

ARTICLES OF ASSOCIATION

OF

VETERINARY ALUMNI ASSOCIATION OF PERADENIYA (VAAP), PRIVATE COMPANY LIMITED BY GUARANTEE

1. **The Name of the Company** is “Veterinary Alumni Association of Peradeniya”, abbreviated as “VAAP” (Herein after referred to as the “Association”).
2. **The registered office of the Association** will be located at the Faculty of Veterinary Medicine and Animal Science, University of Peradeniya, Peradeniya.
3. **Model Articles for Management of a Company limited by Guarantee** contained in the First Schedule to the Companies Act No.07 of 2007 (Herein after referred to as the “Companies Act”) shall apply to the Association and be deemed to be incorporated herewith except so far as they are herein expressly or by implication modified or excluded.
4. **In terms of Section 34 of the Companies Act**, the Association is a Company Limited by Guarantee and formed with the objective of carrying out charitable activities and accordingly, the Association shall apply its profits, if any, or income in promoting its objects, and prohibit the payment of any dividend or profit to, and the distribution of any Assets among its members.
5. **The expression “Veterinary Faculty of the University of Peradeniya”, hereinafter referred to as “the Veterinary Faculty”, shall include:**
 - (a) Department of Veterinary Science of the Faculty of Agriculture and Veterinary Science, University of Ceylon, Peradeniya from 1948 to 1973;
 - (b) School of Veterinary Science of the Faculty of Medical, Dental and Veterinary Science of the University of Sri Lanka, Peradeniya Campus from 1973 to 1980; and
 - (c) Faculty of Veterinary Medicine and Animal Science (FVMAS) of the University of Peradeniya, Sri Lanka from 1980 onwards.

6. **The Objects of the Association**

The Association does not involve in promotion of any political party activities and for the time being, the Association shall facilitate, conduct and promote the following charitable activities:

- (1) Encourage, foster and promote a close relationship between the Veterinary Faculty and its alumni, and also among the alumni themselves;
- (2) Offer constructive suggestions, guidance and support towards achieving academic excellence and to promote literary, recreational and cultural activities of the Veterinary Faculty;
- (3) Promote a close relationship between alumni and students of the Veterinary Faculty to support student welfare programmes;
- (4) Assist and support the efforts of the Veterinary Faculty in obtaining financial and other support both locally and internationally, by encouraging alumni and well-wishers;

- (5) Guide and assist alumni who have recently completed their courses of study to pursue higher education, obtain employment, and to engage in productive pursuits useful to society; and
- (6) Pursue any other activities consistent with the above objects of the Association.

7. Liability of the Members

- (1) The liability of the members is limited.
- (2) In the event of the Association being wound up while he or she is a member, or within one year after he or she ceases to be a member, every member undertakes to contribute such amount as may be required, not exceeding Rupees one thousand, to the assets of the Association for payment of the debts and liabilities of the Association contracted before he or she 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 among themselves.

8. The Powers of the Association

Association has the power to do anything within the law that may promote or may help to promote the Objects; in particular, the Association has the following powers:

- (1) To purchase, take on lease or in exchange, hire property, plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patent rights, copyrights, licenses and the like;
- (2) To maintain, sell, let, mortgage, dispose of property, plant, equipment or assets of any other description, that belongs to the Association, subject to such consents as may be required by law;
- (3) To prepare, print, produce, publish, or otherwise circulate, reports, surveys, books, articles, brochures, programs for radio, television and all communication media as the Association may think fit,
- (4) To borrow or raise money for the Objects on such terms, and on such security, as may be thought fit with such consents as are required by law; provided that the Association shall not undertake Taxable Trading activities;
- (5) To present, produce, promote, organize, manage and conduct any public meetings, performances, lectures, classes, debates, conferences, libraries, demonstrations or exhibitions;
- (6) To take and accept any gift of money, property or other assets for any one or more of the Objects;
- (7) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription or otherwise, provided that the Association shall not undertake any Taxable Trading activities in raising funds for its Objects;
- (8) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (9) To invest moneys of the Association not immediately required for its purposes or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and to set aside funds for special purposes or as reserves;

