

# ARTICLES OF ASSOCIATION OF FPA SRI LANKA



**ARTICLES OF ASSOCIATION**  
**OF**  
**THE FAMILY PLANNING ASSOCIATION OF**  
**SRI LANKA**

**(as revised on 22<sup>nd</sup> July, 2011)**

1. The name of the Association is "THE FAMILY PLANNING ASSOCIATION OF SRI LANKA".
2. The registered office of the Association will be situated in the Western Province.

**GENERAL**

3. The Regulations contained in the First Schedule to the Companies Act No. 7 of 2007 shall not apply to the Association, which shall be governed by the articles following.

**INTERPRETATION**

4. In the interpretation of these Presents, the following words and expressions shall have the following meanings unless such meanings shall be inconsistent with, or repugnant to, the subject or context.

**WORDS**

**MEANINGS**

"The Association"	means "THE FAMILY PLANNING ASSOCIATION OF SRI LANKA".
"The Act"	means to Companies Act No. 7 of 2007 and every other Act, or other legal enactment from time to time in force concerning Companies which may apply to the Association.
"Special Resolution"	has the meaning assigned thereto by the Act
"These presents"	means and includes the Articles of Association of the Association from time to time in force.
"Member"	means any person or persons admitted to membership pursuant to the provisions of These presents. With regard to a member "presence or present" at a meeting means presence or present personally.
"Register"	means the register of members as hereinbefore mentioned, to be kept by the Association
"National Council" or "Council"	means the National Council (equivalent to a board of directors of a company) for the time being of the Association.

“Sexual and Reproductive Health”

means a state of complete physical, mental and social well-being and not merely the absence of disease or infirmity, in all matters relating to the reproductive system and to its functions and processes. Sexual and Reproductive health therefore implies that people are able to have a satisfying and safe sex life and that they have the capability to reproduce and the freedom to decide if, when and how often to do so. It is the constellation of methods, techniques and services that contribute to reproductive health and well being by preventing and solving reproductive health problems. It also includes sexual health, the purpose of which is the enhancement of life and personal relations and not merely counseling and care related to reproduction and sexually transmitted diseases.

“Technical Advisory Committee”

means the five Technical Advisory Committees for the time being appointed by the National Council.

“Communication”

shall have the meaning assigned to it by the Electronic Transactions Act No. 19 of 2006 (as may be amended from time to time)

“Office”

means the registered office for the time being of the Association.

“Seal”

means the Common Seal for the time being of the Association.

“Month”

means a calendar month.

“Electronic”

shall have the same meaning assigned to it.

“In writing” and  
“Written”

include printing, lithography and other modes of representing or reproducing words in a visible form or in electronic form.

“Rule”

means a rule made pursuant to article 50 hereof.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender only include the feminine gender and vice versa.

Words importing persons shall include any body of persons corporate

Subject as aforesaid any words defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meaning in these Presents.

5. The objects for which the Association is established are:

- (a) To undertake the functions of the Family Planning Association of Sri Lanka founded on the 15th January 1953 with the aim broadly to help in increasing happiness in marital and family relationships and in ensuring an improvement in the economic and domestic life of the people of Sri Lanka generally and for which purpose to take over the assets thereof.
- (b) To ensure that the knowledge of sexual and reproductive health and access to a broad range of services is a fundamental human right and that a balance between the population of the world and its natural resources and productivity is a necessary condition of human happiness, prosperity and peace;
- (c) To advocate for the basic human right of all women, men and young people to make free and informed choices regarding their own sexual and reproductive health and for the means to exercise this right;
- (d) To strive to meet the needs of the under-served, the poor and young people for sexual and reproductive health information and services;
- (e) To facilitate access either by direct provision or referral to sexual and reproductive health information, education, services and training regardless of age, sex, marital status, ability to pay, ethnic origin, political and religious belief, disability, sexual orientation, health status or any other factor that could make an individual the object of discrimination;
- (f) To ensure that services offered by the Association are provided in a non-coercive manner and without the use of incentives or disincentives of any kind and no service is conditional upon the acceptance of another;
- (g) To co-operate to the fullest degree possible with government, non-governmental and international agencies in the execution of its sexual and reproductive health mandate;
- (h) To advise and assist those who require in-fertility services; and
- (i) To invest the moneys or funds of the Association not immediately required for its purposes in or on such investments, securities and/or property as may be thought fit subject nevertheless to such conditions as may for the time being be imposed by law.

Provided that:

- (i) the Association shall not support with its funds or otherwise any object of a partisan political nature;
- (ii) the Association shall deal with or invest in any property devolving upon it from a trust solely in a manner allowed by the terms of the trust and the relevant provisions of the law having regard to such trusts;
- (iii) the Association shall not support with its funds any object or endeavour to impose on its members or others any regulation, restriction or condition which if an object of the Association would make it a trade union;

- (iv) the Association shall not sell, mortgage, charge or lease any immovable property which it may hold without written consent of the Registrar and without such authority, consent or approval as may otherwise be required by law and as regards such property the members of National Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such members of the National Council would have been if no incorporation had been effected.

