



THE FRIENDS OF SRI LANKA ASSOCIATION

FOUNDED: 25 NOVEMBER 1987

CONSTITUTION

AND

RULES

As at 28th July 2021

THE FRIENDS OF SRI LANKA ASSOCIATION

(Founded: 25th November 1987)

CONSTITUTION

1. Name

The name of the Association is The Friends of Sri Lanka Association (hereinafter called the “Association”).

2. Headquarters

The headquarters of the Association shall be in London.

3. Objects

The objects of the Association, which shall be non-political, are to foster friendship, goodwill and understanding in all spheres of national life between the people of the United Kingdom and the people of Sri Lanka.

4. Functions

The Association shall (inter alia) endeavour :-

- (i) To maintain close unofficial contacts between the United Kingdom and Sri Lanka
- (ii) To promote social activities including an annual dinner, receptions and regular meetings between persons interested in Sri Lanka and Sri Lankans
- (iii) To contribute to the spread of knowledge of Sri Lanka in the United Kingdom.

5. Membership

(i) There shall be four classes of membership :-

- (a) Ordinary (open to individuals, and including individual founder members)
- (b) Corporate (open to corporations, firms and Societies and including Corporate founder members)
- (c) Life (having all the rights of Ordinary membership)
- (d) Joint Life (having all the rights of Ordinary membership)

(ii) The Committee shall have the power to elect as an Honorary member for such period as the Committee think fit or for life any person who has achieved distinction in any of the causes which the Association aims to further or who

in the Committee's opinion is a proper person to admit Honorary Member for any other reason. Any such Honorary Member may be designated The Patron, The President, or a Vice-President of the Association as the Committee may from time to time to decide. The High Commission of Sri Lanka in Britain shall, ex officio, be an Honorary Member of the Association.

- (iii) Application for membership shall be made in writing to the Committee on the prescribed form and accompanied by a remittance for the initial subscription appropriate for the class of membership applied for; such remittance shall be returned if the applicant is not elected. All applicants shall be proposed or seconded by an existing member.
- (iv) Founder membership shall be granted to those persons subscribing to this Constitution at the Foundation Meeting.
- (v) The election of members other than founder members shall be at the absolute discretion of the Committee.

6. Subscriptions

- (i) Until otherwise determined by resolution of members at the Annual General Meeting, the following annual membership subscriptions shall be due and payable on 1st January, namely :-

Ordinary Membership	£15
Joint Membership	£22.50
Corporate Membership	£75
Life Membership	£150
Honorary Membership	No subscription

7. Cessation of Membership

- (i) A member may resign from the Association at any time by notice in writing to the Committee but shall not be entitled to any refund of any unexpired portion of his subscription.
- (ii) Any member who fails to pay his subscription within three months of the due date for payment shall automatically cease to be a member but may be reinstated on such terms as the Committee shall think fit.
- (iii) Any member who uses the name or any meeting of the Association for political purposes or who otherwise conducts himself, in the opinion of the Committee in a way prejudicial to the Association and/or its objects may after due enquiry at which such offending member shall have an opportunity to answer for his conduct be suspended or expelled from membership by a resolution passed by a majority of at least two-thirds at a meeting of the Committee. Any member so suspended or expelled shall forfeit any unexpired portion of his subscription.

8. Rights of Members

(i) Ordinary Members

An Ordinary Member shall be entitled

- (a) To receive notice of and (subject to payment of any fee for admission which the Committee may fix, otherwise than in respect of a General Meeting) to attend any meeting or other function of the Association;
- (b) To exercise one vote at any General Meeting;
- (c) To propose candidates for election as officers and committee members;
- (d) To introduce guests at any meeting or function to which the Committee decided that guests may be admitted, subject to the payment of an extra fee or fees for admission to any meeting or function for which a fee is payable.

(ii) Corporate Members

A Corporate Member shall have all the rights of an Ordinary Member but shall be entitled to be represented by and to vote though only one authorised representative at any meeting of the Association. Such authorised representative shall have one vote at any General Meeting. He need not himself be a member of the Association but must, if so required by the Committee, produce evidence of his authority to act as the corporate member's representative.

(iii) Honorary Members

Honorary Members shall be entitled to receive notice of and (subject to payment of any applicable fees as mention in clause 8(i)) to attend all meetings and functions of the Association but shall not be entitled to vote at any meeting.

9. Officers

The Officers of the Association shall be the Chairman of the Committee, the Vice-Chairman of the Committee, the Honorary Secretary, the Honorary Treasurer and up to three other positions which the Chairman and Committee may consider necessary from time to time.

10. Committee

The Management of the Association and the organisation of its activities shall be the responsibility of the Committee, which shall consist of the Chairman, the Vice Chairman, the Honorary Secretary, the Honorary Treasurer, up to three other Office

Bearers and not less than eight other members which number may include not less than two representatives of corporate bodies.

