

The Companies Act No 07 of 2007

ARTICLES OF ASSOCIATION
OF

**COLLEGE OF MEDICAL
EDUCATIONISTS**

**ARTICLES OF ASSOCIATION
OF
COLLEGE OF MEDICAL EDUCATIONISTS**

The regulations (applicable to a company limited by guarantee) contained in the first schedule to the Companies Act No. 7 of 2007 shall apply to the company, except in so far as they are repeated or contained in these Articles, but subject to repeal, alteration or addition by Special Resolution provided that the same shall have been previously submitted to and approved by the Registrar of Companies.

Interpretation

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

WORDS	MEANINGS
The Company	COLLEGE OF MEDICAL EDUCATIONISTS
The Act	The Companies Act No. 7 of 2007
These presents	These Articles of Association as from time to time altered by special resolution
Special Resolution	Have the meanings assigned thereto respectively by the Act
Extraordinary Resolution	Have the meanings assigned thereto respectively by the Act
The Board Office	The Directors for the time being of the Company The Registered office of the company
Month	Calendar Month
Year	Calendar Year
In writing	Written or produced by any substituted for writing, or partly one and partly another.

The expressions “the Secretary” or “the Secretaries” shall include any individual, firm or Company appointed by the Board to preform any of the duties of the Secretary.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which those articles become binding on the company.

2. OBJECTIVES

- To promote high quality research into medical health professions education;
- To provide opportunities for developing medical and health professions educators;
- To disseminate evidence-based medical and health professions education practice.
- To inform and advise government and other institutions on medical and health professions education matters;
- To develop networks with other organizations and groups in medical and healthcare education

Association shall not engage in primary and secondary education.

3. To invest the monies or funds of the company not immediately required for its purpose in or upon such investments securities and/or property as may be thought fit subject nevertheless to such conditions as may for the time being be imposed or required by law;

Provided that

- a) The association shall not support with its funds or otherwise any object of a partisan political nature.
- b) In case the company shall take or hold any property which may be subject to any trust. The company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- c) The company shall not support with its funds any object or endeavor to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the company would make it a Trade union.

- d) In case the company shall take or hold any property the company shall not sell, mortgage, charge or lease the same without the prior written authority, approval or consent of the Registrar of Companies and without such authority, approval or consent as may otherwise be required by law, and as regard such property of Board of Management or governing body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Management or Governing Body would have been if no incorporation had been effected.
4. The income and property of the Company whensoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in these Articles of Association, and no portion thereof shall be paid to or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the company , provided that nothing herein shall prevent the payment in good faith or reasonable and proper remuneration to any officer or servant of the organization, or to any member of the organization in return for any service actually rendered to the organization, nor prevent the payment of interest at a rate not exceeding the rate authorized by the Central Bank for the time being, on money lent or reasonable and proper rent for premises demised or let by any member to the organization but so that no member of the Board of Management or governing Body shall be appointed to any salaries office of the organization or any office of the company paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the company to any member of such Board of Management or Governing Body, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Management or Governing Body may be a member, and in which such member shall not hold more than One Hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
5. No addition, alternation of amendment shall be made to or in the provisions of the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies.
6. The fourth and fifth paragraphs of these Articles of Association contain conditions subject to which a license is granted by the Registrar of Companies in pursuance of section 34 (1)(a) of the Companies Act No. 7 of 2007.
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of Company in the event of the same being wound up while he is a member, or within one year after he

ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceased to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may required not exceeding Rupees one thousand (1000/-).

9. If upon the winding up or dissolution of the Company 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 company, but shall be given or transferred to some other charitable organization having objects similar to the objects of the company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the institute under or by virtue of clause 4 hereof such institution or institutions to be determined by the members of the Board of Management at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
10. The Organization being “voluntary Social Service Organization” as defined under the Voluntary Social Service organization (Registration and Supervision) Act, shall take steps to register the said Act after incorporation.

EXECUTIVE COUNCIL & OFFICE-BEARERS OF THE ASSOCIATION

11. Composition of the executive committee and office bearers shall be determined by the members. Management structures, by laws, principles and procedures shall be adopted by the members of the Association.