**PROVIDED** that 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.

**AND** it is hereby declared that the Association shall ensure the maintenance of satisfactory standards in the rendering of its services and the execution of its programmes.

6. The Association shall apply the income and property, whensoever derived 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 or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association

**PROVIDED** that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association but so that no member of the National Council of the Association shall be appointed to any salaried office of the Association, or any officer of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council for such office except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the National Council 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.

7. No addition, alteration or amendment shall be made to or in the regulations 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 General of Companies.
8. The sixth and seventh paragraphs of this Article of Association contain conditions subject to which a Licence is granted by the Registrar of Companies to the Association in pursuance of Section 34(1) (a) of the Companies Act No. 7 of 2007.
9. The liability of the members is limited.
10. 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 the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Rs. 100/=.
11. If, upon the winding up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be

paid to, or distributed among the members of the Association but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as is imposed on the Association under or by virtue of clause 6 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 and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

12. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure takes place, and the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by properly qualified auditors.

### MEMBERS

13. The number of Members of the Association shall not be less than fifty (50).
14. (a) There shall be the following categories of members:
- (i) Life Members (Honoris Causa);
  - (ii) Life Members Ordinary;
  - (iii) Ordinary Members;
  - (iv) Corporate Members (Corporate Members to be non voting members and include corporations, institutions, organizations, associations, to be represented by a designated person notified in writing to the Honorary General Secretary from time to time);
  - (v) Youth Members;
- (b) The National Council may elect Life Members (Honoris Causa) in recognition of Special or Distinguished services rendered to the Association. Such members shall be entitled to all the rights and privileges of any member of the Association but shall be exempt during the term of their respective lives from all liabilities for membership fees.
- (c) The Association shall not discriminate on grounds of race, creed, ethnic origin, marital status, political belief, gender, disability, sexual orientation or age in:
- i. admitting members;
  - ii. providing information and/or services;
  - iii. recruiting staff or
  - iv. in any other aspect of the Association's work
- (d) The subscription for all categories of membership (life, ordinary, corporate and youth) shall be determined by the National Council from time to time.

- (e) Any person or body of persons or any individual over 18 years of age proposed by a member of the Association may apply for membership on the prescribed form: Provided that, that person or body of persons or individual agrees-
- (i) to subscribe to the objects, policies and activities of the Association;
  - (ii) to abide by the Constitution and rules for the time being of the Association; and
  - (iii) to comply with any procedural requirements prescribed by any rules of the Association.

The National Council shall, in its absolute or unfettered discretion, be entitled to accept or reject any application for membership. Further, the National Council may decide from time to time the procedure to be adopted in admitting a member. Provided however, an applicant whose application for membership has been rejected shall be entitled to receive in writing the reasons for the rejection of his application for membership. Where any applicant is admitted to membership, such applicant shall pay to the Association the prescribed membership fee.

- (f) Persons between the ages of 18 years and 25 years may apply for Youth Membership on an annual membership fee fixed by the Council from time to time

Provided that the National Council may at its discretion invite any youth below the age of 18 to facilitate or participate in the regular activities of the Association.

- (g) No salaried employee of the Association and no person or body of persons or individual shall;
- (i) engage or be employed directly or indirectly in the commercial manufacture, promotion, sale, supply or distribution of any products, services or materials used in the practice of family planning.
  - or
  - (ii) have any financial or commercial interest in supplying the Association with goods, services or materials or in buying goods, services or materials from the Association.
- (h) No member or staff member shall use his/her position with the Association to further the manufacture, distribution, promotion or sale of any materials product or services in which the member or staff member, his or her spouse or relatives has either direct or indirect financial interest
- (i) No immediate relatives such as spouse, grandparents and parents, brothers and sisters, sons and daughters, grandsons and granddaughters and in-laws, of volunteers and staff shall be appointed to any position or for consultancies within the Association
- (j) No member or staff member shall accept any gifts or gratuity from any pharmaceutical company or other supplier to the Association, or from any provider or potential provider of services to the Association.

- (k) (i) A member elected to the National Council and other duly appointed Committees, the Executive Director and other employees of the Association shall sign a no conflict of interest declaration.
- (ii) A member elected to the National Council, any Committee, the Executive Director and other employees of the Association shall state any interests that he or she has which could give rise to a conflict when exercising his or her duties. Those interests that are regarded as relevant and material in this connection will be set out in the regulations of the Association along with the procedures for recording such interests.
- (l) The elected National Council of the Association should be made up of at least Fifty percent (50%) of women.
- (m) The Association shall keep a register of its members in each membership category and such details as the National Council shall decide from time to time, by regulations.
- (n) No member shall be granted a loan from the funds of the Association.
- (o) The Association may defray any expenses wholly, necessarily and exclusively incurred by the members of the National Council for the purpose of carrying out their duties as such members.
- (p) (i) An individual is enrolled as a member of the Association only after the National Council approves the application and the subscription fees are paid by such individual.
- (ii) An employee of the Association shall not be appointed to the National Council for a period of two (2) years after leaving the Association.
- (iii) A member of the National Council shall not be employed for a period of two (2) years after resigning from the National Council.
- (iv) An individual who obtains his membership in the Association shall be eligible to vote at an Annual General Meeting only after completing three (3) months of membership with the Association.
- (v) The National Council two (2) months prior to the Annual General Meeting shall review and ratify the complete list of members eligible to vote.
- 15. (i) Any paid up member in good standing with the right to vote may propose any paid up member in good standing with the right to vote for election as a member of the National Council.
- (ii) The National Council shall decide the voting and election procedures from time to time by rules made in terms of the Article 50.
- (iii) Nominations for election to the National Council shall be submitted in writing on a form prescribed by the Rules made in terms of the Article 50 with the written consent of the Candidate and shall reach the Honorary General Secretary at the registered office of the Association not less than 20 working days before the date of the Annual General Meeting.
- (iv) A nomination shall not be valid and cannot be accepted unless person nominate has signified its consent.



