

THE COMPANIES ACT NO. 17 OF 1982

~~~~~  
ASSOCIATION LIMITED BY GUARANTEE  
~~~~~

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THEEKSHANA



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இலங்கைச் சனநாயக சோசலிசக் குடியரசு

DEMOCRATIC SOCIALIST REPUBLIC OF SRI LANKA

සමාගමේ නව අංකය }
கம்பனி புதிய இலக்கம் }
New No. of Company }

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සමාගමේ පෙර අංකය }
கம்பனி பழைய இலக்கம் }
Old No. of Company }

එන් (එ) 1610

N (A)

2007 අංක 7 දරන සමාගම් පනත
2007 ஆம் ஆண்டின் 7 ஆம் இலக்கக் கம்பனிகள் சட்டம்
The Companies Act, No. 7 of 2007

සංස්ථාගත කිරීමේ සහතිකය
கம்பனியின் கூட்டிணைப்புச் சான்றிதழ்
CERTIFICATE OF INCORPORATION

(485 (6) වන වගන්තිය අනුව)
(பிரிவு 485 (6) இன் பிரகாரம்)
(Pursuant to Section 485 (6))

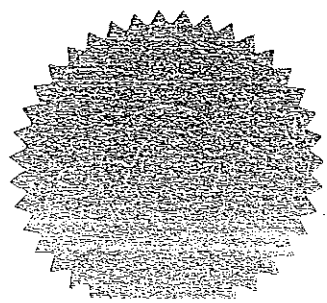
සමාගමේ නම

.....(පවතින සමාගමක් වූ) සමාගම 2007 අංක 7 දරන සමාගම් පනත යටතේ
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අංකය යෙදී බවත්, එය සමාගම් ලේඛනයෙහි දැනුළත් කළ බවත් මම මෙයින් සහතික කරමි.
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கம்பனி 2007 ஆம் ஆண்டின் 7 ஆம் இலக்கக் கம்பனிகள் சட்டத்தின் கீழ் கூட்டிணைக்கப்பட்டவாறு பதிவுசெய்யப்படும் என்பதுடன்
மேற்போந்த புதிய கம்பனி இலக்கம் ஒதுக்கப்பட்டு கம்பனிகளின் இடாப்பில் பதிவு செய்யப்பட்டுள்ளது என இத்தால்
சான்றளிக்கின்றேன். இரண்டாயிரத்து.....ஆம் ஆண்டு..... மாதம்..... ஆந் திகதியன்று
கொழும்பில் என்னால் கைச்சாத்திட்டுக் கொடுக்கப்பட்டது.

I hereby certify that... THEEKSHANA
.....
(an existing Company) is this day registered as a Guarantee Limited Company as if it is incorporated
under the Companies Act, No. 7 of 2007 and that the above mentioned new number has been assigned to it and entered in the
Register of Companies.

Given under my hand at Colombo, this... Second... day of March... Two Thousand... Nine



.....
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கம்பனிச் சட்ட சீவகர் நாயகம்
Registrar-General of Companies
නියෝජ්‍ය සමාගම් ලේඛක ජනරාල්

LICENCE BY THE REGISTRAR OF COMPANIES

(PERSUENT TO SECTION 21 OF THE COMPANIES ACT NO. 17 OF 1982)

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

THEEKSHANA

an association about to be formed as a limited liability company under the
Companies Act No. 17 of 1982, is to be formed for the purpose of promoting
objects of the nature contemplated by Section 21 of the said Companies Act
. and that it is the intention of the said

THEEKSHANA

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 Memorandum of Association of the said

THEEKSHANA

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

THEEKSHANA

Now there after, I DIAS KARUNARATNE HETTIARACHCHI Registrar of Companies,
in pursuance of the power vested in me and in consideration of the
provisions and subject to the conditions contained in the
Memorandum of Association of the said

THEEKSHANA

Submitted by SEVEN members thereof on 28th December 2006 do by
this licence direct