- (10) To make any donations in cash or assets, or establish or support or aid in the establishment or support of, and to lend money (with or without security) to or for, any charitable associations or institutions with objects similar to the Objects of the Association;
- (11) To undertake and execute charitable trusts; subject to the provisions contained in these Articles, to engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise, organize, carry on the work of and advise the Association;
- (12) To grant retirement benefits to employees or former employees of the Association and to the widows, widowers, children and other dependents of deceased employees who are in necessitous circumstances, and to pay retirement benefits for employees or former employees of the Association, their widows, widowers, children and other dependents as required by the applicable law;
- (13) To amalgamate with any companies, bodies, societies or associations which shall be charitable by law and have objects broadly similar to the Objects and prohibit payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent in the case of members of the Association by these Articles;
- (14) To pay out of funds of the Association the reasonable and proper costs, charges and expenses necessary for the formation and registration of the Association;
- (15) To give and receive guarantees and indemnities;
- (16) To promote or undertake study or research and disseminate the results of such research;
- (17) To provide or procure the provision of services, education, training, consultancy, advice, support, counseling, guidance, grants, scholarships, awards or materials in kind and to enter into contracts and grant agreements in respect of the same and to act as agent on behalf of any third party or as principal in respect of such activities; and
- (18) To do all such other lawful things as are necessary for the attainment of the Objects.

9. Use of Profit, Income and Properties of the Association

- (1) The profits, income, capital and property of the Association shall be applied solely towards the promotion of its Objects 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 members of the Association and no director of the Association shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association, provided that nothing herein shall prevent any payment in good faith by the Association.
- (2) Reasonable and proper remuneration to any member, officer or employee of the Association, not being a director, for any services rendered to the Association and of reasonable travelling expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Association.
- (3) Reasonable and proper remuneration of Director hereafter called "member of the executive committee" for services actually rendered to the Association (except for services rendered in his capacity as a member of the committee or trustee), provided that:
 - (a) The number of members of the committee so remunerated in any accounting period shall not exceed a majority of the Board of Directors hereafter called "Executive Committee";
 - (b) That no resolution to approve such remuneration to a member of the committee shall be effective unless it is passed at a meeting of the Executive Committee;
 - (c) Such member of the committee shall not vote on any resolutions relating to his engagement by the Association;

- (d) The remuneration or maximum remuneration payable to the member of the committee shall be set out either in the resolution approving such remuneration or in a written agreement between the member of the committee and the Association.
- (4) Reasonable and proper rent for premises demised or let by any member of the Association or of any member of the committee.
- (5) Reasonable out-of-pocket expenses incurred by any member of the committee for:
 - (a) any premium in respect of any indemnity insurance to cover the member of the committee (or any of them) from and against all such risks incurred in the course of the performance of their duties as may be thought fit, provided that any such insurance must not extend to any claim arising from criminal neglect, deliberate default, breach of trust or breach of duty on their part or to any claim arising from any act or omission which such person knew to be a breach of trust or breach of duty or which was committed by such person in reckless disregard as to whether it was a breach of trust or breach of duty or not; and
 - (b) any indemnity against liabilities incurred in the performance of his or her duties permitted by the Articles of the Association.

10. Alteration to Articles of the Association

- (1) No alterations to these Articles may be made which would cause the Association to cease to be a charity in law. Other alterations to these Articles may only be made by special resolution.
- (2) Alterations may only be made to:
 - (a) The Objects or
 - (b) Any clause of the Articles which
 - i. Directs the way the property of the Association is to be applied on dissolution or
 - ii. Would provide authorization for reasonable and proper benefit to be obtained by the member of the committee or members of the Association.
- (3) Prior written approval of the Companies Registrar must be obtained for all the alterations to be made after incorporation of Association as required under section 34 (4) of the Companies Act and all future copies of the Articles issued must contain the alteration.