16. A member shall cease to hold the membership of the Association in any of the following events:-
- (i) if the member resigns from the Association by letter to that effect addressed to the Honorary General Secretary of the Association; or
  - (ii) if the member fails to pay the subscription in arrears as at 31<sup>st</sup> January of an year after being given 02 months' written notice by the Association requiring the member to pay the subscription, in which event he shall not be entitled to vote at any General Meeting of the Association, and he may be removed from membership at the next General Meeting after serving 14 days written notice together with a copy of the resolution to be adopted at such meeting; or
  - (iii) Except the events falling within (i) and (ii) above, if the member is removed from membership by a resolution passed at a General meeting convened after giving in writing Fourteen (14) days' notice to that member of the intention of passing the resolution and after granting that member an opportunity of being heard by a committee of inquiry appointed by the National Council. .

#### GENERAL MEETINGS

17. The Association shall hold a General Meeting as its Annual General Meeting in every calendar year, at such time and place as may be determined by the National Council and shall specify the Meeting as such in the Notices calling it, provided that every Annual General Meeting shall be held:
- (a) Not later than six months after the balance sheet date of the Association; and
  - (b) Not later than fifteen months after the previous Annual General Meeting.
18. All General Meetings, other than the first General Meeting and subsequent Annual General Meetings, shall be called Extraordinary General Meetings.
19. The National Council whenever deem it necessary, may convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened by the National Council on the requisition in writing signed by not less than ten per cent (10%) of the registered membership of the Association. Such writing shall state clearly the purpose for which such Extraordinary General Meeting is required. Such a requisition duly made as aforesaid shall be deposited with the Honorary General Secretary during working hours. Thereafter the National Council shall proceed forthwith to convene an Extraordinary General Meeting.
20. If the National Council does not within 21 days of the deposit of the requisition proceed duly to convene a meeting, the requisitionists or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of two months from the date of deposit of the requisition.

## NOTICE OF GENERAL MEETINGS

21. Twenty-one working days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and ten working days notice in writing at the least of every Extraordinary General Meeting (exclusive in every case, both of the day on which it is served or deemed to be served and to the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner herein mentioned to such persons (including the Auditors) as are under these presents or under the Ordinance entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, a meeting may be convened by such notice as those members may think fit.
22. Notice of every General Meeting shall be served on every member in the manner provided for in these Articles.
23. A notice may be served by the Association upon any member, either through Electronic Communication or personally or by sending it by post in a prepaid letter addressed to such member at the registered address within Sri Lanka as appearing in the Register of Members, or if he has no registered address within Sri Lanka to the address, if any, within Sri Lanka supplied by him to the Association for the giving of notice to him.
24. 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 unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.
25. The accidental omission to give notice to a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate the proceedings, or any resolution passed, at any meeting.

## PROCEEDING OF GENERAL MEETINGS

26. At each Annual General Meeting the following business shall be transacted:-
  - (a) Receiving National Council's Report:  
The National Council's Report relating to the work carried out by the National Council in the previous financial year shall be tabled.
  - (b) Receiving the Audited Financial Statements Report:
  - (c) Election of the following Honorary Office Bearers of the Association shall comprise:-
    - (i) An Honorary President;
    - (ii) An Honorary Vice – President;
    - (iii) An Honorary General Secretary;
    - (iv) An Honorary Treasurer;
    - (v) An Honorary Assistant General Secretary;

- (vi) An Honorary Assistant Treasurer;

Only a person who has been a member of the National Council during the preceding two years shall be eligible to be elected as the Honorary President or the Honorary Vice-President or the Honorary General Secretary or the Honorary Treasurer. No such qualifications will be required to be elected to the other offices.

An Office Bearer shall after being elected at an Annual General Meeting hold office for a term of two (2) years and shall retire on the date of the Annual General Meeting ensuing immediately after that two-year term is held. No retiring office bearer shall be re-elected for more than 3 consecutive 2 year terms to the same office. After serving a total of 15 years at the national level as an honorary officer or as a member of the National Council the member shall retire and not be entitled to present himself or herself again as a candidate for the office at a national level. Any vacancy arising amongst the Office Bearers may be filled by the National Council and the member appointed to fill such vacancy shall hold office only for the period up to the next Annual General Meeting at which elections take place. Similarly the vacancy so created in the National Council may be filled.