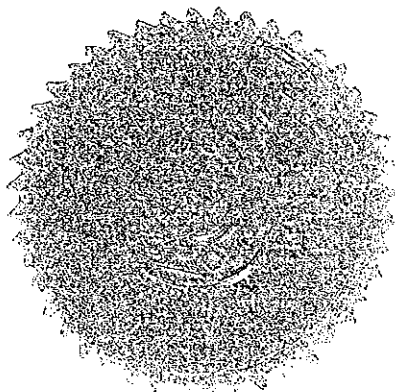
THEEKSHANA


To be registered as a company with limited liability without the addition of
the word "LIMITED " to its name

Signed at Colombo this

26th

day of December Two Thousand Six




REGISTRAR OF COMPANIES

MEMORANDUM OF ASSOCIATION

OF

THEEKSHANA

- 1 The name of the Association is " THEEKSHANA "
- 2 The registered office of the Association will be situated in the District of Colombo.
- 3 The objects for which the Association is established are:

PRIMARY OBJECTS

1. To build and enhance the human capacity in Information and Communication Technology.
2. To provide Information and Communication Technology consulting and advisory services to the state and private agencies.
3. To provide Information and Communication Technology testing, investigation, certification, arbitration and accreditation services to the industry.
4. To develop and provide Information and Communication Technology solutions to meet the national, community and industry requirements.
5. To carry out research and development in Information and Communication Technology.

- 1 To enter into any agreement with any government corporation any statutory authority provincial or local or otherwise or with any company, firm, person or body of persons of any kind whatsoever for the purpose of achieving the primary objects of the Association.
- 2 To solicit and raise funds, accept and receive donations grants gifts and bequests of money or other property and to determine the manner in which such funds can be utilized for the purpose of achieving the primary objects of the Association.
- 3 To invite foreign collaboration and/or participation in any manner deemed fit to accomplish the primary objects of the Association.
- 4 To appoint, engage, employ, maintain, provide for and dismiss attorneys, agents, managers, officers, employees and contractors.
- 5 To import or purchase locally plant, machinery, equipment, apparatus, and other materials and accessories required for any of the above purposes of the Association.
- 6 To erect, construct, lay down, alter and maintain offices and other buildings necessary or convenient for the Association's business.
- 7 To purchase, take on lease, or in exchange, hire or otherwise acquire and hold any estate, land building, machinery, plant, vehicle, stock in trade and any movable or immovable property for the purposes of the Association.
- 8 To enter into hire purchase contracts or agreements with banks finance companies and other lending institutions for the purchase of vehicles plant machinery and office equipment.
- 9 To train or cause to be trained in Sri Lanka or elsewhere at the cost and expense of the Association any person or persons whomsoever for any activity or activities carried on or hereafter to be carried on by the Association.
- 10 To collaborate or work in partnership with any local or foreign association, or organization having objects altogether or in part similar to the Association.
- 11 To sell, lease, mortgage or otherwise dispose of property machinery, assets or undertakings of the Association or any part thereof for such consideration as the Association may think fit.
- 12 To receive grants from the Government of Sri Lanka local foreign non governmental organisation agency or institution.

- 13 To receive money on loan upon such terms as the Association may approve and to guarantee the obligations or contracts of its members and others.
- 14 To invest and deal with the moneys of the Association not immediately required by the Association for purpose of its activities in or upon such investments or securities and in such manner as may from time to time be determined.
- 15 To open and operate bank accounts, draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and negotiable instruments.
- 16 To establish branches of the Association either in Sri Lanka or in any part of the world as the Association may determine.
- 17 To pay for any such services rendered or to be rendered to the Association by an individual (including Member of the Council of Managements and other members of the Association) firm or association, corporation or any other body or group, in money or other obligation of the Association or partly in one way and partly in another.
- 18 To hold seminars conferences exhibitions and promotional displays both in Sri Lanka and abroad with the object of promoting the activities of the Association.
- 19 To carry out research and investigations with regard to the activities of the Association.
- 20 To invest the moneys of the Association not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions as may for the time being be imposed or required by law;

Provided that -

- (i) In the case of Association shall take or hold any property which may be subject to any trust the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trust.
- (ii) The Association shall not support with it's 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 Association would make it a trade union.
- (iii) In the case the Association shall take or hold any property the Association 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 may otherwise be required by law and as regards such property the Council of Management or governing body of the Association 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 be such Council of Management or governing body have been if no incorporation had been effected.

