

The Companies Act No. 07 of 2007

Articles of Association

of

AMARADEVA FOUNDATION

ARTICLES OF ASSOCIATION
OF
AMARADEVA FOUNDATION

1. The name of the Association is AMARADEVA FOUNDATION.
 - i. To select a deserving and enduring student/s from time to time out of the singing, playing musical instruments or traditional music, singing or such other performances and encourage such person/s by extending funds, scholarships, instruments, or granting required facilities, and furthering their education and/or training in Sri Lanka or elsewhere in the world.
 - ii. To protect, secure, contribute, uplift and support by every means possible the life of pandit Amaradeva during his lifetime and even thereafter to maintain, arrange, contribute to, organize cultural events, exhibitions, cinema shows, programs, libraries, museums, memorial halls or such other movable or immovable assets or property to protect his memory in the minds of the general public.
 - iii. To extend financial support and assistance for the advancement of the singing and music profession.

- iv. To undertake other activities necessary for the advancement of the above objectives.
3. To invest and deal with the moneys of the Association not immediately required by the Association for purpose of its business in or upon such investments or securities or property as maybe thought fit subject nevertheless to such conditions as may for the time being be imposed or required by law.
- Provided that
- a) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - b) The Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
 - c) In 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 Board of Directors 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 as such Board of Directors have been if no incorporation had been effected.
4. The income and property of the Association howsoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this 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 nor prevent the payment of interest at 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 Association or Board of Directors 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 moneys worth shall be given by the Association to any member of the Association or to any Director of the Association 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 Association of which a member of the Association or a Director of the Association may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to the provisions contained in 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 clauses of these Articles of Association contains conditions to which a license is granted by the Registrar of Companies pursuant to Section 34 of the Companies Act No 07 of 2007.
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its 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 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 Rs. 100/-.
8. If upon the winding up or the dissolution of the Association there remains, after the settlement 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 some other institution or institutions having objects similar to the objects of the Association, and which shall-prohibit the distribution of its or their income and property among it's or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time or dissolution, and if in so far as effect cannot be given to such provisions, then to some charitable object.
9. The Association being a 'voluntary social service organization' defined under the Voluntary Social Service Organization (Registration and Supervision) Act, shall take steps to register under the said Act after incorporation.
10. The Rules contained in the First Schedule to the Companies Act No. 07 of 2007 shall not apply to the Association, except in so far as they are repeated or contained in these Articles, but subject to repeal, alteration or addition by special resolution.

INTERPRETATION

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

WORDS

MEANING

The Association

Amaradeva Foundation

The Act	The Companies Act No. 07 of 2007
These Presents	These Articles of Association as from time to time altered by special resolution;
Special Resolution	Have the meanings assigned thereto respectively by the Act;
Extraordinary Resolution	Have the meanings assigned thereto by the Act;
The Board	The members of Board for the time being of the Association including (where the context so admits or requires) Alternate Directors of the Associations;
Office	The Registered Office of the Association;
Seal	The Common Seal of the Association;
Month	Calendar Month;
Year	Calendar Year;
In Writing	Written or produced by any substitute for writing, or partly one and partly another;
Secretary/Secretaries	any individual, firm or Association appointed by the Board to perform any of the duties of the Secretary.

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

Save as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context, bear the same meaning in these presents.

MEMBERS

12. The number of members with which the Association proposes to be registered is five (05) and the Board may from time to time register an increase of members.
13. The first members shall be the subscribers to the Articles of Association.

CESSATION OF MEMBERSHIP

14. A person shall continue to be a member until,

- a) the demise of such member,
- b) on the submission of a resignation in writing under his hand to the Association
- c) on becoming a member of Parliament
- d) on becoming of unsound mind or mentally deficient
- e) if determination is made by at least three fourths (3/4th) of the members that such person be removed as member
- f) if he has acted in a manner detrimental to the interest of the Association

GENERAL MEETINGS

15. The Association shall in each year hold a general meeting as an annual general meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen (15) months shall elapse between the date of one (01) 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 (18) 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 as such time and place, as the Board shall appoint.

16. All general meetings other than annual general meetings shall be called extraordinary general meetings.

17. The Board 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 requisitionists, as provided by section 134 of the Act. Where at any time there are not within Sri Lanka sufficient Directors capable of acting to form a quorum, any Director 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 Board.

