



ARTICLE OF ASSOCIATION OF LEADS

1. The rules contained in the First Schedule of the Companies Act No.7 of 2007 shall apply to the institute and be deemed to be incorporated herein except in so far as they are herein expressly or by impliedly modified or excluded or declared not to apply.

2. INTERPRETATIONS

- (1) These Article shall be construed with reference to the provisions of the Act and the words or terms used in these Articles shall be taken as having the same meaning as if they were use in the Act except where otherwise herein provided or not inconsistent with the subject or context.
- (2) In writing means written, printed, photographed, lithographed, fixed, scanned, email or partly one and partly another and other modes of representing or reproducing words in visible form.
- (3) Words importing the singular number only, include the plural and vice versa.
- (4) Words importing the masculine gender only, include the feminine gender.
- (5) Words importing persons include corporation.

3. **OBJECTIVES**

The objectives of the Foundation are:

- (1) Establish a regular public educational charity program to promote true liberal democracy in Sri Lanka using all three languages.
- (2) Educationally promote Sri Lanka to be a free society; independent, sovereign, and non-aligned.
- (3) Conduct fact and evidence-based analyses via national and international experts and propose resolutions for national issues. This approach will help the Sri Lankan public choose the best path to become a 'developed' country.
- (4) Ensure and promote opportunities for research, innovation and education in the country to be unreserved and unrestricted.
- (5) Become a platform of opportunity for younger people to link up with admirable seniors independently and amicably for their development.
- (6) Promote national social responsibility, especially for children, pregnant mothers, old aged and disabled.
- (7) Promote the following through public education, reiterating its values leading to relevant national policy development.
 - (a) Executing Law and Order and Discipline
 - (b) Incorporating quality assurance and transparency in all public spending activities
 - (c) Promote a legislatively binding political system accountable to the nation
 - (d) Promote an independent National Security System and Election Commission
 - (e) Promote Equality and acceptance of Diversity as a national value.
 - (f) Develop a mechanism to ensure elected public service positions are subject to a code of conduct, and not used for private gain and limited to a maximum duration of 4 years.
 - (g) Call for all elected positions to be subjected to rules and regulations applicable to government public service personnel. These rules should also link to the provision of security, support, perks and allowances sanctioned by the public service commission.
 - (h) Promote LEADS principle and quality assurance in all public service departments that depend on public money.
 - (i) Promote a welfare system based on accepted humane principles of social responsibility for children, pregnant mothers, differently able people, and old age.
 - (j) Work for public safety at all levels and promote safe practices in all public places, including road safety.
 - (k) Promote discussions on how the nation can become environment friendly and its benefits.

- (8) Work toward placing checks and balances on the powers and functions of the Executive Sri Lankan Presidency, to prevent misuse of powers or undermining the democratic institutions of Parliament or the independence of the judiciary and to assure the unification of Sri Lanka as one diverse sovereign nation and to promote mutual collaboration with neighbouring countries.
- (9) The company does not engage primary and secondary education.

The Foundation may pursue all or any of the objects enumerated in the Article and may abandon or keep in abeyance any activity undertaken by it.

4. The company being a 'voluntary social service organization' as defined under the Voluntary Social Service Organization (Registration and Supervision) Act, shall take steps to register under the said Act after incorporation.

5. **LIABILITY**

The liability of the membership limited.

6. **ACCOUNTS**

- (1) The account shall be kept of the sums of money received and spent by the Foundation and the manner in respect and expenditure takes place, and the property, credit and liabilities of the Foundation and subject to any responsible restriction as to the time and manner of inspection of the same that may be imposed in accordance with the Article of Foundation for the time being, shall be open to the inspection of the Board of Directors, once at least in every year, the accounts of the Foundation shall be examined and the correctness of the balance sheet as certified by one or more properly qualified Auditor or Auditors.
- (2) The books of account and all documents relating thereto and the list of members of the Foundation shall be available for inspection at the registered address of the Foundation by any office or member of the Foundation on giving not less than seven days' notice in writing to the Foundation.