- (d) Election of a Chairperson for each of the following five Technical Advisory Committees:-
- (i) Medical;
  - (ii) Outreach;
  - (iii) Finance and Administration;
  - (iv) Social Marketing Programme (SMP); and
  - (v) Youth

Provided however a candidate for the Office of the Chairperson to the Youth Advisory Committee, may be recommended by the outgoing Youth Advisory Committee. Provided further the member so recommended or any other Candidate to be proposed at the Annual General Meeting for that post shall have served as a Youth Member at least for a period of one year and become an Ordinary or Life Member at the time of the election and also be under the age of 25 years during the tenure of his/her office as Chairperson of the Youth Advisory Committee.

- (e) The election of a firm of auditors every two years. Auditors who are appointed at an Annual General Meeting is deemed to be reappointed at the following Annual General Meeting unless:
- (a) He is not qualified for re-appointment;
  - (b) The Association resolves at that meeting to appoint another firm in its place;  
or
  - (c) The firm of auditors has given notice to the Association that it does not wish to be re-appointed.
- (f) All other business which are required by the Act or these Presents to be transacted by the Association in General Meeting, shall be transacted at Extraordinary General Meetings of the Association.

27. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided not less than 30% of the members who are eligible to vote shall be a quorum.
28. If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting if convened on the requisition of the Members shall be dissolved. In any other case, it shall stand if at such 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.
29. The Honorary President of the Association shall preside as Chairperson at every General Meeting. If at any meeting, he shall not be present within 15 minutes after the time appointed for holding the same or shall be unwilling to preside, the Honorary Vice-President of the Association shall preside and in the absence of Honorary Vice – President, the members present shall choose some member of the National Council who shall be present to preside.

No business shall be discussed at General Meeting, except the election of Chairperson whilst the chair is vacant.

30. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting, save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by secret ballot if requested by more than 50% of the voting members present and a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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 the resolution.

Provided that a resolution signed and communicated through Electronic Communication shall be as effective as a resolution submitted at a General Meeting duly convened and held if the same satisfies the requirements of Section 144 of the Act.

32. In case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote. In the event of a tie for election of Office – Bearers or National Council Members, he may, in his absolute discretion, decide the issue by the drawing of lots.

#### **VOTES OF MEMBERS**

33. On a show of hands or poll every Member entitled to vote shall have one vote.
34. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote at any General Meeting.

35. Votes shall be given on a show of hands or by Secret Ballot in person only. A Corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act.
36. No proxies shall be allowed in voting.

#### NATIONAL COUNCIL OF THE ASSOCIATION

37. (a) Composition – There shall be a National Council Consisting of:-
- (i) The 6 office Bearers of the Association;
  - (ii) The Chairpersons of the following Technical Advisory Committees duly elected under Article 26(e);
    - (1) Medical
    - (2) Outreach ;
    - (3) Finance and Administration;
    - (4) Social Marketing Programme (SMP); and
    - (5) Youth
  - (iii) The Executive Director (ex-officio without the right to vote); and
  - (iv) not more than three (3) co-opted members without the right to vote, and one of the co-opted members shall be the immediate past President of the Association.
- (b) At least Fifty percent (50%) of the members of the National Council shall be women and the National Council shall consider Twenty percent (20%) of its members to be youth members.
- (c) The National Council may invite suitable individuals to its meetings as and when their presence is required by it. However, persons so invited shall not have the right to vote.
- (d) **Right to Vote:** Except the office bearers of the Association and the five (5) Chairpersons of the five (5) Technical Advisory Committees elected under 26 (e), no other person constituting the National Council shall have the right to vote at the meetings of the National Council.
- (e) **Powers and Functions:** Subject to the general control and direction of the Association in General Meeting the Council shall be vested with –
- (i) the formulation of the policy of the Association and submitting same for the approval of the Association in General Meeting;
  - (ii) the overseeing the management and control of the affairs of the Association;
  - (iii) the control of the financial affairs of the Association;
  - (iv) the responsibility of preparing a Composite Report for each financial year of the work carried out by the Council and various Committees of the Association and submitting same to the Association at its Annual General Meeting ensuing immediately after the close of the financial year to which the report relates;
  - (v) the power to appoint the Executive Director;