- 21 To apply for purchase or otherwise acquire any intellectual property whether within the ambit of the Code of Intellectual Property Act or not and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any discovery process or invention which may seem capable of being used for any of the purposes of the Association.
 - 22 To advertise the services of the Association in Sri Lanka or abroad and adopt such means of making known the Association in any way that may be thought advisable and in particular by advertising in the Press and on the Internet, by Circulars, the posting of Bills, Publishing Magazines and maintaining websites in relation thereto and the issue of books, pamphlets and price lists, to conduct and establish competitions or information suitable for insertion in any publication of the Association, or otherwise for any of the purposes of the Association and to offer and grant prizes, rewards, donations and premiums of such character and on such terms as may seem expedient.
 - 23 To insure with any company or person against losses risks and liabilities of all kinds which may affect the Association.
 - 24 To do all or any of the above things in any part of the world as principals, agents, trustees.
 - 25 To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- 4 The income and property of the Association whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum 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, nor prevent the payment of interest at a rate not exceeding the rate authorized by the Central Bank for the time being, on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing body 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 such Council or Governing Body, except repayment 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 Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing body may be member, and in which such member shall not hold more than one hundred 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 Memorandum 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 this Memorandum contain conditions to which a licence granted by the Registrar of Companies in pursuance of section 21(1) of the Companies Act No 17 of 1982, is subject.
- 7 The liability of the members is limited.
- 8 Every member of the Association undertakes to contribute to the assets of the Association 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 Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories among themselves, such amount as may be required not exceeding Rupees One Hundred.
- 9 If upon the winding up or dissolution of the Association there remains after the satisfaction of all it's 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 University of Colombo School of Computing or its successor.

We, the several persons, whose names, addresses and descriptions are subscribed hereto, are desirous of being formed into an association in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

Signatures

1. Dr. Aruna Ruwan Weerasinghe
16 B, St. Joseph's Road,
Nugegoda.
Senior Lecturer
2. Dr. Gihan Nilendra Wikramanayake
530/8, Havelock Road,
Colombo 06.
Senior Lecturer
3. Dr. Nihal Dhanasiri Kodikara
19, Walauwatta Place,
Nawala, Rajagiriya.
Senior Lecturer
4. Dr. Dumindu Nalin Ranasinghe
104, Jayagath Road,
Nawinna, Maharagama.
Senior Lecturer
5. Dr. Damitha Dissakitti Karunaratna
179/16, Suhadha Mawatha,
Arawwala, Pannipitiya.
Senior Lecturer
6. Dr. Chamath Indika Keppitiyagama
43/9D2, Piliyandala Road,
Maharagama
Lecturer
7. Shiromi Muditha Kumari Dissanayake Arunatileka
3/9, Mangala Mawatha,
Sri Subhuthipura, Baththaramulla
Lecturer

[Handwritten signature of Dr. Aruna Ruwan Weerasinghe]

[Handwritten signature of Dr. Gihan Nilendra Wikramanayake]

[Handwritten signature of Dr. Nihal Dhanasiri Kodikara]

[Handwritten signature of Dr. Dumindu Nalin Ranasinghe]

[Handwritten signature of Dr. Damitha Dissakitti Karunaratna]

[Handwritten signature of Dr. Chamath Indika Keppitiyagama]

[Handwritten signature of Shiromi Muditha Kumari Dissanayake Arunatileka]

Witness to the above signatures at Colombo on this 27th day of December
Two Thousand and Six (2006).

Notary Public



ARTICLES OF ASSOCIATION

OF

THEEKSHANA

GENERAL

1. The rules contained in Table C of the First Schedule to the Companies Act No. 17 of 1982 shall apply to the company and be deemed to be incorporated herein except in so far as herein expressly or by implication modified or excluded or declared not to apply.

INTERPRETATIONS

2. In these articles,

"the Act" means the Companies Act No. 17 of 1982;

"the seal" means the Common Seal of the Association;

"the Association" means THEEKSHANA

"secretary" means any person appointed to perform the duties of the secretary of the Association

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing lithography, photography, 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 these articles become binding on the Association.

Unless the contrary appear from the context, words importing the singular number include the plural number and words importing the plural number include the singular number.