11. Winding Up and Transferring of Remains of the Association

If upon the winding-up or dissolution of the Association, remains, if any, after satisfaction of all debts and liabilities, shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable body or bodies having objects similar to the Objects and prohibit the distribution of its or their income, capital and property to an extent at least as great as is imposed on the Association under or by virtue of clauses contained in these Articles, such body or bodies to be determined by the members of the Association before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

12. The Dean of the FVMAS shall be the Patron of the Association.

The Dean shall be invited to all meetings of the Association and may attend in his capacity as the Patron, but shall not have voting rights.

13. Members of the Association

(1) Eligibility Criteria

Membership of the Association shall consist of two categories as given below and both such categories shall be for the lifetime of the person:

(a) Regular Member

Any person who has received a degree, at any level, from the Veterinary Faculty;

Or

Any graduate of a recognized institute other than the Veterinary Faculty who is or has been a member of the academic staff of the Veterinary Faculty for a minimum period of three years.

(b) Honorary Member

Any person who is not eligible to be a regular member and has rendered distinguished service to the Veterinary Faculty and / or to the Association.

(2) Admission to Membership

(a) Regular Membership:

- i. An application shall be made to the Association on the prescribed form;
- ii. The application shall be approved by the Executive Committee; and
- iii. The lifetime membership fee shall be paid as prescribed from time to time in the By-laws.

(b) Honorary Membership:

- i. Nomination by Executive Committee of the Association; and
- ii. On a simple majority approval at an Annual General Meeting of the membership of the Association.

(3) There is no limit on the number of members of the Association.

(a) All the members have the right to attend meetings of the Association.

(b) Every member of the Association shall sign the register of members on becoming a member.

(c) There shall be no joint members.

14. Cessation of Membership of the Association

A member will cease to be a member on:

- i Death;
- ii Rendering of resignation; or
- iii Removing from membership on disciplinary grounds as specified on the By-laws.

15. Meetings of Members of the Association

(1) Annual General Meeting (AGM)

The Association may hold an AGM in addition to any other meetings in that year, if the Executive Committee elects to call such a meeting, and shall describe it as an AGM in the notice calling the meeting. The AGM shall be held at such time and place as the Executive Committee decides.

(2) General Meeting

(a) The members of the Executive Committee may call a general meeting whenever it thinks fit.

- (b) A general meeting may also be called by members of the Association holding at least ten per cent of the voting rights of all the members entitled to vote at general meetings in accordance with the Companies Act.

16. Notice of Meetings of the Association

- (1) An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in writing and these notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice.
- (2) The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to every member and everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent of the members entitled to attend and vote at it.
- (3) "Clear" means not counting the day on which the notice is received (or is treated as being received under these Articles) by the members, and not counting the day of the meeting itself.
- (4) If by accident, notice of a meeting is not given to a person who is entitled to receive notice of that meeting that will not invalidate the proceedings at the meeting.

17. Quorum and Proceedings at a Meeting of Members

- (1) Quorum is thirty members or 1/3 (one third) of general membership, whichever is less, present in person or by proxy holder, who is entitled to vote on the business to be transacted at the meeting.
- (2) No business may be transacted at any general meeting unless a quorum of members is present within half an hour before the time set for meeting.
- (3) However, if there is no quorum present within half an hour after the time set for the meeting, it shall be dissolved if it was called by a members' requisition and in any other case it shall be 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 Executive Committee decides and it will not be necessary to give notice of the adjourned meeting. If there is no quorum present within half an hour after the time set for the adjourned meeting, the members present shall be a quorum.
- (4) If a meeting is quorate, the chairperson may, with the consent of the members present at the meeting (and shall, if a majority of them direct him to do so) adjourn the meeting to another time and (if he or she thinks fit) another place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It will not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, unless the meeting is adjourned for 30 days or more, in which case, notice of the adjourned meeting must be given as in the case of the original meeting.
- (5) The chairperson of the Executive Committee shall preside as chairperson at every general meeting of the Association, or if there is no chairperson of the Executive Committee or if he or she is not present within 15 minutes after the time set for the meeting or is unwilling to act as chairperson, the members of the Executive Committee present shall elect the chairperson of the meeting.