7. **WINDING UP**

- (1) The Foundation may be wound up at any time if agreed by the three fourths (3/4) of those Members votes and voting at any Special General Meeting such windings up proposal should be given to members two weeks prior to the said special General Meeting and it is the duty of the secretary to inform all members of the Foundation in writing two weeks prior to the said special meeting.
- (2) In the event of winding up, any assets remaining after all debts have been paid shall be divided among the members equally upon the $\frac{3}{4}$ majority of the members.
- (3) The executive council and the LEADS foundation expected to be automatically dissolved at the end of 10 years. A follow on the forum or party formation shall be the responsibility of the existing affiliated membership of the LEADS at the time.

- (4) A three members committee should be appointed to deal with the above dissolving process.
8. Every member of the company undertakes to contribute to the assets of the company in the event of the same being put into liquidation while he/she is a member, or within one year after he/she ceases to be a member for payment of the debts and liabilities of the company contracted before he/she ceased to be a member, and of the cost, chargers and expenses of winding up, and for the adjustment of the right of the contributories among themselves such amount as may be required not exceeding Rupees Five Thousand.
9. If upon the dissolution of the company there remain after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other institution or institutions having object similar to the objects of the company. Such institution or institutions to be determined by the member of the company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.

10. AFFILIATION

For the furtherance of the objects of the Foundation, the Foundation shall have the right to affiliation with other national or international institutions or bodies of mutually agreed terms as approved by the Board of the Members of the Foundation.

THE MANAGEMENT AND ADMINISTRATION OF THE COMPANY

11. THE BOARD OF DIRECTORS

(1) The first Directors of the Foundation shall be;

- **Dr. Chulananda Dias Abeywickrama Goonasekera**
- **Galgamuge Anthony Mervyn Silva**
- **Prof. Malavi Achchi Kankanamge Lakshman Dissanayake**
- **Soraya Marikar Deen**
- **Pethahandi Chandra Ranjan De Silva**
- **Dr. Kapila Gamini Abhayawardene Goonasekera**

and as long as they hold office they shall not subject to retirement by rotation.

(2) The inaugural office bearers shall be appointed by the Founder Chairman at the First Board Meeting. Thereafter all the Members shall retire at every Annual General Meeting and shall be eligible for re-elections, except for the Chairman, Secretary and Treasurer who shall not be eligible for re-election for same posts for consecutive (second) term and only be re-elected for same post after another term.

- (3) The Office bearers shall exercise such powers and privileges as may be defined by members time to time.
- (4) Notice of nominations for any post in members by any Member other than the existing Member shall be forwarded at least **Two (02) weeks** before the date of election.
- (5) The Board may change designations and may appoint any other officers as and when necessary.

(a) Number of Directors

Members shall consist of not less than Three (03) and not more than Twenty (20) Directors, but always shall be an odd number. Any variation in the minimum or maximum number of Members may be determined in General Meeting.

12. OFFICE BEARERS

- (1) Chairman
- (2) Secretary
- (3) Treasurer
- (4) Chief Organizer
- (5) Founder committee members
- (6) Elected Committee members
- (7) The functions and duties of the Office bearers:
 - (a) LEADS are a team. Therefore, the leadership roles may change based on the duty or challenge at hand. The Chairman, Secretary, Chief organizer and the Treasurer shall be nominated within Executive Council annually to comply with the legal needs for maintaining finances, audits and public registrations.

13. POWERS OF OFFICE BEARERS

(1) Chairman

- (a) Shall chair all meetings and manage according to the agenda.
- (b) Promote leadership attitude toward implementing proposals to gain common goals of the Society.
- (c) The Council members shall engage in signing agreements and bonds with the Secretary.

(2) Secretary

- (a) Shall convene memberships, registration, prepare reports and present them to the meeting.
- (b) Shall is the chief security officer of documents and correspondence affairs.
- (c) Preparation of progress reports and summon memberships for AGM

- (d) Signing agreements/bonds where necessary and bank withdrawal slip with the chairman and Treasurer.
- (e) Engage in educating members about unsolved problems and other important matters.
- (f) Shall keep ledgers, documents, and confidential letters under his security.
- (g) Inform the Registrar of the Societies of any amendments to the Constitution.
- (h) The Secretary shall keep notice and minutes of all General Meetings and Executive Meetings.