Words importing only the masculine gender include the feminine gender.

MEMBERS

3. The number of members with which the Association proposes to be registered is 100 but the Council of Management may from time to time register an increase of members.

There shall be two (02) types of membership in the Association.

- a. Ordinary Membership

Any permanent staff member of the University of Colombo School of Computing who agrees with the objects of the Association can apply for the Ordinary Membership of the Association in a prescribed form to be issued by the Council of Management. Membership will be conferred only after the approval of the said application by the Council of Management subject to an annual subscription fees to be decided by the Council of Management. Any decision taken by the Council of Management with regarding to the conferring or non-conferring of the membership is final and conclusive and shall not be challenged in any court of law.

- b. Honorary Membership

The Council of Management shall also confer on those who are in a position to perform distinguished service to the Association an Honorary membership. No membership fee will be levied for Honorary Membership.

4. The Association shall maintain a register of members' type of membership, name, address, date of enrolment.

5. Membership in the Association shall cease

- a) By the Resignation of the member
- b) By the cessation of member's services to the University of Colombo School of Computing
- c) By the member's death or incapacity
- d) By the expulsion of a member by a resolution having been passed by a majority of two third members of the Association upon a member failing to observe any rules, regulations, rulings, resolutions or decisions of the Association and/or if a member acts against or in a manner detrimental to the interests of the Association.

Provided that before such a resolution is passed an opportunity shall be given to the member concerned to appear and explain his position with regard to the point in issue at a meeting of the Association at which such resolution is to be moved. In the event of his not availing himself of the opportunity or the meeting not accepting his explanation no question shall be raised with regard to the validity and effectiveness of the resolution passed in the manner laid down.

GENERAL MEETINGS

6. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next.

Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council of Management shall appoint.

7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Council of Management may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided by section 128 of the Act. Where at any time there are not within Sri Lanka sufficient Members of the Council of Management capable of acting to form a quorum any Member of the Council of Management or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council of Management.

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least. A meeting other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Association in general meeting to such persons as are, under the articles of the Association entitled to receive such notices from the Association:

Provided that a meeting of the Association shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat;
and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the members.
10. The accidental omission to give notice of a meeting to or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS -

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts balance sheets, and the reports of the Council of Management and auditors, the election of Council of Management in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any general meeting unless, a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members present in person shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week as the same time and place, or to such other day and at such other time and place as the Council of Management may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
14. The Chairman, if any, of the Council of Management shall preside as Chairman at every general meeting of the Association, or where there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Council of Management present shall elect one of their number to be Chairman of the meeting.
15. Where at any meeting no member of the Council of Management is willing to act as Chairman or where no member of the Council of Management is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
16. The Chairman 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 other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty 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.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—
 - (a) by the Chairman; or
 - (b) by at least three members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right, to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of 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 such resolution.

The demand for a poll may be withdrawn.

18. Except as provided in article 20, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
21. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings, (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

VOTES OF MEMBERS

22. Every member shall have one vote.
23. A member of unsound mind or mentally deficient or in respect of whom an order has been made by any court having jurisdiction in cases relating to persons of unsound mind or mentally deficient may vote, whether on a show of hands or on a poll, by his manager or curator or other person in the nature of his manager or curator appointed by that court and any such manager or curator or other person may, on a poll, vote by proxy.
24. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
25. On a poll votes may be given either personally or by proxy.
26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing.
27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within Sri Lanka as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case

of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: —

" THEEKSHANA "

I/We . . . of . . . being a member/members of the above-named Association, hereby appoint . . . of . . . or failing him . . . of . . . as 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 Association to be held on the . . . day of . . . 20... and at any adjournment thereof.

Signed this . . . day of 20"

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

29. Where it is desired to afford members an opportunity of voting for or against a resolution and/or to speak at the meeting the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

" THEEKSHANA "

I/We . . . of . . . being a member/members of the above-named Association, hereby appoint . . . of . . . or failing him . . . , as my/our proxy to vote for me/us on my/our behalf for/or* against the resolution and/or to speak at the (annual or extraordinary, as the case may be) general meeting of the Association, to be held on the . . . day of . . . 20 ... and at any adjournment thereof.