11. Election of Officer and Committee

- (i) The Officers shall be elected by members of the Association at the Annual General Meeting from candidates nominated by the Committee or by members, such nominations to be given in writing to the Honorary Secretary at least 21 clear days before the Annual General Meeting; candidates for election as Officers must be ordinary members of the Association. No candidate shall be nominated without his consent.
- (ii) The Committee Members shall be elected by the members of the Association at the Annual General Meeting from candidates nominated by members of the Association and candidates for election as Committee members must be Ordinary Members, or authorised representatives of Corporate members of the Association. No candidate shall be nominated without his consent. Every nomination for election to the Committee shall be given in writing to the Honorary Secretary at least 21 clear days before the Annual General Meeting.
- (iii) In the event of there being more than one candidate for any Office, or more than five candidates for membership of the Committee amongst the Ordinary members, or more than two candidates from amongst the Corporate members, elections shall be taken by ballot.
- (iv) For the purposes of electing the Committee, Corporate members and Ordinary members shall vote separately.
- (v) At the fourth Annual General Meeting and at every subsequent Annual General Meeting all the Officers and all the Committee Members shall vacate office but shall be eligible for re-election.
- (vi) The Committee may act notwithstanding any vacancy in their number and shall have power to appoint any Ordinary member or the authorised representative of any corporate member of the Association to fill any causal vacancy in their number, or among the Officers, until the conclusion of the next Annual General Meeting.
- (vii) The Committee may at any time co-opt any member of the Association, of any class, or any other suitably qualified person, for such person as the Committee shall determine, such member or other person to remain co-opted until the conclusion of the next Annual General Meeting.

12. Annual General Meeting and Extraordinary General Meetings

- (i) The Association shall in each year hold an Annual General Meeting within 7 months of the end of the financial year. Any other General Meeting shall be an Extraordinary General Meeting. The business of the Annual General Meeting shall be to consider the Annual Report and Accounts of the

Association for the year ending on the previous 31st December to elect the officers and members of the Committee together with an Auditor for the ensuing year, and to conduct any other business of which due notice shall have been given.

- (ii) The Committee may at any time convene an Extraordinary General Meeting any they shall do so forthwith upon the requisition in writing of any thirty members stating the purpose for which the meeting is required.
- (iii) At least twenty-eight clear days before the Annual General Meeting or an Extraordinary General Meeting, a notice of such meeting shall be sent to every member specifying the main business to be transacted thereat. The notice convening the Annual General Meeting shall be accompanied by copies of the Annual Report and Accounts as mentioned in Clause 15 (1).
- (iv) Any member who wishes to propose a resolution at a General Meeting shall give 21 days' notice thereof in writing to the Honorary Secretary.

13. Procedure at General Meetings

- (i) The Quorum for a General Meeting shall be five (5) members present in person or in the case of Corporate members through duly authorised representatives. If a quorum is not present within 30 minutes from the time specified in the notice for the beginning of any meeting the meeting shall be adjourned until such time and place as the Chairman of the Meeting shall determine and the Members present at the adjourned meeting (whatever their number) shall form a quorum.
- (ii) At all general meetings the Chairman or Vice Chairman of the Committee shall preside. IN the absence of the Chairman and the Vice Chairman the Members present shall elect one of their number to be Chairman of the Meeting.
- (iii) No alteration shall be made to this Constitution without a two thirds majority of these members present at the Meeting, notice of which shall have contained particulars of the proposed alteration.
- (iv) In the event of any equality of votes for and against any motion before the meeting the Chairman thereof shall have a second or casting vote.
- (v) Any ballot for the election of any officer or of Committee Members as required by Clause 11 (iii) shall be taken n such a manner as the Chairman of the Meeting shall with the consent of a simple majority of the Members present direct.
- (vi) An individual member shall not be entitled to be represented or to vote by proxy at any general meeting except at a General Meeting , at which a resolution to dissolve the Association is to be proposed or confirmed or at which a proposal by the Committee to alter this Constitution is to be confirmed, unless in respect of any other General Meeting the Committee shall decide that Members generally shall be allowed to appoint proxies. Where the appointment of proxies is to be allowed the fact shall be referred to in the

notice convening the Meeting, which shall also specify the manner in which a proxy may be appointed.