18. Subject to the provisions of the Act, a resolution in writing signed by not less than Eighty Five per centum (85%) of the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held. Such resolution may be in several counterparts and a facsimile signature shall be effective as an original ink signature.

NOTICE OF GENERAL MEETINGS

19. An annual general meeting and a meeting called for the passing of a special resolution shall be called by fifteen (15) working days notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by ten (10) working days notice in writing at the 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 rules 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 rule, 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 centum of the total voting rights at that meeting of all the members in a nominal value of the shares giving that right.

20. 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

21. All business shall be deemed special that is transacted at an extraordinary general meeting with the exception of consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.

22. No business shall be transacted at any general meeting unless a quorum of members is present at the time the meeting proceeds to business: save as herein otherwise provided two (02) members present in person or by proxy shall be quorum.

23. Where 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 place or to such other day and at such other time and place as the board may determine, and where 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.
24. The Chairman, if any, of the board shall preside as chairman at every general meeting of the association, or, where he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.
25. Where at any meeting no director is willing to act as chairman or where no director 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..
26. The chairman may, with the consent of any members at which a quorum is present (and shall if so directed by the members), 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 (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. 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
 - (b) by at least two 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.
28. 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 the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
29. The demand for a poll may also be withdrawn.

30. Except as provided in Article 32, where a poll is duly demanded it shall be taken in such a 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.
31. In the case of any 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.
32. A poll demanded on the election of the 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.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

33. Any entity which is a member of the Association may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association,

VOTES OF MEMBERS

34. At all meetings of the Association all members would have one vote each.
35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
36. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or where the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Association.
37. 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 (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, and in default the instrument of proxy shall not be treated as valid.

38. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit-

AMARADEVA FOUNDATION

I/We of being a member/members of the above named Association hereby appoint.....of.....or failing him..... of as my/our vote/speak 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 of20.....

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

AMARADEVA FOUNDATION

I/We..... of being a member/members of the above named Association, hereby appoint..... of as my/our proxy to vote/speak 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 theday of20.... and at any adjournment thereof.

Signed this.....day of 20.....

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

40. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

41. A vote given in accordance with the terms of an instrument of proxy shall be valid 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, revocation or transfer 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.

DIRECTORS

42. (i) The Board of Directors shall comprise of not less than two (02) nor more than seven (07) directors.

(ii) The first directors shall be Mr. Wannakuwattawaduge Don Amaradeva, Ms. Bolandage Wimala Amaradeva, Ms. Wannakuwatta Waduge Dona Priyanvada Amaradeva, Ms. Wannakuwatta Waduge Dona Subhanie Amaradeva and Mr. Wannaku Watta Waduge Don Ranjana Amaradeva.

43. Directors may be paid traveling, hotel and other expenses properly incurred by them in attending and returning from meeting of the Directors or any committee of the Directors or general meetings of the Association or in connection with the business of the Association.

ALTERNATE DIRECTORS

44. (i) Any Director shall be entitled to appoint an Alternate Director to act in the place of a Director who is for any reason whatsoever unable to perform his functions as a Director and such appointment shall be made by notice in writing and left at the office of the Association. The following provisions of this Article shall apply to any person so appointed.

(ii) A person appointed to be an Alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Association but the Board may repay the alternate Director such reasonable expenses as he may incur in attending and returning from meetings of the Board which he is entitled to attend or which he may pay such allowance as they may think proper in respect of these expenses.

(iii) In the case of a person appointed as an address for such notices to be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting (except where otherwise specifically provided in these presents) to perform all the functions of his appointer as a Director in the absence of such appointer.

(iv) In the case of a person appointed as an Alternate Director, is also a Director in his own right, the same shall be entitled for an extra vote.

(V) An Alternate Director may be appointed for a specified period or until the happening of a specified event but he shall ipso facto cease to be an Alternate Director in any of the following events that is to say:

a) if his appointer ceases for any reason to be a Director; provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article

which was in force immediately prior to his retirement shall continue to operate after is re-election as if he had not so retired;

- b) if the Alternate Director shall have a receiving order made against him or compound with his creditors or is adjudicated an insolvent;
- c) if the Alternate Director be a lunatic or become of unsound mind;
- d) if the appointment of the Alternate Director is revoked by notice in writing left at the Office by his appointer and received at the Office.