MEMBERS

12. (i) Subscribers to the articles of association shall be Founder Member.
- (ii) Council may at its absolute discretion admit to the association any person who subscribes to the objectives of the association as a full member. Such members so admitted shall have all the rights and privileges of membership including criteria and fees, subscriptions shall be determined by the council.
- (iii) Council may at its absolute discretion admit to the company any person who subscribes to the objectives of the organization as an Associate member. Such members so admitted shall have all the rights and privileges of membership except the right to vote. Person who intends to obtain Associate Membership may in writing address to the council making an application to be admitted as an Associate Member.
- (iv) Council may at its discretion approve or reject such application for membership.
- (v) Founder members need not make an application for membership but the council has to register the name of such founder member in the members registry.

13. A member shall cease to be a member of the Organization in any of the following events,
 - a) Death, incapacity, lunacy, or insolvency
 - b) Upon receipt by the Organization of notice of resignation in writing.
 - c) Upon a member failing to observe any rule, regulation, ruling, resolution or decision of the Organization and/or if a member acts against or in manner detrimental to the interests of the Organization as may be decided by the Council and a resolution having been passed by a majority of two thirds of the members of the Organization present at a meeting, such member shall cease to be a member provided that before such a resolution in passed an opportunity shall be given to the member concerned to appear before Disciplinary Committee consisting of not less than three members of the Council and explain his position with regard to the point in issue. In the event rejecting his explanation no question shall be raised with regard to the validity and effectiveness of a resolution passed in the aforesaid manner.
14. The number of subscribers to the Articles of Association with which the Company possesses to be registered is a minimum Two.
15. A meeting of members may be held either,
 - a) by a number of members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting, or
 - b) by means of audio and visual communication by which all members participating and constituting a quorum, can simultaneously hear each other throughout the meeting.

QUORUM

16. No business may be transferred at a meeting of members if a quorum is not present. A quorum for a meeting of members is present if the members or their proxies are present who are between them able to exercise a majority or the votes to be cast on the business to be transacted by the meeting. Save as Herein otherwise provided four (4) members present in person shall be a quorum.
17. If a quorum is not present within thirty minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time and place as the directors may appoint. If at the adjourned meeting, a quorum is not present within thirty minutes after the time

appointed for the meeting, the members present or their proxies shall be deemed to form a quorum.

FOUNDER DIRECTORS

18. Following persons shall be the founder directors of the Association.
- **DR INDIKA MAHESH KARUNATHILAKE**
 - **DR MADAWA CHANDRATILAKE**
 - **DR RAJAPAKSE WASALA TENNAKOON MUDIYANSELAGE ASELA MANGALA OLUPELIYAWA**
 - **DR AMAYA THARINDI ELLAWALA**

CHAIRPERSON

19. if the directors have elected a chairperson of the board, and the chairperson of the board is present at a meeting of members, he must chair the meeting.
20. If no chairperson of the board has been elected or if at any meeting of members the chairperson of the board is not present within fifteen minutes from the time appointed for the commencement of the meeting, the members present may choose one of their numbers to be chairperson of the meeting.

VOTING

21. In the case of a meeting of members held under paragraph 15 (a) of these articles, unless a poll is demanded, voting at the meeting shall be by whichever of the following methods as determined by the chairperson of the meeting.
- (a) Voting by voice, or
 - (b) voting by show of hands.

In the case of a meeting of members held under paragraph 15 (a) of these articles, unless a poll is demanded, voting at the meeting shall be by members signifying individually their assent by voice.

22. A declaration by the chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact, unless a poll is demanded in accordance with paragraph 21 of this Article.
23. At a meeting of members, a poll may be demanded by,
- (a) Not less than five members having the right to vote at the meeting, or
 - (b) A member or members representing not less than ten per centum of all members having the right to vote at the meeting.

- 24. A poll may be demanded either before or after the vote is taken on a resolution.
- 25. If a poll is taken, votes must be counted according to the votes attached to each member present and voting.
- 26. The chairperson of a members meeting is not entitled to casting vote.