14. Committee Meetings

- (i) The Committee shall meet as often as it shall deem necessary for the proper conduct of the Association's affairs and four members of the Committee shall form a quorum at any meeting.
- (ii) The Chairman or Vice Chairman shall preside at meetings of the Committee, or in their absence the members present shall elect a temporary Chairman of the meeting. All matters shall be decided by a simple majority of those present, except that a motion for the suspension or expulsion of a member of the association shall require a majority in favour thereof of at least two-thirds of those present in order to succeed. In the event of an equality of votes, the Chairman of a meeting shall have a second or casting vote.
- (iii) Notice of a meeting shall be given to each member of the Committee at least 21 days in advance. If a meeting is called at shorter notice, the proceedings thereat shall be valid provided that notice was given to every member of the Committee present in the United Kingdom at the time.
- (iv) A corporate member whose authorised representative is elected as a Committee member shall with the consent of the rest of the Committee be entitled at any time during such authorised representative's current year of service on the Committee to appoint an alternative to attend and vote at Committee meetings in place of the person originally elected.
- (v) The Committee may delegate any of its functions to sub-committees consisting of any member or members of the Committee and any such sub-committee may co-opt other persons (whether members of the Association or not) to help it on its work.

15. Accounts and Audit

- (i) The financial year of the Association shall ordinarily run from the 1st January to the 31st December and annual accounts made up to the 31st December shall be prepared by the Committee for submission to the Members for the Annual General Meeting and with the Auditor's report thereon and an annual report by the Committee on the Association's activities during the year.

16. Funds and Property

- (i) The funds and property of the Association shall be under the control of the Committee and the Committee shall be empowered to authorise the opening of and to determine from time to time the manner in which the Association's bank account shall be operated upon and the manner in which any other documents shall be signed on behalf of the Association. Any investments of

the Association's funds shall be made and stand in the names of not less than three or more than four trustees who shall be appointed and removed by the Committee subject to ratification at the next General Meeting of the Society after any such trustees appointment or removal as the case may be.

- (ii) No money or property of the Association or any gain arising from the carrying on of the Association shall be applied otherwise than for the benefit of the Association as a whole or for some charitable or benevolent purpose or purposes chosen by resolution of a general meeting. However, the Committee may from time to time also approve a charitable donation on behalf of the Association to assist with disaster relief at times of national or natural disaster in Sri Lanka. Any such donation shall meet the criteria set out in the Association's Charity Policy and shall not exceed 10% of funds held on deposit by the Association in any one financial year. Any such donations shall be reported to the membership at the next general meeting.
- (iii) If the Association shall be dissolved and there shall remain after satisfaction of all its debts and liabilities any surplus assets the same shall not be distributed among the members of the Association but shall be donated to or distributed among such charitable institutions as may be determined by the members of the Association at or before the time of dissolution or in default of such determination by a Judge of the High Court of Justice in England.

17. Dissolution

No resolution for the dissolution of the Association shall be valid unless it shall have been carried at a General Meeting of the Association by a two-thirds majority of the members present and entitled to vote (in person or by proxy) at the meeting, the notice of which shall have contained particulars of the proposed dissolution. On the passing of such resolution as aforesaid the Committee shall proceed to realise and distribute the assets of the Association dissolved.

18. Alteration of Constitution

Alterations to the Association's Constitution for the time being in force shall be made by a resolution s passed by a majority of at least two-thirds of the members of the Association present at a General Meeting and entitled to vote at such meeting in person or by proxy, the notice of which shall have contained particulars of the proposed alterations.

19. Inaugual Arrangements

Nothing in this document shall invalidate the Constitution of the Foundation meeting of the Founder members of the Association or the adoption by such meeting of this Constitution or the election of the first Officers and Committee by such meeting or the appointment of the first Auditor by the Committee so elected.

As at 28th July 2021

THE FRIENDS OF SRI LANKA ASSOCIATION

AMENDMENTS TO THE CONSTITUTION AND RULES

Amendment to the Constitution and Rules dated 10th June 1988

At the Annual General Meeting, held on the 24th June 1999, the Chairman said the Association's Constitution, adopted in June 1988 when it had fewer than 100 members, limited it to four Officer Bearers: Chairman, Vice-Chairman, Hon. Secretary and Hon. Treasurer. With membership rising to nearly 350 and the Association undertaking larger events, the administrative burden had correspondingly increased. He thought therefore that provision should be made to allow up to three other Office bearers to be appointed.

He suggested that Section 9 of the Constitution should be amended from:

9. Officers

The Officers of the Association shall be the Chairman of the Committee, the Vice-Chairman of the Committee, the Honorary Secretary, the Honorary Treasurer.

to the following:

The Officers of the Association shall be the Chairman of the Committee, the Vice-Chairman of the Committee, the Honorary Secretary, the Honorary Treasurer and up to three other positions which the Chairman and Committee may consider necessary from time to time.

This amendment, proposed by Mr D J M Blackler and seconded by Mr D Scobie, was adopted.

Resulting from the above, Section 10 which previously stated:

10. Committee

The Management of the Association and the organisation of its activities shall be the responsibility of the Committee, which shall consist of the Chairman, the Vice Chairman, the Honorary Secretary, the Honorary Treasurer and not less than eight other members which number may include not less than two representatives of corporate bodies.