- (vi) the power to appoint Special Committees for Project Implementation including appointing Chairpersons of Standing and Temporary Committees;
  - (vii) the power to focus on risk management and delegation;
  - (viii) to establish an appropriate framework of controls so as to provide due evidence of accountability for resources received, and their allocation, disbursement and application.
  - (ix) the appointment of a Secretarial Company every 2 years as the Company Secretaries to conduct and perform the Company Secretarial functions and its term of office shall be limited for 2 years.
38. The National Council may from time to time and at any time appoint any member of the Association as a member of the National Council, to fill a casual vacancy. A National Council member elected to fill any casual vacancy may hold office only for the period up to the next Annual General Meeting.
39. The National Council may meet as often as it is deemed necessary for the despatch of business adjourn and otherwise regulate its proceedings as it thinks fit or necessary, but it shall meet at least once in three months of each year, provided that no default in holding such meeting shall be deemed to have taken place if such meeting was held within 15 days of its due date. Decisions shall be taken by a majority vote on a show of hands or by Secret Ballot. In the case of an equality of votes, the Chairperson shall have a casting vote apart from the vote he is entitled to as a member of the Council.
40. Subject to powers of revision by a special resolution of the Association in General Meeting assembled the National Council shall be the supreme controlling authority over the activities of the Association and allied matters. Special Committees, as well as ad hoc committees shall make regular reports to the National Council on matters pertaining to their responsibilities.

#### NATIONAL COUNCIL MEETINGS

41. On a requisition by not less than five (5) members of the membership of the National Council and within 30 days of its receipt the Honorary General Secretary shall summon a meeting of the National Council, provided that such requisition states the nature of the business to be transacted, when business shall be specifically described in the Notice convening such meeting. No other business shall be transacted at such meetings save and except the business specified in such requisition, provided that where there are two or more such requisitions such meeting requisitioned may at the discretion of the Honorary General Secretary be combined and such business transacted at the one and the same meeting.
42. A notice convening any meeting of the National Council shall be sent to all members of the National Council not less than twenty-one days before the meeting with an agenda for the meeting. A member of the National Council who is absent from the Island shall not be entitled to the notice of the meeting. The Honorary President may convene an emergency meeting of the Council for a specific purpose with forty-eight hours notice.
43. Any resolution for consideration at any meeting of the National Council must be received by the Honorary General Secretary of the Association not less than fourteen days before the date appointed for the meeting.
44. The President of the Association shall be the Chairperson of the National Council and in the absence of the Chairperson from any meeting a Vice-President of the Association

shall chair the meeting. In the absence of both the President and the Vice-President the members of the Council present shall choose one of their members to be chairperson of the meeting. No business shall be transacted while the chair is vacant.

### HONORARY OFFICERS

45. The National Council may appoint such other Honorary Officers for such periods and subject to such conditions, as it may deem fit for facilitating the carrying out of the objects of the Association.

### EXECUTIVE DIRECTOR.

46. The Association shall have an Executive Director appointed by the National Council on such terms and conditions as the National Council shall deem fit. The interview panel for such recruitment shall be convened by the Honorary President and shall include a minimum of five other members of the National Council preferably inclusive of the Honorary General Secretary and the Honorary Treasurer and two other members who are competent and experienced in recruitment interview techniques. The services of professionals who are not members of the Association may also be utilized.

A three (3) year contract may be offered on successful completion of a six month probationary period. This can be extended up to the age of sixty (60) by annual extensions of one year each after reaching the age of fifty five (55).

The contract may be terminated by giving three (3) months written notice by either party and shall be in accordance with the prevailing labour laws of the country.

Such Executive Director shall-

- (a) be a full time officer of the Association;
- (b) be in overall charge of the Staff of the Association with power in relation to such staff to take such disciplinary measures as he thinks fit and to take action on all matters concerning the cadre, employment and retrenchment of staff and all other matters incidental thereto;
- (c) be under the general supervision and control of the National Council;
- (d) manage the Association's activities according to the approved work plan and budget and its policies as decided by the National Council and carry out such work and duties as may from time to time be assigned by the National Council;
- (e) in the carrying out of such work and discharging such duties observe and comply with all resolutions and directions as may from time to time be made or given by the National Council; and
- (f) attend all meetings of the Association including the National Council and the Technical Advisory Committees, without the right to vote.

### TRUSTEES

47. The Association may set up Trusts for various purposes and the number of Trustees and the terms and conditions of such Trusts shall be determined by the National Council functioning at the time of the execution of the said Deeds of Trust. The Members of such Trusts shall be nominated by the National Council.

48. The National Council shall have the power to extinguish the Trusts created by the Council.

### **BORROWING**

49. The National Council may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof.

### **RULES**

50. The National Council shall have power from time to time to adopt and make alter or revoke Rules for the regulation of the Association and otherwise for the furtherance of the purpose for which the Association is established, provided that such Rules are not repugnant to the Articles of Association. All such Rules for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by Special Resolution of the Association. No member shall be absolved from such Rules by reason of his not have received a copy of the same, or of any alterations or additions thereto or having otherwise no notice of them.

It is expressly declared that without prejudice to the power of the National Council to make Rules on other matters the following shall be deemed to be matters which may be governed by Rules within the meaning of this Article, that is to say-

- (a) As to the persons eligible for membership of the Association and application therefore; as to the conditions on which persons shall be admitted to membership of the Association; as to entrance fee (if any) payable in respect of membership and as to the annual, quarterly or other subscriptions or payments (if any) to be payable by the members of the Association and the effect of non-payment of any moneys due from a member and as to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the Association.
- (b) As to committees as is herein provided; as to committees of members in connection with various fields of the Association's activities and as to the improvement, removal, qualification, duties, functions, power and privileges of members of such committees.
- (c) As to the standard and conduct of services rendered to the public and charges there for; as to the duties of Honorary Officers, staff or employees of the Association and their obligations and rights to attend meetings of the Association, the National Council, and other committees if any; as to the professional qualifications, training, and conditions of service.