(3) Treasurer

- (a) The Treasurer shall maintain accounts relating to all transactions accurately.
- (b) The Treasurer signature is mandatory when signing bank withdrawals and other documents with the chairman of the Secretary as appropriate.
- (c) The Treasurer shall make arrangements to keep all books and rubber stamps in his custody.
- (d) Assist internal and external auditors and supply necessary ledgers.
- (e) The Treasurer shall keep and maintain for four years and pass to their successor accounting records available for inspection following the Companies Act, Sri Lanka.
- (f) The Treasurer shall ensure that no donation of over Rs. 10,000/- is accepted and keep transparent records of all donations. There shall be no strings attached to any contributions received by LEADS.
- (g) The Treasurer shall annually produce audited accounts, which shall be approved by the Executive Committee and reported at the Annual General Meeting.

(4) Chief Organizer

- (a) Shall take the leadership in all organization activities.
- (b) Maintain good relationships with other parties who help develop the Society's activities
- (c) Shall also take responsibility in linking and following up progress links between senior members and young citizens on matters that will benefit our country.

(5) Vice-Chair, Vice Secretary and Vice Treasurer

- (a) The Council will temporarily fill these positions for short periods until relevant officers are available. Any vacancies shall be filled with new officers for the remaining term of office at an extraordinary general meeting.

14. PATRONS

Any local or foreign dignitaries elected at the Annual General Meeting may be appointed as Patrons of the Foundation with their consent. The Patrons shall act on advisory capacity only and not considered as Members or Directors.

15. THE STRUCTURE OF LEADS

- (1) There shall be an Executive Council (from now on referred to as the Council) of the LEADS.
- (2) The composition of the Executive Council and the tenure of office
 - (a) The Council shall constitute seven founder members, five elected council members nominated by the Foundation membership, and a single representative each from all collaborating organizations via MOUs for its duration.
 - (b) Every elected member of the Council elected shall hold the membership for two years unless the member's tenure becomes vacant for any reason.
 - (c) A member elected shall be eligible to be re-appointed for one further term of two years
 - (d) The founder member committee positions shall become elected positions when they become vacant for whatever reason.
- (3) The Council shall also invite honorary advisory members for a specific purpose; knowledge sharing, project leadership, project assessment, financial management, conflict resolution, legal representation, membership management and public relations.
 - (a) These honorary memberships need prior formal approval by the Council. Council members shall propose such names with a written justification. Their term of office shall be a maximum of 4 years. They shall be eligible for reappointment via the standard pathway. Invited council members shall have no voting power within the Council.
 - (b) All council members must hold a good standing record before appointment to the Council and maintain the same during their term of office. A criminal record in the past or during office tenure may form the basis for disqualification from the Council following an internal disciplinary enquiry.

16. THE EXECUTIVE COUNCIL; POWERS, RESPONSIBILITIES AND FUNCTIONS;

- (1) The Council is the ultimate decision-making body of the National LEADS. It is responsible for all operational matters, including fundraising, finances, membership and electoral candidates.

- (2) Neither any remuneration nor allowance is paid to any founder, or elected Council members, or affiliated members for their services. The Council will reimburse member expenses incurred on a specific matter directly related to the function/mission of LEADS will be with Council approval.