PROXIES

- 27. A member may exercise the right to vote either by being present in person or by proxy.
- 28. A proxy for member is entitled to attend and be heard at a meeting of members as if the proxy were the member.
- 29. A proxy must be appointed by notice in writing signed by the member. The notice must state whether the appointment is for a particular meeting, or for a specified term.
- 30. No proxy is effective in relation to a meeting, unless a copy of the notice of appointment is given to the Company not less than twenty four hours before the start of the meeting.
- 31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

COLLEGE OF MEDICAL EDUCATIONISTS
Appointment of a Proxy

I/we..... of being a member/ members of the above named organization hereby appointed of / or failing him of as my/ our proxy to vote for me/us on my / our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of and at any adjournment thereof.

Signed this on day of 20.....
Note – Strike out whichever is not decided, (unless otherwise instructed the proxy will vote as he thinks fit)

MINUTES

- 32. The Board must ensure that minutes are kept of all proceedings at meetings of members.
- 33. Minutes which have been signed as correct by the chairperson of the meeting are prima facie evidence of the proceedings.

MEMBERS PROPOSALS

32. Members are entitled to give notice of the resolution of the Company in accordance with Section 142 of this Act and shall be duty of the company to give notice of the resolution or circulated the statement, or both as the case may be in accordance with section 142.

CORPORATIONS MAY ACT BY REPRESENTATIVES

33. A body corporate, which is a member, may appoint a representative to attend a meeting of members on its behalf in the same manner as it could appoint a proxy

ANNUAL GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETINGS OF MEMBERS

34. Subject to paragraphs 35 and 37 these Articles, the Board must call an Annual Meeting of the Company to be held.
- a. Once in each calendar year
 - b. No later than six months after the balance sheet state of the Company;
and
 - c. Not later than fifteen months after the previous Annual Meeting.

The meeting must be held on the date on which it is called to be held.

35. The Company need not hold its Annual General Meeting in the calendar year of its incorporation, but must hold that meeting within eighteen months of its incorporation.
36. An Extraordinary Meeting of members entitled to vote on an issue may be called at any time by the board, and must be called by the Board on the written request of members carrying not less than ten per centum of votes which may be cast on that issue.
37. A resolution in writing signed by not less than eighty five per centum of them members entitled to vote on the resolution at a meeting of members, who together hold not less than eighty-five per centum of the votes entitled to be cast on that resolution, is as valid as if it had been passed at the meeting of those members. The Company need not hold an Annual Meeting if every thing required to be done at the meeting is done by resolution and is in accordance with this clause.
38. Within five working days of a resolution being passed under paragraph 37 of this Article, the company must send a copy of the resolution to every member who did not sign it.

39. A Resolution may be passed under paragraph 37 of the Article without any prior notice being given to Members.

DIRECTORS

Appointment and Removal of Directors

40. The Members may by ordinary resolution fix the number of Directors of the company.
41. A Director may be appointed or removed by ordinary resolution passed at a members meeting called for the purpose or by a written resolution at a members meeting called for the purpose or by a written resolution in accordance with paragraph 37 of the Article.
42. A Director may resign by delivering a signed written notice of resignation to the registered office of the Company. Subject to Section 208 of this Act the notice is effective when it is received at the registered office or at any time specified in the notice.
43. A Director vacates office if he –
- a. Resigns in accordance with paragraph 42 of this Article;
 - b. Is removed from office in accordance with the provisions of this Act or these Articles;
 - c. Becomes disqualified from being a Director pursuant to section 202 of this Act;
 - d. Died; or
 - e. Vacates office pursuant to subsection (2) of Section 210 of this Act on the ground of his age.

Power and Duties of Directors

44. Subject to Section 185 of the Act which relates to major transactions, the business and affairs of the Company shall be managed by or under the direct supervision of the Board. The Board shall have all the powers necessary for managing and for directing and supervising the management of the business and affairs of the company.
45. The Board may delegate to a committee of Directors or to a Director or employee any of its powers which is permitted to delegate under section 186 of this Act.
46. The Directors have the duties set out in the Act, and in particular –
- a. Each, director must act in good faith and in what he believes to be the best – interest of the Company;
 - b. No Director shall act or agree to the Company to Act, in a manner that contravenes any provision of this Act or these Articles.