18. Attending Meetings and Voting

Both regular and honorary members have right to attend meetings of the Association. However, while regular members have the right for voting at meetings and for holding positions in the Executive Committee, honorary members do not have the right for voting at meetings and for holding positions in the executive committee.

19. Appointment of a Proxy

- (1) A member of the Association may appoint a person as his proxy to attend general meetings in his place and to speak at such general meetings and to vote by show of hands or on a poll. A proxy need not be a Member of the Association. Appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or any adjournment thereof.
- (2) If members are to be given an opportunity of voting for or against a resolution or resolutions, the form of proxy shall contain voting instructions on each resolution to be completed by the member. The form will also state that unless otherwise instructed, the proxy will vote as he/she thinks fit.
- (3) A written form of proxy must be received at the Office not less than 24 hours before the time set for the meeting or the adjourned meeting. When calculating this period, any part of a day that is not a working day shall not be counted.
- (4) A form of proxy may be sent by electronic communication only where an address has been specified for the purpose of receiving electronic communications in the notice convening the meeting or in the form of proxy sent out by the Association in relation to the meeting, in which case, the form of proxy must be received at that address not less than 24 hours before the time set for the meeting or adjourned meeting.
- (5) A form of proxy will not be valid unless it is deposited, delivered or received in the manner described above. In this Article and the next, "address" in relation to electronic communications, includes any number or address used for the purposes of such communications.

20. Revocation of Proxy

The appointment of a proxy may only be revoked by a notice of revocation received by the Association by the same means as permitted for sending the form of proxy, before the start of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise on the same day as the meeting or adjourned meeting) the time set for taking the poll. Unless the notice of revocation is received by the Association in time, a vote given or poll demanded by a proxy for a member will be valid.

21. Casting of Votes

- (1) At any general meeting, a resolution put to the vote at the meeting is decided by a show of hands by members unless a poll is demanded. A poll may be demanded, before or after the result of the show of hands is declared, by members not less than five having voting rights at the meeting.

- (2) The chairperson of a members' meeting is not entitled to a casting vote and no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment.
- (3) Members may vote by proxy.

22. Amendment to a Proposed Resolution

- (1) An amendment may be proposed to any resolution proposed as an ordinary resolution, provided that such amendments are within the scope of the notice of the meeting and are no more onerous on the Association than the original text of the resolution and that the amendments do not have the effect of negating the substantive resolutions.
- (2) In the case of a resolution duly proposed as a special resolution, no amendment thereto (other than amendment to correct a patent error) may in any event be considered or voted upon.

23. Written Agreement to Resolution

- (1) Except in the case of a resolution to remove a member of the committee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held, but for the resolution to be valid:
 - (a) It must be in Writing;
 - (b) In the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be signed by at least 60 per cent of all those members (or their duly authorized representatives) entitled to receive notice of and to attend general meetings;
 - (c) In the case of an ordinary resolution it must be signed by a majority of all those members (or their duly authorized representatives) entitled to receive notice of and to attend general meetings;
 - (d) It may consist of two or more documents in identical form signed by members; and
 - (e) The passing of the resolution must comply with any other requirements of the law from time to time.
- (2) A written resolution is passed when the required majority of eligible members have signified their agreement to it.

24. Validity of a Resolution

At any meeting, a regulation cannot be made that overrides the Companies Act or Articles that invalidates any prior act of the members of the committee which would otherwise have been valid.

25. The Make-up and Election of the Executive Committee

The members of Executive Committee shall consist of not less than twenty-three office bearers elected at the AGM as follows, and there shall be no maximum number of the Executive Committee.