17. FUNCTIONS AND STRUCTURE OF THE EXECUTIVE COMMITTEE

- (1) General and Financial Business
The Executive Committee Meetings must be held quarterly to review the progress of its activities.
- (2) Among the LEADS officers, there shall be a Chair, Secretary, Chief organizer and a Treasurer elected within the Executive Council from amongst the founder and elected members.
- (a) The Chairman, Secretary and the Treasurer so elected shall hold office for two years reckoned from the election date and shall be eligible for re-election.
- (b) In the event of any vacancy occurring in the Chair, Secretary and the Treasurer because of removal, resignation, illness, death or other cause or is temporarily unable to perform the duties of his office. In that case, the Executive Council shall take steps to elect a suitable person as the case may be.
- (3) The duties of the Executive Committee include but are not limited to the following.
- (a) To receive reports from all the Officers on their activities in the last year;
- (b) To consider, and if thought fit, adopt, the accounts for the previous financial year together with an independent report on those accounts and the budget for the current financial year.
- (c) To appoint an independent person to audit accounts for the current financial year.
- (d) To consider any motion submitted by any two members of the Foundation in time for circulation with the notice of the AGM;
- (e) Ensure that we are engaging in all activities promoting progress of the Society.
- (f) The Council shall consider and approve expenditure items and also control funds.
- (g) The Council shall appear before memberships and establish good working rapport.
- (h) Endeavour to provide facilities to members as appropriate.
- (i) The Council shall implement approved proposals without delay.
- (j) Engage in any other business specified by the Constitution or directed by the Executive Council.

18. SUB COMMITTEES

- (1) A subcommittee may be appointed at a General Meeting or at the Council meeting for a specific period to execute various specified activities of the Society.
- (2) A member of the Council heads a sub-committee.

THE RIGHTS AND OBLIGATIONS OF THE MEMBERS OF THE ASSOCIATION

19. CONDITIONS OF MEMBERSHIP

- (1) Membership is open to all Sri Lankan citizens aged 18 years and above who consent to follow the LEADS Principle; Learn, Educate, Assess and Decide in all matters.
- (2) Benefits to The Membership
All members can obtain benefits from the Foundation subject to approval by the Executive Council.

20. RESPONSIBILITIES OF MEMBERS

- (1) All the members should consider applying the LEADS principle in the programs they organize to avoid conflict with, in particular, political fractions of the community.
- (2) All members are expected to constructively criticize, comment, work together peacefully, and reach consensual agreements to achieve our primary goal of educating the public on national interest. This clause, however, does not prevent agreement to disagree and dissent from the rest with clear reasons for doing so.
- (3) The Council officials should be vigilant on common national issues, bring them to the notice of the LEADS community and explore resolutions in conjunction with invited experts.

21. REMOVAL OR DISQUALIFICATION OF THE MEMBERS OF THE BOARD, MEMBERS AND WORKING COMMITTEE MEMBERS

- (1) The office of members of members or Working Committee/s shall be vacated and ceased ipso facto if any of the following events:
 - (a) Death, incapacity, lunacy or become of unsound mind,
 - (b) Becomes insolvent or bankrupt,
 - (c) Upon acceptance of the Letter of Resignation by the Board.
 - (d) Become prohibited from being a Member by reason of any order made under section 202 of the Act,
 - (e) Become prohibited by law from acting as a Director,

- (f) Upon failing to observe any rule regulation, rulings, resolution or decision of the Board or the Foundation and resolution been passed by members that he or she shall ceases to be a Director,
- (g) Acts against or in a manner detrimental to the interests of the Foundation and a resolution been passed by members that he or she shall ceases to be a Director,
- (h) Absent from Three (03) consecutive Board meetings without leave and the Board resolve that his / her office be vacated,
- (i) Ceases to be a Member of the Foundation other than Ex-officio Directors.
- (j) Second, officers, committee members and trustees should be appointed through the General Meeting.
- (k) These officers can voluntarily resign from the posts. Still, the executive committee and office bearers with a simple majority should approve the removal/ registration of them
- (l) For the purpose, a subcommittee shall be appointed, including two office bearers and three committee members.

22. FORFEITURE OF THE MEMBERSHIP

- (1) In the event of such a need, general regulations of the country will be followed, including an independent disciplinary enquiry before a final decision is made by the executive council. Criminal records, disobedience, violation of the constitution shall form the main issues that may need an independent disciplinary hearing.
- (2) Following punishments can be imposed on the members who act contrarily to the constitution. The executive committee may reach the following decisions.
 - (a) Cancellation of the membership
 - (b) Direct suspending membership temporarily for a specific period.
 - (c) The death deprives the membership of a member or resignation himself.
 - (d) There is no right to claim to refund any fees to a member who lost membership.
 - (e) The mode of holding meeting and right for voting