Procedure At Meeting of Directors

47. Articles 50 to 65 set out the procedure to be followed at meetings of Directors.
48. A meeting of Directors may determine its own procedure, to the extent that it is not governed by these Articles.
49. The Directors may elect one of their members to be the chairperson of the Board and may determine the period for which the Chairperson is to hold office.
50. If no chairperson is elected or if at a meeting of the Board the chairperson is not present within five minutes after the time appointed for the commencement of the meeting, the Directors present may choose one of their members to be Chairperson of the meeting.

MEETING PROCEDURES

Notice of meeting

51. A Director, the Secretary, or an employee of the Company, if requested by a Director to do so, may convene a meeting of the Board by giving notice in accordance with these Articles.
52. Not less than twenty-four hours notice of a meeting of the Board must be given to every Director who is in Sri Lanka.
53. An irregularity in the notice of a meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Directors entitled to receive notice of the meeting agree to the waiver.

Methods of Holding Meetings

54. A meeting of the Board may be held either.
 - a. By a number of the Directors who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
 - b. By means of audio or and visual communication by which all Directors participation and constituting a quorum can simultaneously hear each other throughout the meeting.
55. A quorum for a meeting of the Board is a majority of the Directors.
56. No business may be transacted at a meeting of Directors if a quorum is not present.

Voting

57. Every Director has one vote.

58. The Chairperson has a casting vote.
59. A resolution of the Board is passed if it is agreed to by all Directors present without dissent or if a majority of votes cast on it are in favor of it.
60. A Director present at a meeting of the Board is presumed to have agreed to and to have voted in favour of the resolution at the meeting.

Minutes

61. The Board must ensure that minutes are kept of all proceedings at meetings of the Board.

Unanimous Resolution

62. A resolution in writing signed or assented to all Directors entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.
63. Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form, each signed assented to by one or more Directors.
64. A copy of any such resolution must be entered in the minute book of Board proceedings.
65. The Company must at all time have a Secretary.
66. The Board may appoint the Secretary for such term and on such conditions as it thinks fit. The remuneration of the Secretary shall be agreed to by the Board and the Secretary.
67. The Board may remove the Secretary.

ACCOUNTS AND AUDIT

68. The company depends on donations from the government, individuals (local or foreign) organizations (local or foreign) and grants from the government or nongovernmental organizations in carrying out its functions.
69. Board of Directors is responsible for opening bank accounts of the company. Board has the authority.
 - a. To open current accounts in desired banks
 - The cheque to be signed by two Directors or one officer authorized to sign cheque with a Director.
 - b. To open savings accounts in desired banks.
 - Withdrawals to be signed by two Directors.

- c. To open foreign currency accounts in desired banks.
 - Withdrawals to be signed by two Directors.
- d. To open fixed deposit account, in local and/or foreign currency in desired bank.
 - Deposits and withdrawals to be signed by two Directors.

Accounting Records, Financial Statements, Audit etc.

71. The Board must ensure that the Company keeps accounting records which correctly record and explain the company's transactions;
- a) Will at any time enable the financial position of the company to be determined with reasonable accuracy;
 - b) Will enable the Board to prepare financial statements in accordance with this Act; and
 - c) Will enable the financial statements of the company to be readily and properly audited.
72. The accounting records must comply with subsection (2) of section 148 of this Act.
73. The Board shall ensure that within six months after the balance sheet date of the company, financial statements which comply with section 150 of the Act are completed in relation to that balance sheet date and are dated and signed on behalf of the Board by two directors.
74. At every Annual Meeting, the Company must appoint an Auditor for the following year in accordance with section 154 of the Act. An Auditor who is appointed at an Annual Meeting is deemed to be reappointed at the following Annual Meeting unless-
- a) He is not qualified for re-appointment;
 - b) The company resolves at that meeting to appoint another person in his place: or
 - c) The Auditor has given notice to the Company that he does not wish to be re-appointed.
75. The Board must within six months after the balance sheet date of the Company, prepare an Annual Report on the affairs of the Company during the accounting period ending on that date which complies with section 166 of this Act. The Board must send a copy of the Annual Report to every member not less than fifteen working days before the date fixed for holding the Annual Meeting of Members.