Signed this . . . day of 20"

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

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. 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 revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

COUNCIL OF MANAGEMENT

32. The Council of Management of the Association shall consist of the following current officers of the University of Colombo School of Computing and their successors of office in their personal capacity: All members of the Council of Management should be members of the Association.

- a) Director,
- b) Deputy Director,
- c) Head or a nominee from the Department of Information Systems Engineering (ISE),
- d) Head or a nominee from the Department of Communication and Media Technology (CMT),
- e) Head or a nominee from the Department of Computation and Intelligent Systems (CIS),
- f) Two members nominated by the Board of Management of the University of Colombo School of Computing.
- g) Two members elected at the General Meeting,
- h) One Honorary Member appointed at the General Meeting.

The Director shall be the Chairman of the Council of Management and in his absence the Deputy Director or any Head of a Department shall be the Chairman of the Association.

All the ex-officio members ipso facto becomes eligible to be appointed to the Council of Management of the Association by mutual consent and in case where such consent is not received the remaining sitting members of the Council of Management can appoint any other member or members of the Association to fill such vacancy or vacancies.

A member of the Council of Management shall hold office from the conclusion of the annual general meeting electing him until the next annual general meeting, when he shall be eligible for re-election subject to the provisions of the Articles.

Any vacancy occurring in the office of an elected member shall be filled by a person elected from the respective section, which the outgoing member represents until the conclusion of the General Meeting of the coming year.

33. The members of the Council of Management shall not be entitled to be remunerated in any manner. However the members of the Council of Management shall be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Council of Management or any committee of the Council of Management or general meetings of the Association or in connection with any business of the Association.

BORROWING POWERS

34. The Council of Management may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

POWERS AND DUTIES OF COUNCIL OF MANAGEMENT

35. The business of the Association shall be managed by the Council of Management, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these articles, and to such rule, being not inconsistent with the aforesaid provisions as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Council of Management which would have been valid if that regulation had not been made.
36. The Council of Management may from time to time and at any time by power of attorney appoint any association, firm or person or body of persons whether nominated directly or indirectly by the Council of Management, to be 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 of Management under these articles) 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 attorney as the Member of the Council of Managements may think fit, and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
37. 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, in such manner as the Council of Management shall from time to time by resolution determine.
38. The Council of Management shall cause minutes to be made in books provided for the purpose—
 - (a) of all appointments of officers made by the Council of Management;
 - (b) of the names of the members of the Council of Management present at each meeting of the Council of Management and of any committee of the Council of Management;
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Council of Management and of committees of Council of Management,
and every member present at any meeting of the Council of Management or committee of Council of Management shall sign his name in a book to be kept for that purpose.

DISQUALIFICATIONS OF COUNCIL OF MANAGEMENT

39. The office of member of the Council of Management shall be vacated if such member -
 - (a) without the consent of the Association in general meeting holds any other office of profit under the Association; or

- (b) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally, or
- (c) becomes prohibited from being a Member of the Council of Management by reason of any order made under the provisions of section 186 (1) of the Act, or
- (d) becomes of unsound mind, or
- (e) resigns his office by notice in writing to the Association, or
- (f) ceases to be a Member of the Council of Management by virtue of the provisions of section 181 of the Act, or
- (g) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by the provisions of section 203 of the Act,

A member of the Council of Management shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so his vote shall not be counted.

PROCEEDINGS OF COUNCIL OF MANAGEMENT

- 40. The Council of Management may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think suitable. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member of the Council of Management may, and the secretary on the requisition of a member of the Council of Management shall, at any time summon a meeting of the Council of Management. It shall not be necessary to give notice of a meeting of Council of Management to any member of the Council of Management for the time being absent from Sri Lanka.
- 41. The quorum necessary for the transaction of the business of the Council of Management may be fixed by the Council of Management, and unless so fixed shall be five.
- 42. The continuing Council of Management may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Association as the necessary quorum of Council of Management, the continuing Council of Management or member of the Council of Management may act for the purpose of increasing the number of Council of Management to that number, or of summoning a general meeting of the Association, but for no other purpose.
- 43. The Council of Management may delegate any of their power to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council of Management.
- 44. A committee may elect a Chairman of its meetings; where no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

45. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
46. All acts done by any meeting of the Council of Management or of a committee of Council of Management, or by any person acting as a member of the Council of Management, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of the Council of Management or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Council of Management.
47. A resolution in writing, signed by all the member of the Council of Management for the time being entitled to receive notice of a meeting of the Council of Management shall be as valid and effectual as if it had been passed at a meeting of the Council of Management duly convened and held.