23. CASUAL VACANCIES

Members shall have power at any time and from time to time appoint any person or persons from among members or ex-officio to be Member either to fill a casual vacancy or as an addition to the existing Directorate so that the total number of Members shall not at any time exceed the number fixed in accordance with those rules. Any Member so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

24. AUDITORS

- (1) A reputed Chartered Accountant or a Chartered Accountancy Firm shall be appointed as Auditors of the Foundation by Board of Members at their First Board Meeting who shall retire at Annual General Meetings and thereafter auditors shall be elected or re-elected by members at Annual General Meetings. The duties of the Auditors shall be regulated in accordance with the provisions of the Act.
- (2) The Foundation's accounts shall be examined. An auditor registered under the companies act should assure the correctness of the income and expenditure statement and the balance sheet.

WORKING COMMITTEE/S /EXECUTIVE OFFICER/S

25. Members shall have the right to co-opt or appoint office bearers or delegate their powers to Committee/s or Executive Officer/s consisting of such number of Members advise in regard to their functions or special projects and any committee so formed or office bearers so appointed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board of Directors.
26. Members shall nominate the Chairman, Treasurer, Secretary and all other office bearers of all such Committee/s. the Chairman of such committee shall be responsible for governing meetings of the committee and shall have general supervision of conduct and duties delegated to Committee and be responsible for reporting direct to members on the affairs and business of such committee.
27. A resolution in writing signed by all the Committee Members of the time being in Sri Lanka shall be as valid and effectual as if it had been passed ta a meeting of the Committee duly called and constituted.

28. ANNUAL GENERAL MEETING (A. G. M)

- (1) The first Annual General Meeting shall be held within Eighteen (18) months from the date of Incorporation.
- (2) Annual General Meeting must be held within three months from the financial year-end date. Notices in this regard should be published at least 21 days before the general meeting.
- (3) The Secretary shall give all members at least 14 days written notice of the time and place of the Annual General Meeting
- (4) Vacant posts of the executive committee members should be elected at the general meeting. Elected representatives would hold the positions for two years. They would be eligible to apply consecutively for only one other tenure in the same category.

- (5) Every registered member has a right for voting. There shall be no right to cast a vote by a representative.
- (6) Accounts and Audit reports should be presented to the Annual General Meeting.

29. SPECIAL GENERAL MEETING (S. G. M)

- (1) A Special general meeting may be convened by the officers, the Executive or on receipt of a requisition signed by at least one – fifth of the relevant membership. Such a meeting shall be called within 28 days of being requested, and with members being given at least 14 days written notice of its time and place or remotely. It shall only conduct business stated in the notice calling it.
- (2) Conduct focused discussions on urgent matters. If required, the council should consider summoning a special meeting.

30. NOTICE OF ANNUAL GENERAL MEETING AND GENERAL MEETINGS

- (1) Annual General Meeting and General Meeting shall be called by Twenty (20) working days notice at the least (exclusive on the day on which notice is served or deemed to be served, but inclusive of the day of which notice is given) specifying the place, the date and hour of meeting and, in case of special business nature of that business shall be given in the manner herein after mentioned, or in such other manner as may be prescribed by the Foundation in General Meeting, to such person as and under the regulation of the Foundation entitled to the receive notice. But with the consent of all members entitle to receive notice, a meeting may be convened by such shorter notice and in such manner as those members may think fit.
- (2) The accidental omission to give notice of a meeting or a non-receipt of notice of a meeting by any Member shall not invalidate the proceeding of any meeting.
- (3) In exceptional circumstances, the Chairman with the consent of the majority of members present shall allow transaction of any business or discussion of any matter not include in the Agenda, but urgently necessary for discussion.

31. QUORUM OF MEETINGS

- (1) Annual General Meeting: Half of (50%) of active membership
- (2) Special General Meeting: One third (33%) of active membership.
- (3) Executive Committee Meeting: A total of six or 50% of the membership.

32. PROCEEDING AT GENERAL MEETINGS

- (1) A meeting of Members may determine its own procedure to the extent that it is not governed by these Articles.
- (2) All decision taken on the existing rules shall not be effected by any alterations of such rules made subsequently.