## QUORUM

51. The quorum for carrying out the business of a meeting of the National Council or the Technical Advisory Committee or any other duly appointed body shall be a majority (of not less than one half plus one) of the membership (who are eligible to vote) of the relevant body.

## DISQUALIFICATION OF HONORARY OFFICERS AND MEMBERS OF THE NATIONAL COUNCIL.

52. An Honorary Officer's appointment shall be terminated and the office of a Member of the National Council shall be vacated :
- (a) If he becomes a member of staff or assume any office of profit under the Association contrary to the provisions herein ;
  - (b) If a receiving order is made against him or he makes any arrangement or composition with his creditors or he is judged by a court to be bankrupt;
  - (c) If he becomes of unsound mind;
  - (d) If he ceases to be a member of the Association;
  - (e) If by notice in writing to the Association he resigns his office;
  - (f) If he is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest as required by Article 14(k)herein or by law;
  - (g) If he has been sentenced to imprisonment by a court of law;
  - (h) If he absent himself from three (3) consecutive meetings of the National Council without cause;

he shall be removed from membership (except in the case of (d) and (e) above) by ordinary resolution and shall not be eligible for re-election for a period of five (5) years from the date of such removal.

## MISCELLANEOUS PROVISIONS RELATING TO THE NATIONAL COUNCIL

53. A meeting of the National Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Articles of the Association for the time being vested in the National Council. A meeting shall be convened and held either electronically or in person.
54. The National Council may delegate any of their powers to committees consisting of such member or members of the Association as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the National Council. The meetings and proceedings of any such committees shall be governed by the provisions of these presents for regulating the meetings and proceedings of the National Council.
55. Any Committee of the National Council shall consist of such numbers of persons as the Council or the Committee may determine but at least one member of any such sub-committee shall be a member of the National Council and the Honorary President of the Association and the Honorary Treasurer of the Association and the Honorary General Secretary of the Association shall be ex-officio members of every sub-committee of the National Council.

56. All acts bona fide done by any meeting of the National Council or of any committee of the National Council or by any person acting as a member of the National Council shall notwithstanding it to be afterwards discovered that there was some defect in the appointment or continuance in office by any such member 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 or had duly continued in office and was qualified to be a member of the National Council.
57. The National Council shall cause proper minutes to be made of all appointments of officers made by the National Council and shall also cause proper minutes to be made of the proceedings of all meetings of the Association, the National Council and all minutes, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
58. A resolution in writing signed or forwarded through Electronic Communication by all the members for the time being of the National Council or of any committee of the National Council who are entitled to receive notice of the meeting of the National Council or of such committees shall be as valid and effectual as if it had been passed at a meeting of the National Council or of such committees referred to above duly convened and constituted.

#### **THE SEAL**

59. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the National Council and in the presence of at least one member of the National Council and of the Company Secretary of the Association, and the said member and Company Secretary of the Association shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **TECHNICAL ADVISORY COMMITTEES**

60. There shall be 5 Technical Advisory Committees for such subjects as-
- i. Medical;
  - ii. Outreach ;
  - iii. Finance and Administration;
  - iv. Youth; and
  - v. Social Marketing Programme (SMP).

appointed by the National Council at its first meeting after every Annual General Meeting. The total membership of any of these committees shall not be less than ten (10) including the Chairperson. The National Council may invite technically competent persons in the relevant field to serve on these Committees. Such members or invitees shall serve on the Committees from the date of appointment until the next Annual General Meeting is held. Each of these Committees shall meet at least once in three (3) months to review the implementation of the Plans and Programmes in the area assigned by the Council to such Committee and prepare and submit reports thereon to the Council through the Chairperson of the Committee.

## HONORARY OFFICERS

61. The Honorary officers of the Association shall be the following:-
1. President
  2. Vice President
  3. General Secretary
  4. Treasurer
  5. Assistant Secretary
  6. Assistant Treasurer
  7. Chairpersons of the Technical Advisory Committees.

These Officers shall be elected in accordance with the provisions in Article 26.

62. They shall be elected by a majority of the voting members present provided always that a quorum is present at the time of the vote. No person may hold more than one Honorary office at any given time.
63. Nominations shall be submitted on the form prescribed, by any member eligible so to do and signed and dated by the nominating member and his or her supporter. They should be received by the Honorary General Secretary at the head office not less than (fifteen) 15 days before the date of the Annual General Meeting at which elections are held.

The Honorary General Secretary shall obtain the written consent of the nominee not less than Ten (10) days before the Annual General Meeting at which elections are held.