Will now read as follows:

The Management of the Association and the organisation of its activities shall be the responsibility of the Committee, which shall consist of the Chairman, the Vice Chairman, the Honorary Secretary, the Honorary Treasurer, up to three other Office Bearers and not less than eight other members which number may include not less than two representatives of corporate bodies.

Signed: Chairman: John Field

Hon. Secretary: Pat Subramaniam

As at 24th June 1999.

THE FRIENDS OF SRI LANKA ASSOCIATION

AMENDMENTS TO THE CONSTITUTION AND RULES

Amendment to the Constitution and Rules dated 24th June 1999

Amendment to the Constitution and Rules dated 10th June 1988 (the second amendment pursuant to the first amendment dated 24th June 1999).

5. Membership

- (i) There shall be three classes of membership :-
 - (a) Ordinary (open to individuals, and including individual founder members)
 - (b) Corporate (open to corporations, firms and Societies and including Corporate founder members)
 - (c) Life (having all the rights of Ordinary membership)

The following new class of membership shall be added:

- (d) Joint life (having all the rights of Ordinary membership)

This amendment, proposed by Mr H W Ure and seconded by Mr C J W Haines was adopted.

Thus Section 5 now reads:

5. Membership

There shall be four classes of membership :-

- (a) Ordinary (open to individuals, and including individual founder members)
- (b) Corporate (open to corporations, firms and Societies and including Corporate founder members)
- (c) Life (having all the rights of Ordinary membership)
- (d) Joint life (having all the rights of Ordinary membership)

Signed Chairman: John Field

Hon. Secretary: John S Carpenter

As at 5th July 2003.

THE FRIENDS OF SRI LANKA ASSOCIATION

AMENDMENTS TO THE CONSTITUTION AND RULES

Amendment to the Constitution and Rules dated 5th July 2003

Amendment to the Constitution and Rules dated 10 June 1988 (the third amendment pursuant to the second amendment dated 5th July 2003)

At the Annual General Meeting held on 30th June 2010, an amendment to the Constitution was proposed, having the effect of removing Article 15 (ii), the need for the auditor of the Association to be a qualified accountant:

“The Auditor of the Association shall be a qualified accountant or firm of accountants and shall be elected at each Annual General Meeting to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting.”

and amending article 12(i) so as to empower the Committee to appoint the Auditor. The opportunity is also taken to amend this paragraph to clarify the status of any other General meetings that made by called, and to extend from 6 to 7 months timing of the Annual General Meeting:

12. Annual General Meeting and Extraordinary General Meetings

- (i) The Association shall in each year hold an Annual General Meeting within 7 months of the end of the financial year. Any other General Meeting shall be an Extraordinary General Meeting. The business of the Annual General Meeting shall be to consider the Annual Report and Accounts of the Association for the year ending on the previous 31st December to elect the officers and members of the Committee together with an Auditor for the ensuing year, and to conduct any other business of which due notice shall have been given.

This amendment, proposed by Mr J S Carpenter and seconded by Mr M Samarasinhe was adopted at the Annual General Meeting.

Signed: Chairman: John Field

Hon. Secretary: Bruce Rawlings

As at 30 June 2010.

THE FRIENDS OF SRI LANKA ASSOCIATION

AMENDMENTS TO THE CONSTITUTION AND RULES

Amendment to the Constitution and Rules dated 28th July 2021

Amendment to the Constitution and Rules dated 10th June 1998 (the fourth amendment pursuant to the third amendment dated 30th June 2003)

At the Annual General Meeting held on 28th July 2021, an amendment to the Section 16(ii) of the Constitution was proposed, to give the Committee authority and flexibility to make ad hoc donations to charity between Annual General Meetings.

Previously Section 16 (ii) stated:

Funds and Property

No money or property of the Association or any gain arising from the carrying on of the association shall be applied otherwise than for the benefit of the Association as a whole or for some charitable or benevolent purpose or purposes chosen by resolution of a general meeting.

And now reads:

- (ii) No money or property of the Association or any gain arising from the carrying on of the Association shall be applied otherwise than for the benefit of the Association as a whole or for some charitable or benevolent purpose or purposes chosen by resolution of a general meeting. However, the Committee may from time to time also approve a charitable donation on behalf of the Association to assist with disaster relief at times of national or natural disaster in Sri Lanka. Any such donation shall meet the criteria set out in the Association's Charity Policy and shall not exceed 10% of funds held on deposit by the Association in any one financial year. Any such donations shall be reported to the membership at the next general meeting.

This amendment, proposed by Linda Duffield CMG and seconded by John Yorke and was adopted unanimously by a full show of hands at the Annual General Meeting with no abstentions.

Signed:

Chairman: Sir Peter Heap

Hon. Secretary: Vimal Perera

As at 28th July 2021.