(a) Quorum

- (i) No business shall be transacted at Annual General Meeting unless a quorum of 50% of Active members is present at the time when the meeting proceeds to business.
- (ii) 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, at the same time and same place, and if that adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting members present shall be a quorum.
- (iii) The Chairman of members shall preside as Chairman at every General Meetings.
- (iv) If the Chairman of members is indisposed or unwilling to act as Chairman, one of the Members elected by the Board shall preside the meeting.

(b) Voting

- (i) At any General Meeting, a resolution put to the vote of the meeting shall be decided, by voice or show hands or secret ballot decided by the Chairman. A poll may demanded by over 51% of members present of the meeting. A poll may be demanded either before or after the voice is taken on the resolution. In the case of an equality of votes, the Chairman shall be entitled to the cast a vote in addition to the vote to which he may be entitled to as a Director. Votes may be given personally or by proxy. At every meeting every Member present in person or represented by proxy shall have one vote.

(c) Form of Proxy

- (i) An instrument appointing a Proxy shall be framed in the manner prescribed by the Board of Directors.
- (ii) A resolution in writing signed by over 51% of members shall be as valid and effectual as if it had been passed at General meeting duly called and constituted.

- (iii) The Foundation shall cause minutes of the General Meetings entered in books kept for the purpose and the entry therein duly signed by the Chairman at the same or the next meeting shall be prime facie evidence of the matters stated therein.
- (iv) The Minutes of the General Meeting including the Annual General Meeting shall be confirmed at the next General Meeting.
- (v) The declaration by the Chairman that a resolution has been carried by a particular majority or lost, an entry to that effect in the Books of the Foundation shall be sufficient evidence without proof of the number or proportion of votes recorded in favor or against the resolution.

33. PROCEEDING AT BOARD MEETINGS

- (1) The number of the Board of Member may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by majority. Voting shall be by show of hands. In equality of votes, the Chairman shall have casting vote. The Chairman at his own discretion or the Secretary on the requisition of not less than half of the Directorate shall, at any time, may summon a meeting of Director. It shall not be necessary to give notice of a meeting to any Member for the time being absent from Sri Lanka.

(a) Rules for Meeting

- (i) Members may draw up rules and regulations to be observed in the conduct of meetings and such rules shall be binding on the Member once they are adopted at a General meeting of the Foundation. Members are empowered to after and to or rescind such rules which shall be placed before members at a special or a General Meeting.
- (ii) All decision taken on the existing rules shall not be effected by any alterations of such rules made subsequently.

(2) Quorum

- (a) The Quorum necessary for transaction of business at Board Meetings may be fixed by members time to time and until so fixed it shall be **Three (03) Directors**.
- (3) A Member shall not vote in respect of any contract in which he / she is interested or in any matter arising thereof, and if he / she does vote, his vote shall not be continued.
- (4) A resolution in writing signed by all the Members for the time being in Sri Lanka shall be as valid and effectual as if had been passed at meeting of Board of Members duly called and constituted.

- (5) The Board shall cause minutes of the meeting of the Board Meetings entered in books kept for the purpose and the entry therein duly signed by the Chairman at the same or the next meeting shall be prime facie evidence of the matter stated therein.
- (6) The Members shall exercise all such powers as are not required by the Act or by these rules to be exercised by the Foundation in General Meeting subjects nevertheless to the provisions of the Act or these rules and to such rule being not inconsistent with the aforesaid provision as may be prescribed by the Foundation in General Meeting. But no rule made by the Foundation in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- (7) Without prejudice to the generality of the foregoing clause, the Board may make and from time to time alter, revoke or add rules, regulation and bye laws (not being inconsistent with the act or there presents) relation to the Foundation and its affairs as from time to time the Board may decide.
- (8) The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any Member shall not invalidate the proceeding at any meeting.
- (9) In exceptional circumstances, the Chairman with the consent of the majority of the Members present shall allow transaction of any business or discussion of any matter not included in the Agenda but urgently necessary for discussion.