## THE PRESIDENT

64. The President shall chair all meetings of the National Council and shall represent the Association as and when necessary.
65. As the Chairperson of the National Council the Honorary President shall:
- (a) motivate and evaluate the way these bodies function.
  - (b) monitor attendance at National Council meetings and follow-up on absent members.
  - (c) ensure new National Council members are oriented fully and are provided with all documents needed, e.g., strategic plans, policy manuals, recent minutes.
  - (d) lead by example in advocacy and external affairs and in resource mobilization.
  - (e) select the chairs of committees and task forces, unless provided otherwise in the Association's constitution.
  - (f) work with the Honorary General Secretary and the Executive Director in setting the agenda for National Council Meetings.
  - (g) initiate and participate in the annual evaluation of the Executive Director.

## VICE PRESIDENT

66. The Honorary Vice-President shall assist the Honorary President in the performance of the duties of that office and carry out such other duties as may be determined by the National Council by regulation.

## TREASURER

67. The National Council shall from time to time determine the powers and duties of the Treasurer of the Association and at their discretion may remove or suspend him/her from office and upon any such removal or suspension may appoint another in his/her place.
68. The National Council may also at any time appoint a temporary substitute for the Treasurer, who shall for the purpose of these articles be deemed to be the Treasurer.
69. All moneys payable to the Association shall be received by the Treasurer or such other officer of the Association or such bank as the National Council shall appoint to receive the same. The receipt of the Treasurer or such other officer or bank shall be a sufficient discharge.
70. The Treasurer shall:
- i. ensure the safekeeping of all funds and assets;
  - ii. ensure that all funds are expended for the purposes for which intended;
  - iii. ensure that an appropriate financial policy framework is in place to guide the Association's financial decision making;
  - iv. develop a close understanding of the key assumptions included in the Association's financial planning and its annual work programme budget;
  - v. advise the National Council on major financial issues which arise and which maybe outside the boundaries of management responsibility;
  - vi. ensure new National Council members are oriented fully about their financial responsibilities and are provided with all relevant documents;
  - vii. where necessary and appropriate, provide financial insight and expertise to the Audit Committee (where one exists) and to any sub-groups which may be established by the National Council to deal with specific financial issues;
  - viii. develop an understanding of the key features of the Association's internal control system and procedures and to ensure that its financial integrity is sound;
  - ix. where necessary and appropriate, provide support and advice to the Executive Director;
  - x. ensure that an annual audit of the accounts and books are carried out according to generally accepted accounting principles and standards;
  - xi. present the audited accounts to the National Council for review.

### **ASSISTANT TREASURER**

71. The Assistant Treasurer shall assist the Treasurer in the performance of the duties of that office and carry out such other duties as may be determined by the National Council by regulation

### **GENERAL SECRETARY**

72. The General Secretary shall:
- i. ensure that suitable membership records (including addresses) and other records relating to the legal status of the Association are maintained;
  - ii. arrange for notice of meetings to be sent out in good time;
  - iii. in consultation with the Honorary President and the Executive Director arrange the preparation and distribution of the agenda for National Council Meetings;
  - iv. keep a record of all persons attending meetings of the National Council;
  - v. arrange for the minutes of National Council meetings to be taken and, in consultation with the Honorary President and Executive Director, for draft minutes to be distributed to members;
  - vi. arrange for the minutes of the meetings of any subsidiary bodies to be taken and, in consultation with the relevant chairpersons and the Executive Director, for draft minutes to be distributed to members;
  - vii. ensure that the originals of the approved and signed minutes of all the National Council and those of all other duly appointed subsidiary bodies, are kept on file at the headquarters office;
  - viii. provide advice and guidance on procedural matters arising in the conduct of National Council meetings and those of any subsidiary committees;
  - ix. ensure that the Association meets all its statutory responsibilities, including any registration requirements, and liaise with the relevant authorities; and
  - x. provide advice and guidance on legal issues. .

### **ASSISTANT GENERAL SECRETARY**

73. The Assistant General Secretary shall assist the Honorary General Secretary in the performance of the duties of that office and carry out such other duties as may be determined by the National Council by regulation

### **BANKERS**

74. Bank Accounts may be kept in the name of the Association at such bank or banks as the National Council shall from time to time approve.

### **ACCOUNTS**

75. The National Council shall cause proper books of accounts of the Association to be kept with respect to-
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure takes place;

- (b) all sales and purchases of goods by the Association; and
  - (c) the assets and liabilities of the Association.
76. The books of accounts shall be kept at the office of the Association, or, subject to Section 116 of the Act at such other place or places as the National Council shall think fit, and shall always be open to the inspection of the members of the National Council.
77. At the Annual General Meeting of the Association in every year the National Council shall lay before the Association a proper Income and expenditure Account for the period since the last preceding account (or in the case of the first account, since the incorporation of the Association) made up to a date not more than nine months before such a meeting, together with a proper Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by proper reports of the National Council and the Auditors, and copies of such account, Balance Sheet and Reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than fourteen clear days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner in which notices are directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