LIQUIDATION AND REMOVAL FORM THE REGISTER

76. The members may resolve to wind up the Company voluntarily by special resolution.

**MISCELLANEOUS
DOCUMENTS TO BE KEPT BY COMPANY**

77. The Company must keep at its registered office or at some other place notice of which has been given to the Registrar in accordance with Subsection (4) of Section 116 of the Act, the following documents :-
- a. The Certificate of incorporation and the Articles of Association of the Company;
 - b. Minutes of all meetings and resolutions of members within the last ten years.
 - c. Minutes of all meetings and resolutions of Directors and Directors' Committees within the last ten years;
 - d. Certificates given by Directors under this Act within the last ten years;
 - e. The register of Directors and secretaries required to be kept, under section 223 of this Act.
 - f. Copies of the written communication to all members during the last ten years, including Annual Reports prepared under Article 75;
 - g. Copies of all financial statements required to be completed under this Act for the last ten completed accounting periods of the Company.
 - h. The copies of instruments creating or evidencing charges and the register of charges required to be kept under Section 109 and 110 of this Act.
 - i. The members register required to be kept under Section 123 of the Act; and the accounting records required by Section 148 of this Act for the current accounting period and for the last ten completed accounting periods of the Company.
78. The references in paragraph 77 of these articles to "ten years" and to "ten completed accounting periods" shall include such lesser periods as the Registrar may approve by notice in writing to the Company.

Rights of Directors and Members to Documents etc.

79. The Directors of the Company are entitled to have access to the Company's records in accordance with Section 118 of the Act.
80. A member of the Company is entitled –
- a. To inspect the documents referred to in Section 119 of the Act, in the manner specified in Section 121 of the Act; and
 - b. To require copies of or extracts from any document which he may inspect, within five working days of making a request in writing for the copy of extract, on payment of any reasonable copying and administration fee determined by the Company. The fee may be determined by any Director or by the Secretary, subject to any Directions from the Board.

Name of Company

81. The Company may change its name by Special Resolution in accordance with Section 8 of the Act.

Notices

82. Where the Company is required to send any document to a member, or to give notice of any matter to a member, it shall be sufficient for the Company to send the document or notice to the registered address of the member by ordinary post. Any document or notice so sent is deemed to have been received by the member within three working days of the posting of a properly addressed and prepaid letter containing the document or notice.
83. A member whose registered address is outside Sri Lanka may give notice to the Company of an address in Sri Lanka to which all documents and notices are to be sent, and the Company shall treat that address as the registered address of the member for all purposes.
84. A copy of every notice or document sent to all members must be sent to the Auditor of the Company.

INSURANCE AND INDEMNITY

85. Subject to the provisions of the Act every Director of the Company, Auditor, Secretary, or other officer of the Company shall be entitled to be indemnified by the Company against any cost incurred in the course of defending any proceeding, that relates to any act or omission in his capacity as member, auditor, or secretary, in which judgment is given in his favour or in which, he is acquitted, or which is discontinued.
86. The Company may indemnify a director or employee in circumstance where paragraph 85 does not apply, to the extent which is mentioned below as permitted by subsection (3) of section 210 of the Act, if the board considers it appropriate to do so
- a. In respect of any liability to any person other than the company or related company, for any act or omission in his capacity as a director or employee; or
 - b. In respect of any cost incurred by that director or employee in defending or setting any claim proceeding relating to any such liability, indemnity and insurance.

We the several persons whose names and addresses are subscribed being subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Name, Addresses and descriptions of subscribers

Signatures

01. DR INDIKA KARUNATILAKE

162/2A, HIGH LEVEL ROAD
MAHARAGAMA
(president)

02. DR MADAWA CHANDRATILAKE

21/99/B, TEMPLES ROAD, DADAGAMUWA,
VEYANGODA
(president elect)

03. DR RAJAPAKSE WASALA TENNAKOON MUDIYANSELAGE

ASELA MANGALA OLUPELIYAWA
NO 14, RUPASIRI MAWATHA,
MIRIHANA, NUGEGODA
(Secretary)

04. DR AMAYA THARINDI ELLAWELA

56/6, WEERA MAWATHA, KALALGODA
PANNIPITIYA
(Treasurer)

Date : 03rd of July 2015