POWERS AND DUTIES OF THE DIRECTORS

45. The management, control and administration of the Association shall vest in and be exercised by a Board of Directors 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 rules, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act and to such rules being not inconsistent with the aforesaid rules or provisions, as may be prescribed by the Association in a general meeting; but no rules or provisions made by the Association in general meeting shall invalidate any prior act of the Director which would have been valid if that rule had not been made.
46. The Board 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 Board to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these rules) 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 th Board may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
47. The Association may have an official seal for use abroad and such powers shall be vested in the Board.
48. The Association may exercise the powers conferred by section 116 of the Act, with regard to the keeping of a branch register, and the Directors may (subject to the provisions of those sections) make and vary such rules as they may think fit in respect of the keeping of any such register.
49. A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Board in accordance with the provisions of section 192 of the Act.
50. A Director may hold any other office or place of profit under the Association (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or proposed Director shall be disqualified by his office from contracting with the Association neither with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise,

nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested, be liable to account to the Association for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

51. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Association or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement.

52. Any Director may act by himself in a professional capacity for the Association and he shall be entitled to remuneration for professional capacity for the Association and he shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorize a Director to act as auditor to the Association.

53. 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 Directors shall from time to time by resolution determine.

54. The Board shall cause minutes to be made in books provided for the purpose -

- a of all appointments of officers made by the Board,
- b of the names of the Directors present at each meeting of the Board and of any committee of the Directors,
- c of all resolutions and proceedings at all meetings of the Association, and of the Board, and of committees of the Board, and every Director present at any meeting of the Board or committee of Directors shall sign his name in a book to be kept for that purpose.

55. The Board on behalf of the Association may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the Association or to his widow or dependents and may make contribution to any fund and pay premiums for the purchase or provision or any such gratuity, pension or allowance.

ROTATION OF DIRECTORS

56. At the first annual general meeting of the Association all the Directors of the Association shall retire from office and at each subsequent annual general meeting in every subsequent year one-third of the Directors who are due for retirement, or, if their number is not two or a multiple of three, then the number nearest, shall retire from office.

57. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
58. A retiring director shall be eligible for re-election.
59. The Board at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless a such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
60. No person other than a director retiring at the meeting, shall unless recommended by the directors be eligible for election to the office of the director at any general meeting unless not less than three (3) nor more than fifteen working (15) days before the date appointed for the meeting there shall have been left at the registered office of the Association notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
61. The Association may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to retire from office.
62. The Directors shall have power at any time, and from time to time to appoint any person to be a director, to fill a vacancy of a director. Any director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
63. The association may by ordinary resolution, in accordance with section 206 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in an agreement between the association and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the association.
64. The association may by ordinary resolution appoint another person in place of a director removed from office under the provisions of article 63 and without prejudice to the powers of directors under the provisions of article 62, the association in general meeting may appoint any person to be a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

DISQUALIFICATION OF DIRECTORS

65. Office of director shall be vacated if the director

- a. Becomes bankrupt or insolvent or make any arrangements or composition with his creditors generally; or
- b becomes prohibited from being a director by reason of any order made under the provisions of section 202 of the Act; or
- c becomes of lunatic, unsound mind or mentally deficient; or
- d resigns his office by notice in writing to the association; r
- e shall for more than six moths have been absent without permission of the directors from meeting of the directors held during that period
- f is directly or indirectly interested in any contract with the association and fails to declare the nature of interest in manner required by section 192 of the Act;
- g if is removed by a resolution at a general meeting of the association.

PROCEEDINGS OF DIRECTORS

66. The board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and secretary on the requisition of a director shall, at any time summon a meeting of the board. It shall be necessary to give notice of a meeting of the board to any director whose email address or facsimile number are known.

67. a) The quorum necessary for the transaction of the business of the board shall be two directors.

b) The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduce below the number fixed by or pursuant to the rules of the association as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the association, but for no other purpose.

68. The board shall elect a chairman of their meeting and determine the period for which he is to hold office, but where at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the directors present may choose one of their members to be chairman of the meeting.