#### AUDIT

78. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditors.
79. Auditors shall be appointed and their duties regulated in accordance with Section 154 of the Act
80. (1) There shall be an audit committee comprising of the following:
- (a) A co-opted member of the National Council to be the Chairperson, who is not an office bearer;
  - (b) The Treasurer of the National Council, who shall be a member without a vote; and
  - (c) Four other members appointed by the National Council, who are not members of the National Council;
- (2) The Audit Committee shall meet at least twice a year;
- (3) The Internal Auditor and a representative of the external auditors shall attend all meetings of this Committee;
- (4) The Audit Committee shall be vested with the following powers:
- (a) It will review the Association's Financial Statements each year and make a recommendation to the National Council in order to facilitate National Council's review of the accounts of the Association;
  - (b) It will receive reports from the internal and external auditors;

- (c) It will review the internal and external audit reports, their strategies and plans;
- (d) It will recommend to the National Council ,following a tender exercise, the appointment of the external auditors every 2 years and recommend the auditors for annual re-appointment;
- (e) It will discuss any matters it deems appropriate but in particular, it will discuss any problems and/or reservations it may have regarding the reports, strategies, plans and/or general work of the internal and external auditors;
- (f) It will Review any changes proposed regarding the Association's financial regulations which shall include any proposed changes in the delegation of financial authority;
- (g) It will review schedule of losses, compensations and other special payments and make recommendations on the same to the National Council;
- (h) It will monitor the Associations policies on the standard of good business practice so that the National Council can be assured, at all times, that the Associations practices and implements the best possible business practices;
- (i) It will review on an annual basis the process put in place by the National Council to identify the major risks facing the organization and the steps taken to put controls to mitigate these risks

#### **LIABILITY AND INDEMNITY**

81. Subject to the provisions of the Act and these Articles every member of the National Council and of any Committee and the Auditor, Company Secretary or the Executive Director or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses incurred in the bona fide exercise of their duties or in relation thereto.

82. Insurance and indemnity

- (1) The Association may indemnify a member of the National Council or of any Committee or employee of the Association -
  - (a) for any costs incurred by him in any proceeding -
    - (i) that relates to liability for any act or omission in the capacity as such member or employee; and
    - (ii) in which judgment is given in his favour or in which he is acquitted or which is discontinued or in which he is granted relief under Section 526 of the Act.
  - (b) in respect of -
    - (i) liability to any person other than the Association, for any act or omission in his capacity as such a member or employee; or
    - (ii) costs incurred by that such a member or employee in defending or settling any claim or proceeding relating to any such liability not being criminal liability or in the case of such a member liability in respect of a breach of the duty specified in section

187 of the Act.

- (2) The Association may with the prior approval of the National Council effect insurance for such a member or employee of the Association in respect of: –
- (a) liability not being criminal liability, for any act or omission in his capacity as such a member or employee;
  - (b) costs incurred by such a member or employee in defending or settling any claim or proceeding relating to any such liability; or
  - (c) costs incurred by such a member or employee in defending any criminal proceedings in which he is acquitted.

- (3) For the purpose of this Article :–

“effect insurance” includes the payment, whether directly or indirectly of the costs of the insurance;

“indemnify” includes relief or excuse from liability, whether before or after the liability arises and “indemnity” has a corresponding meaning.

18.12.10/07-02-2011  
KN/RP/YM  
FPA-M&A-Clear (Convey)



relation thereto.

## WINDING- UP

Amended on  
17/12/2005

76. The provisions of clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

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

## Names, Addresses and Descriptions of Subscribers

- Sgd.** D.A.RANASINGHE  
Don Abraham Ranasinghe,  
82, Rosmead Place,  
Colombo 07.  
Professor of Obstetrics and Gynaecology,  
University of Ceylon, Colombo.
- Sgd.** EZLYNN DERANIYAGALA  
Ezlynn Isabel Amelie Deraniyagala,  
15, Racecourse Avenue,  
Colombo 07  
Barrister-at-Law
- Sgd.** S. CHINNATAMBY  
Dr. Siva Chinnatamby,  
No. 1, Hewa Avenue,  
Colombo 07.  
Gynaecologist.
- Sgd.** MUNNIE H. BILLIMORIA  
Munnie Homi Billimoria,  
19 1/1, Clifford Avenue,  
Colombo 03.  
Housewife.
- Sgd.** LEILAVATI BASNAYAKE,  
Maude Leilavati Basnayake,  
39, Elibank Road, Colombo 05.  
Housewife
- Sgd.** S.L. FERNANDO  
Sylvia Louise Fernando,  
5/28, Sulaiman Terrace,  
Colombo 05.  
Housewife.
- Sgd.** B. ALUVIHARE  
Bernard Aluvihare,  
26, Thurstan Road,  
Colombo 3.  
Adviser, Banking Development  
Central Bank of Ceylon.

Witness to the above signatures at Colombo, this eleventh day of March 1970.

**Sgd. V. GNANARATNAM COOKE,**  
*Proctor, Supreme Court of Ceylon and Notary Public,*  
*State Bank of India Building,*  
Colombo 1.