitled to require copies of or extracts from any document which he may inspect, within five (05) 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 Association. The fee may be determined by the Board

- 29. (1) The Association may change its name by Special Resolution in accordance with Section 8 of the Act. Name of Association
- (2) The Board may change the registered office of the Association from time to time
- 30. (1) Where the Association 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 Association 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 (03) working days of the posting of a properly addressed and prepaid letter containing the document or notice. Notices
- (2) A Member whose registered address is outside Sri Lanka should give notice to the Association of an address in Sri Lanka to which all

documents and notices are to be sent, and the Association shall treat that address as the registered address of the Member for all purposes.

- (3) A copy of every notice or document sent to all must be sent to the auditor of the Association.
- (4) Any notice required to be given by the Association to the or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement published once in any leading daily newspaper of Sri Lanka.

31. (1) (i) The Association may, indemnify any member of the Board or employee of the Association or a related Association, for any costs incurred by him in any proceeding – Insurance and indemnity
- (a) that relates to liability for any act or omission in his capacity as a member of the Board or as an employee;
 - (b) in which judgment is given in his favour or in which he is acquitted or which is discontinued or in which he is granted relief under Section 526 of the Act.
- (ii) The Association may, indemnify a member of the Board or employee of the Association or a related Association in respect of –
- (a) liability to pay any person other than the Association or a related Association, for any act or omission in his capacity as a member of the Board or as an employee.
 - (b) costs incurred by that member of the Board or employee in defending or settling any claim or proceeding relating to such liability not being criminal liability or in the case of a member of the Board, liability in respect of a breach of the duty specified in Section 187 of the Act.
- (iii) The Association may with the prior approval of the Board, effect insurance for a member of the Board or employee of the Association or a related Association in respect of -
- (a) liability not being criminal liability, for any act or omission in his capacity as a member of the Board or as an employee;
 - (b) costs incurred by that member of the Board or employee in defending or settling any claim or proceeding relating to such liability; or
 - (c) costs incurred by that member of the Board or employee

in defending any criminal proceedings in which he is acquitted.

- (2) The Association may indemnify every member of the Board, auditor and Company Secretary of the Association for the time being against any costs incurred in the course of defending any proceeding that relates to any act or omission in his capacity as a member of the Board, auditor or the Company Secretary, in which judgment is given in his favour or in which, he is acquitted or which is discontinued.
- (3) The Association may indemnify a member of the Board or employee in circumstances where Article 31(2) does not apply, to the extent permitted by subsection (3) of Section 218 of the Act, if the Board considers it appropriate to do so.