34. FINANCIAL DEALINGS

- (1) Members shall have the power to open, maintain and operates deposits, current and savings Accounts at Banks or Financial Institutions as may be declared by the Board of Directors. All cheques , promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Foundation shall be signed, drawn, accept, endorse or otherwise executive by any Two Members (They shall not come solely from members of any one family)including either the Chairman or the Secretary or the Treasurer and anyone of the Members as members shall from time to time determine by resolution passed by the Board of Directors.
 - (2) Funds can be utilized only for educational activities directly relevant to public benefit in Sri Lanka.
- 35.** To invest the moneys or funds of the company 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.

- (1) Provide that –

- (a) The company shall not support with its funds or otherwise any object of a partisan political nature;
- (b) The company shall deal with or invest in any property devolving upon it form 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;
- (c) The company shall not support with its funds any object or endeavor to impose on its members or others any regulation, restriction or condition which if an object of the company would make it a trade union.
- (d) The company shall not sell, mortgage, charge or lease any immovable property which it may hold without the written consent of the registrar and without such authority, consent or approval as may otherwise be required by law and as regard such property the directors of the company or other governing body shall be chargeable for any such properly that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such directors or body would have been if no incorporation had been effected.

36. The company shall apply the income and the property when so ever derived solely towards the promotion of the objects of the company as set forth in these Article 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, the members of the company.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the company, or to any member of the company, but so that no member of the Board of Directors or governing body (by whatever name called) of the company shall be appointed to any salaried office of the company or any office of the company paid by fees; and that no remuneration or other benefit in money or money worth shall be given by the company to any member of the Board of Directors or Governing Body for the such office expect repayments of out of pocket expenses or reasonable and proper rent for premises demised or let to the company provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the board of directors or Governing Body may be member and in which member shall not hold more than one hundredth part of the capital and such member shall not be bound to account on any share of the profits he may receive in respect of such payment.

37. No addition, alteration or amendments shall be made to or in the provision of the Article of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar.

- 38.** The above two paragraphs (appropriately numbered) of these Articles of Association contain conditions subject to which a License is granted by the registrar in pursuance of section 34 (1) (a) of the companies Act No 7 of 2007.
- 39.** Every member of the company undertakes to contribute to the assets of the company in the event of the same being put into liquidation while he / she is a member, or within one year after he/she ceases to be a member for payment of the debts and liabilities of the company contracted before he/she ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Rupees (state the amount).
- 40.** If upon the dissolution of the company there remains after the satisfaction of all its debts and liabilities, any property what so ever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the company. Such institution to be determined by the members of the company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.
- 41.** The company / association being a voluntary social service organization' as defined under the voluntary social service organization (registration and supervision) Act, shall take steps to register under the said Act after incorporation.
- 42.** (1) The financial year is from April 1st from march 31st every year
- (2) The foundation's treasurer should book – keep the accounts in respect of the receipts and payments of the foundation and approved by the committee meeting holding once in two months
- (3) The annual financial report (income and expenditure report, balance sheet) Audit report, annual general meeting minutes, Name, addresses and the designations of the office bearers and the list of new members should be sent to the registrar of the foundation before August 31st every year.
- (4) The secretary shall maintain records and submit them for its inspection when required
- (5) The names and addresses of all council members shall be kept by the secretary and not publicly disclosed unless permitted by the member in writing the terms and addresses of the elected affiliated members shall be in the public domain they should be submitted to the secretary of the LEADS within seven days of their election
- (6) The books of the accounts shall be made available and open for inspection to all the members and any person having an interest in the society's funds after reasonable notice is given to the treasurer

- 43.** Members shall meet the working expenses of the management, establishment charges, salaries and wages of the Staff of the Foundation. Members may reimburse any Member or Working Committee Member any reasonable expenses that may be by him or carrying out any business of the Foundation or incurred in attending or returning from Meetings of the Board or Committee or the Foundation.
- 44.** Without prejudice to the generality of the Articles, the Board may make, alter revoke or add rules, regulations and by-laws time to time not being inconsistent with any provision of their Presents, relating to the Foundation and its affairs as from time to time the Board may decide.
- 45.** Members may borrow money on behalf of the Foundation by way of Short or Long Term Loans, advances from any lawful source. E.g. Commercial Bank or any Micro-finance and other institutions.
- 46.** Foundation has power to purchase any immovable and movable properties in the name of Foundation upon approval from members and the Board of Directors
- 47.** Collect fund from by disposing any Foundation assets as approved by members and Board of Directors.