- (1) Appointment of sixteen (16) number of Committee members by the Association members
 - President
 - President - Elect
 - Two Vice Presidents
 - General Secretary

- Assistant Secretary
 - Treasurer
 - Assistant Treasurer
 - Editor
 - Seven Committee members
- (2) Automatic appointments of three (3) number of Committee members from the immediate previous Executive Committee
- President
 - General secretary
 - Treasurer
- (3) Automatic appointments of four (4) number of ex-officio members
- Director General, Department of Animal Production and Health
 - President, Sri Lanka Veterinary Association
 - President, Veterinary Council of Sri Lanka
 - President, Sri Lanka College of Veterinary Surgeons
- (4) Honorary Advisors
- The Executive Committee may appoint previous office bearers of the Association as Honorary Advisors for specific purposes and for a specified period of time, to advice on its activities as deemed necessary. Such advisors may be invited to meetings of the Executive Committee but shall not have the right for voting.

26. Period of Executive Committee holding office

Executive Committee members elected at the AGM shall hold office for a period of one year and are eligible to be re-elected at next AGM.

27. Notification of Change of Members of the Executive Committee to the Registrar of Companies

All appointments, retirements or removals of members of the Executive Committee must be notified to the Registrar of Companies.

28. Change in Make-up and Number of the Executive Committee

Modifications can only be made by an ordinary resolution of the members in a general meeting by a majority vote of the members present at the meeting.

29. Powers of the Executive committee

Subject to section 185 of the Companies Act that relates to the major transactions,

- (1) The activities and affairs of Association shall be managed by or under the direction or supervision of the Executive Committee;
- (2) The Executive Committee shall have the powers necessary for managing and for directing and supervising the management of the activities and affairs of the Association.

“Major transaction” means:

- (a) an acquisition of or an agreement to acquire whether contingent or not, assets of a value which is greater than half the value of the assets of the Association before the acquisition;
 - (b) a disposition of an agreement to dispose of, whether contingent or not, the whole or more than half by value of the assets of the Association;
 - (c) a transaction which has or is likely to have the effect of the Association acquiring rights or interests or incurring obligations or liabilities of a value which is greater than half the value of the assets before the acquisition; or
 - (d) a transaction or series of related transactions which have the purpose or effect of substantially altering the nature of the activities carried on by the Association.
- (3) However, the Association shall enter into any major transaction, if transaction is:
- (a) approved by special resolution;
 - (b) consented to in writing by all the shareholders of the Association; or
 - (c) one which the Association is expressly authorized to enter into by a provision in these Articles, which was included in it at the time of incorporation or duly amended subsequently.
- (4) Overseas Chapters
- (a) There shall be Overseas Chapters established for members residing abroad, to be decided as necessary by the Executive Committee, and as defined in the By-laws.
 - (b) Each Overseas Chapter shall appoint its office bearers and liaise with the Executive Committee in carrying out its activities.

30. Duties of the Executive Committee

The Executive Committee is at all times governed first by the Companies Act, second by these Articles, and third by any regulations in the By-laws. The Executive Committee shall have the duties set out in first schedule of the Companies Act, and in particular:

- (1) each member of the Executive Committee must act in good faith and in what he or she believes to be the best interest of the Association,
- (2) no member of the Executive Committee shall act or agree to act in a manner that contravenes any provision of the Companies Act, these Articles or By-laws of the Association

31. Meetings of the Executive Committee

- (1) The Executive Committee may meet, at least quarterly or more frequently, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- (2) Meeting of the Executive Committee shall be chaired by the president or in his absence by one of the vice - presidents.
- (3) Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the chairperson. If the votes are equal, the chairperson has a casting vote.
- (4) If any member of the Executive Committee or the General Secretary is requested by a member of the association, a meeting of members of the Executive Committee must be summoned.

32. Quorum of the Executive Committee

The quorum necessary for business to be done at an Executive Committee meeting shall be 1/3rd, unless the Association in a general meeting decides otherwise by ordinary resolution.

33. Vacancies on the Executive Committee

The Executive Committee may act despite any vacancy on the Executive Committee, but if the number of members falls below the quorum, it may act only to summon a general meeting of the Association.