SECRETARY

48. The secretary shall be appointed by the Council of Management for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
49. A provision of the Act or these articles requiring or authorizing a thing to be done by or to a Member of the Council of Management and the secretary shall not be satisfied by its being done by or to the same person acting both as Member of the Council of Management and as, or in place of, the secretary.

THE SEAL

50. The Council of Management shall provide for the safe custody of the seal, which shall only be used by the authority of the Council of Management or of a committee of the Council of Management authorized by the Council of Management in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Council of Management and shall be countersigned by the secretary or by a second member of the Council of Management or by some other person appointed by the Council of Management for the purpose.

ACCOUNTS

51. The Council of Management shall cause Proper books of account to be kept with respect to—
 - (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association ; and
 - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

52. The books of account shall be kept at the registered office of the Association or, subject to the provisions of subsection (3) of section 143 of the Act at such other place or places as the Council of Management think fit, and shall always be open to the inspection of Council of Management
53. The Council of Management shall from time to time determine whether and to what extent and at what times and places and under what conditions or rules the accounts and books or the documents or any of them shall not be open to the inspection of members not being a member of the Council of Management, and no members (not being a member of the Council of Management) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorize by the Council of Management or by the Association at a general meeting.
54. The Council of Management shall from time to time in accordance with the Provisions of sections 144, 146 and 152 of the Act cause to be prepared and to be laid before the Association at a general meeting such Financial Statements profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in these sections.
55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association, in general meeting together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association:

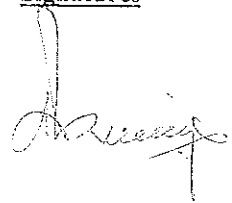
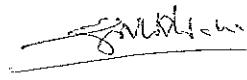
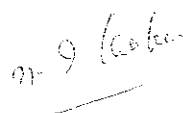
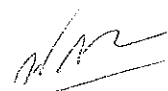



Provided that this article shall not require a copy of such documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

56. Auditors shall be appointed and their duties regulated in accordance with the provisions of sections 156 to 159 of the Act.

NOTICES

57. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within Sri Lanka) to the address, if any within Sri Lanka supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting, at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
58. Notice of every General Meeting shall be given in any manner hereinbefore authorized to -
- a. every member except those members (having no registered address within Sri Lanka) have not supplied to the Association an address within Sri Lanka for the giving of notice to them; and
 - b. every person being a legal personal representative or trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting.

We, the several persons, whose names, addresses and descriptions are subscribed hereto, being subscribers to the Memorandum of Association hereby, agree to the foregoing Articles of Association.

<u>Names, Addresses and Descriptions of Subscribers</u>	<u>Signatures</u>
1. Dr. Aruna Ruwan Weerasinghe 16 B, St. Joseph's Road, Nugegoda. Senior Lecturer	
2. Dr. Gihan Nilendra Wikramanayake 530/8, Havelock Road, Colombo 06. Senior Lecturer	
3. Dr. Nihal Dhanasiri Kodikara 19, Walauwatta Place, Nawala, Rajagiriya. Senior Lecturer	
4. Dr. Dumindu Nalin Ranasinghe 104, Jayagath Road, Nawinna, Maharagama. Senior Lecturer	
5. Dr. Damitha Dissakitti Karunaratna 179/16, Suhadha Mawatha, Arawwala, Pannipitiya. Senior Lecturer	
6. Dr. Chamath Indika Keppitiyagama 43/9D2, Piliyandala Road, Maharagama Lecturer	
7. Shiromi Muditha Kumari Dissanayake Arunatileka 3/9, Mangala Mawatha, Sri Subhuthipura, Baththaramulla Lecturer	

Witness to the above signatures at Colombo on this
Two Thousand and Six (2006).

27th day of Dec.

Notary Public