(1) Funds

- (a) The Foundation shall obtain funds from the following source according to the above power of this Article of Foundation.
- (i) Directors' subscription.
- (ii) Any funds raising activity/trading any items upon the absolute approval from members of the Foundation. Good will donations from well-wishers in kind or cash
- (b) All subscriptions, donations, subsidies, grants and other income received by the Foundation shall be deposited in the Bank or Banks as determined by the Board of Directors.

44. THE SEAL

The seal of the Foundation shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least Two Members or One Member and the Secretary who shall attest every such sealing.

45. RESERVE FUNDS

Members or Working Committee/s may set aside out of the Funds of the Chamber; such amounts as they think proper as Reserve funds to meet contingencies or for repairing or improving and all donations, funds and cheques received by the association should be deposited at the Society's bank account operating in a recognized Commercial Bank of Ceylon PLC in Sri Lanka. Handling cash should be minimized unless inevitable.

46. NOTICE

- (1) A notice may be given to any Member either personally or by sending it by post to the address in Sri Lanka registered in the Books of the Foundation or by advertisement in any one of the newspapers in circulation by way of E-mails, Mobile /Telephone SMS as may be decided by the Board of Directors.
- (2) No person other than a Director, his / her legal representative, the Auditors of the Foundation and the Registrar General of Companies is entitled to receive notice of meeting.

47. AUTHENTICATION OF DOCUMENTS

- (1) The Chairman or his absence any Member and the Secretary shall have power to authenticate any document affecting the Foundation including Articles, Forms, Resolutions, Minutes, Books, Records, Accounts, Letters, extracts and certified copies thereof.
- (2) The document is validly executed by signature if it is signed by at least two members of the executive council.

48. AMENDMENTS

- (1) Alteration of these Articles from time to time and be made only after the approval of the Registrar General of Companies and only at:
 - (a) An Annual General Meeting with Fifteen (15) Working days notice and by a Three Fourth (3/4) majority,
 - Or
 - (b) An Extraordinary General Meeting convened for that purpose and by a Three Fourth (3/4) majority.
- (2) Suppose a member of the Foundation intends to bring any proposal for amendments to the Articles of Association. In that case, the member should give at least 21 days' notice in writing to the committee. Details of any proposed change shall be sent to all members with the announcement of the General Meeting at least 14 days before the annual general meeting and passed with a two third (2/3) majority of the members present and having voting rights. These amendments should be formally ratified at a subsequent Council meeting held within 14-28 days by a simple majority of the members present personally or by proxy.
- (3) The Registrar of Societies should be informed of such amendments without delay. Any modifications to the Constitution shall be valid only if the Registrar of Foundation adopts such amendments.
- (4) In the event of any question on which this Constitution is silent, the Executive Council shall have the power to act according to its interpretation following the fundamental founding principles of LEADS.
- (5) Whenever any dispute arises about any interpretation of any clause in this Articles of Association, the understanding of the Executive Council shall be final.

49. INDEMNITY

No Member of the Board of Directors, Working Committee/s or Officer/s employed by the Foundation shall be answerable or personally liable for any loss arising from the administration or application of the funds and properties of the Foundation and shall be indemnified out of the funds of the Foundation against all liabilities incurred by him / her connections with the activities of the Foundation unless such loss or damage is caused through any willful default or dishonesty.

50. OTHER ORGANISATIONS JOINING LEADS

LEADS council can allow other organizations to join by an MOU to follow LEADS principles and specified goals. In other words, such organizations should be recognized as part of LEADS whilst maintaining their original identity. The reason is LEADS a forum working together to achieve a particular mission as outlined at the beginning for national benefit.

-----END-----