34. Ending of Membership of the Executive Committee.

A member of the Executive Committee must cease to be a member of the Executive Committee if he or she:

- (1) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (2) becomes barred from membership of Executive Committee because of any order made under the Companies Act No. 07 of 2007; or
- (3) is considered by the Executive Committee to have become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (4) is directly or indirectly involved in any contract with the Association and fails to declare the nature of his or her interest in the proper way and the proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or
- (5) is removed from office by the members under the Companies Act; or
- (6) ceases to be a member of the Association for whatever reason.

35. Removal of a Member of Executive Committee at a General Meeting

- (1) A general meeting of the Association may remove any member of the Executive Committee before the end of his or her period of office irrespective of what the rest of these Articles or any agreement between the Association and the member may say.
- (2) Removal can take place only by the Association passing an ordinary resolution saying so. At least 28 days' notice must be given to the Association and at least 21 days' notice must be given to the membership. Once the Association receives such a notice it must immediately send a copy to the Executive Committee member concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

36. Removal of a Member of the Executive Committee by the Executive Committee

The Executive Committee may resolve by a majority of not less than three-quarters of the Executive Committee members present and voting that he or she be removed from the Executive Committee, if a member of the Executive Committee:

- (1) has conducted himself or herself in a manner which in the opinion of the Executive Committee is prejudicial to the interests of the Association or renders him or her unfit for membership of the Executive Committee; or
- (2) fails to attend three consecutive meetings of the Executive Committee;
- (3) However, member of the Executive Committee must be given at least 14 days' notice in writing of the resolution and shall have been permitted to have been present at the meeting and heard in his or her own defense.

37. Delegation of Powers of Executive Committee to Standing Committees

The Executive Committee may delegate the administration of any of its powers, subject to the matters referred in section 186 (2) of the Companies Act., to Standing Committees consisting of two or more of its members. A Standing Committee must conform to any regulations that the Executive Committee imposes on it, including any quorum requirements. In the absence of a specific rule, the quorum will be two members of the Standing Committee.

- (1) The members of the Executive Committee on the Standing Committee may (unless the Executive Committee directs otherwise) co-opt other individuals to serve on the Standing Committee.
- (2) All acts and proceedings of the Standing Committee must be reported to the Executive Committee as soon as possible.

38. Chairperson of Standing Committees

A Standing Committee may elect a chairperson of its meetings if the Executive Committee does not nominate one, and if at any meeting the Standing Committee's chairperson is not present within fifteen minutes after the appointed starting time, the members of the Standing Committee present may choose one of their numbers to be chairperson of the meeting.

39. Meetings of Standing Committees

- (1) Standing Committee may meet and adjourn whenever it chooses.
- (2) Questions at the meeting must be decided by a majority of votes of the members present.
- (3) Minutes of each meeting of a Standing Committee must be taken and entered in minute books as required and copies of these minutes must be given to all members of the Executive Committee.

40. Indemnity and Insurance

- (1) Subject to section 218(2), the Association shall indemnify every member of Executive Committee, auditor, secretary and employee out of the company's assets against following liability incurred in the course of defending any proceeding that relates to any act or omission in his capacity as member of Executive Committee, auditor or secretary:
 - (a) any liability incurred in connection with any negligence, default, breach of duty or breach of trust in relation to the Association,
 - (b) any liability incurred in connection with the activities in his official capacity as a member of Executive Committee of the Association,
 - (c) any other liability incurred as an officer of the Association.

- (2) This Article does not authorize any indemnity which would be prohibited or rendered void by section 218(1) of the Companies Act or by any other provision of law.
- (3) The member of Executive Committee may decide to purchase and maintain insurance, at the expense of the Association for the benefit of any relevant member of Executive Committee, auditor, secretary and employee in respect of any relevant loss.

41. The Keeping of Minutes

The General Secretary, in liaison with the Executive Committee, must have minutes entered in the minute books:

- (1) of all appointments of officers by the Executive Committee;
- (2) of the names of the member of Executive Committee and of Standing Committee present at each of its meetings and;
- (3) of all resolutions and proceedings at all meetings of:
 - (a) the Association;
 - (b) the members of Executive Committee;
 - (c) Standing Committees.