If the chairman is not present within fifteen minutes after the time appointed for the holding a meeting and if the vice-chairman is present then the vice chairman shall be the chairman of the meeting.

69. The board may delegate any of their powers 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 rules that may be imposed on it by the board.
70. A committee may elect a chairman of its meeting, and if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the times appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
71. 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 voted the chairman shall have a second or casting vote.
72. All acts done by any meeting of the board or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
73. A resolution in writing, signed or to which consent has been given by telex, telefax, email, other print system of telecommunication, or by any other expedient means, by all of the directors shall be as valid and effectual as it had been passed at a meeting of the board duly convened and held. Such resolution may be in several counterparts.

SECRETARY

74. i) The secretary shall be appointed by the board for such term, at such remuneration and upon such conditions as they think fit, and any secretary so appointed may be removed by them,
- ii) No person shall be appointed or hold office as secretary who is-
- (a) the sole director of the association; or
 - (b) a corporation, the sole director of which is the sole director of the association; or
 - (c) the sole director of a corporation which is the sole director of the association.
- iii) A provision of the act or these rules requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same Person acting both as director and as, or in place of, the secretary.

BORROWING POWERS

75. The directors may from time to time at their discretion raise, borrow or secure the payment of any sum or sums of money obtain other accommodation for the purpose of the association upon such terms and conditions as the directors think fit.

THE SEAL

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

ACCOUNTS

77. The board shall cause proper books of accounts 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.

78. The books of accounts shall be kept at the registered office of the Association, or, subject to the provisions of sub-section (1) of section 149 of the Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the Board.

79. The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being a Director, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Directors or by the Association in general meeting.

80. The Board shall from time to time, in accordance with the provisions of sections 151, 152 and 166 of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

81. A printed 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 fifteen (15) working days before the date of the meeting be sent to every member of, the Association, provided that this rule shall not require a copy of these documents to be sent to any person of whose address the Association is not aware of.

AUDIT

82. Auditors shall be appointed and their duties regulated in accordance with the provisions of sections 154 to 165 of the Act.

NOTICES

83. A notice may be given by the Association to any member either personally or by sending it by post, telefax, or email to him or to his registered address or to the address, if any, 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, prepaying and posting a letter containing the notice and to have been effected in the case of notice of a meeting at the expiration of twenty-four (24) 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. Where a notice is sent by telefax, it is effective upon transmission of the telefax to the correct telephone number, regardless of when or whether the notice was actually received. When a notice is sent by email, it is effective upon transmission of the email to the correct address, regardless of when or whether the notice was actually received.

84. Notwithstanding the provision of Article 83, any member whose registered address is not within Sri Lanka shall name an address within Sri Lanka which, for purposes of notices shall be considered as his registered address.

85. Notice of every general meeting shall be given in any manner wherein before authorized to-

- a) every member except those members who (having no registered address within Sri Lanka) have not supplied to the Association a valid telefax address for the giving of notices to them,
- b) the auditor for the time being of the Association, and
- c) the Registrar.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

86. If upon the winding up or the dissolution of the Association there remains after the settlement of all the debts and liabilities of 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 and which shall prohibit the distribution of its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 of the Articles of Association hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a judge having jurisdiction in regard to charitable funds and if in so far as effect cannot be given to the aforesaid provisions then to some charitable object.

We, the initial Members whose name, address and description is stated below hereby sign the Articles of Association of the proposed Association marked Annexure "A".

**NAMES, ADDRESS AND
DESCRIPTION OF SUBSCRIBERS**

SIGNATURE

Wannakuwattawaduge Don Amaradeva
60 Nalandarama Road,
Pathiragoda,
Maharagama.

Professional Musician

Bolandage Wimala Amaradeva
60 Nalandarama Road,
Pathiragoda,
Maharagama.

Retired Dancing Teacher

Wannakuwatta Waduge Dona Priyanvada Amaradeva
60 Nalandarama Road,
Pathiragoda,
Maharagama.

French Teacher

Wannakuwatta Waduge Dona Subhanie Amaradeva
60 Nalandarama Road,
Pathiragoda,
Maharagama.

Professional Singer

Wannaku Watta Waduge Don Ranjana Amaradeva
60/4, Nalanarama Road,
Pathiragoda,
Maharagama.

Creative Group Head

Dated this 23rd day of April 2012