42. Interested Members of Executive Committee

- (1) Any member of the Executive Committee who is interested in a transaction to which the Association is a party must disclose that interest in accordance with section 192 of Companies Act.
- (2) Subject to paragraph (3) of this Article, any member of Executive Committee of the Association is interested in a transaction to which the Association is a party, if, and only if, the member of the Executive Committee:
 - (a) is a party to or will or may derive material financial benefit from the transaction;
 - (b) has a material financial interest in another party to the transaction;
 - (c) is a member of Executive Committee, officer or trustee of another party to, or person who will or may derive a material financial benefit from the transaction, being a party or person including that:
 - i is the parent, child or spouse of another party to or person who will or may derive a material financial benefit from the transaction; or
 - ii is otherwise directly or indirectly materially interested in the transaction.
- (3) A member of Executive Committee is not interested in a transaction to which the Association is a party, if the transaction comprises only the giving by the Association of security to a third party which has no connection with the members of Executive Committee, at the request of the third party, in respect of a debt or obligation of the Association for which the members of Executive Committee or another person has personally assumed responsibility in whole or in part, under a guarantee, indemnity or by the deposit of a security.
- (4) Paragraph (2) of this Article does not apply to any remuneration or other benefit given to a member of the Executive Committee in accordance with Article No 9.
- (5) A member of the Executive Committee who is interested in a transaction entered into or to be entered into by the Association, may subject to paragraph 2 of this Article:
 - (a) vote on a matter relating to the transaction;

- (b) attend a meeting of members of Executive Committee at which a matter relating to the transaction arises and be included among the members of Executive Committee present at the meeting for the purpose of a quorum;
 - (c) sign a document relating to the transaction on behalf of the Association; and
 - (d) do any other thing in his capacity as a member of the Executive Committee in relation to the transaction, as if he or she was not interested in the transaction.
- (6) A member of the Executive Committee who has information in his capacity as a member of Executive Committee or employee of the Association which would not otherwise be available to him, must not disclose that information to any person or make use of or act on the information, except:
- (a) for the purposes of the Association;
 - (b) as required by law; or
 - (c) in accordance with paragraph (7) of this Article.
- (7) A member of the Executive Committee may disclose, make use of or act on information if:
- (a) the members of Executive Committee are first authorized to do so by the Executive Committee under paragraph (8) of this Article; and
 - (b) particulars of the authorization are entered in the interests register.
- (8) The Executive Committee may authorize members of Executive Committee to disclose, make use of or act on information, if it is satisfied that to do so will not be likely to prejudice the Association.

43. Resolutions Approved in Writing and Telephonic Meetings

A resolution in writing signed by all the members of Executive Committee or any specific committee is as valid as if it had been passed at a properly held meeting of Executive Committee or Standing Committee held physically or electronically. The resolution may consist of several documents signed by one or more members of the Executive Committee or Standing Committee.

44. Validity of Acts Done at Meetings

If it is discovered that there was some defect in the appointment of a member of Executive Committee or that he or she was disqualified, anything done before the discovery at any meeting of the Executive Committee is as valid as if there were no defect or disqualification.

45. Company Secretary

- (1) The company must at all times have a company secretary and the members of Executive Committee may appoint the company secretary for such term and on such conditions as it thinks fit. The remuneration of the company secretary shall be agreed to by the members of Executive Committee and the secretary.
- (2) The Executive Committee may also remove the company secretary as and when the majority of the Executive Committee decides.

46. Actions of Members of Executive Committee and the Company Secretary

Where the Company Act or these Articles require something to be done by members of Executive Committee and the secretary, it should not be done by a member acting in both capacities.

47. Maintaining Bank Accounts and Payments

- (1) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments paid to the Association must indicate the name of the Association in full and be receipted by the Association and deposited in such Bank in credit of current account, savings account or deposit account of the Association as the Executive Committee may decide, from time to time.
- (2) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments of the Association shall be signed by two members of committee such as by the President, or General Secretary and by the Treasurer or Assistant Treasurer, in the absence of Treasurer.

48. Accounts

- (1) The Treasurer, in liaison with the Executive Committee, is responsible for maintaining proper books of account /accounting records in accordance with the law. In particular, the books of account / accounting records must show:
 - (a) all amounts received and spent by the Association;
 - (b) all procurements by the Association; and
 - (c) the assets and liabilities of the Association.
- (2) The books of account / accounting records must give a true, up-to-date and fair view of the state of the Association's affairs and the results of its operations for any financial period and must explain its transactions.

49. Financial Statements

- (1) The Executive Committee must, for an accounting period ending 31st March of each year, prepare:
 - (a) a statement of financial activities – Receipts and Payment account or Income and expenditure Accounts as applicable;
 - (b) a statement of financial position / balance sheet; and other explanatory notes to the statement of activities and financial position as at the date of ending the accounting period as required;
 - (c) a report by the Executive Committee on the state of the Association as required by the law; and
 - (d) such other reports, statements or accounts as are from time to time required by law.
- (2) The Executive Committee must file with the Companies Registrar the annual returns that are required.

50. Books Must be Kept at the Office

The books of account must be kept at the Registered Office or at other places decided and informed to the Registrar of Companies by the Executive Committee and must always be open to inspection by members of the Executive Committee.

51. Inspection of Books

The Executive Committee must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Executive Committee. A member who is not on the Executive Committee may only have the right to inspect books of

account or documents of the Association if the right is given by law or authorized by the Executive Committee or by the majority of the members at a general meeting.

52. Copies for Members

- (1) Documents must be sent to members of the Association at least 14 days before the date of the general meeting. These documents are:
 - (a) a copy of every financial statement (including every document required by law to be attached to it);
 - (b) a copy of any report from reporting accountants or auditors;
 - (c) a copy of the report of the Executive Committee; and
 - (d) any other document as decided by the Executive Committee.
- (2) This Article does not require a copy of these documents to be sent to anyone whose address the Association does not know.

53. Appointment of Reporting Accountants or Auditors

- (1) The Association shall appoint a chartered accountant or a firm of chartered accountants being properly qualified reporting accountants or auditors.
- (2) At every annual general meeting, the Association must appoint a chartered accountant or a firm of chartered accountants being properly qualified reporting accountants or auditors for the following year in accordance with section 154 of the Act.
- (3) An auditor who is appointed at an annual meeting is deemed to be reappointed at the following annual meeting, unless:
 - (a) he or she is not qualified for re-appointment;
 - (b) the Association resolves at that meeting to appoint another person in his or her place; or
 - (c) the auditor has given notice to the Association that he or she does not wish to be re-appointed.

54. Service of Notices

- (1) The Association may give notice to any member either personally or by delivering it or sending it by ordinary post, e-mail or fax to his or her registered address. Any notice will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If a notice is sent by post to address it will be treated as having been received three days after the envelope containing it was posted. Notices sent by e-mail or fax will be treated as having been received 24 hours after transmission, even if a subsequent hard copy is sent. Notices left at a shareholder's registered address or such other postal address as notified by the member to the Association for the purpose of receiving communications from the Association shall be deemed to have been received on the day it was left.
- (2) A member who gives to the Association an address at which notice may be given to him or her, or an address or fax number to which notices may be sent by electronic means, shall be entitled to have notices, documents or other information sent to him or her at that address, but otherwise no such member shall be entitled to receive any notice, document or other information from the Association.

- (3) Any document or information to be given or sent to any person by the Association is also to be treated as given or sent, supplied, delivered or is sent in electronic form.

55. Parties Who Are Entitled to Notice of General Meetings

- (1) Notice of every general meeting must be given to:
 - (a) every member and honorary member except those members who have not given the Association an address for notices;
 - (b) the reporting accountants or auditors of the Association; and
 - (c) company secretary.
- (2) No one else is entitled to receive notice of general meetings, but notices may be sent to certain people (as the Executive Committee may decide) for information only.

56. Formulation of By-Laws

The Association has the authority and responsibility to create and maintain By-laws governing the business, administration and responsibilities of the Association in accordance with its Objects as stated in Article 6.