

**ARTICLES OF ASSOCIATION**  
**OF**  
**D.U.FOUNDATION**

The provisions contained in Part III of 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 the interpretation of these Articles the following words and expressions shall have the following meanings unless such meanings be inconsistent with or repugnant of the subject or context:-

<b>Words</b>	<b>Meanings</b>
The Association	D.U.FOUNDATION
The Act	The Companies Act 7 of 2007 or any statutory modification or re-enactment thereof for the time being in force.

The Executive Committee	The Executive Committee of the Association or any sub-committee thereof to the extent to which such committee is authorized in terms of these rules to carry out any directive of the Executive Committee.
Member	A person whose name shall be entered in the register of members.
Register	The Register of Members of the Association in compliance to the rules of the Association.
Seal	The common seal for the time being of the Association.
The Secretary	The Secretary of the Association
In writing & written	Printing, lithography and other modes of representing or reproducing words in a visible form
Day	Any day, whether a business day or not
Month	A calendar month
Year	A calendar year
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.	

### **OBJECTIVES**

2. 1. To establish, manage, develop and maintain institutions and other educational centers in all areas of the island for the children, youths and aged persons to conduct classes for the teaching of religion and to improve reading facilities and provide books, periodicals and other reading materials and organize promote and encourage lectures and demonstrations relating to education and other fields which are beneficial to the general public of Sri Lanka.

2. To promote and encourage active participation of the members or students in forging inter communal harmony and amity as well as in the nation building and national development efforts and commonly for the well being of the society and to provide a forum of experts and professionals all to discuss all issued pertaining to the prevailing communal, social and cultural problems in Sri Lanka and to propose, suggest and submit solutions to the relevant authorities.
3. To formulate, implement and provide assistance to projects for the social welfare of the widows, handicapped persons and orphans and promote activities relating to preschool and child care centers and to initiate, participate and promote all necessary projects for the advancement of general health and hygienic conditions, maternity, child welfare nutrition and medical facilities
3. To invest the moneys of the Association not immediately required for it's purposes in or upon such investments, securities 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 –

1. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
2. The Association shall not support with it's funds any objects, or endeavor to impose on procure to be observed by it's members or others any regulation or condition which if an object of the Association would make it a Trade Union.
3. In case the Association shall take or hold any property the Association shall not sell, mortgage, charge or lease the same without the prior written authority, approval or consent of the Registrar of Companies and without such authority, approval or consent as may otherwise be required by law and as regards such property the Executive Committee of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in this same manner and to the same extent as they would as such Executive Committee have been if no incorporation had been affected.
4. The income and property of the Association whatsoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Articles of Association, and no

portion thereof shall be paid to or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at 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 Association; but so that no member of the Executive Committee of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee, except repayment of out - of - pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Executive Committee may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to 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 General of Companies.
6. The fourth and fifth paragraphs of this Articles contain conditions to which a license granted by the Registrar General of Companies in pursuance of Section 34 (1) of the Companies Act No. 7 of 2007, is subject.
7. The liability of the members is limited.
8. Every member of the Association undertakes to contribute to the assets of the Association 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 Association contracted before he ceases to be a member, and of the costs charges and expenses of winding up, and for the adjustments of the rights of the contributions among themselves, such amount as may be required not exceeding Rupees 100/-.
9. If upon the winding up or dissolution of the association there remains, after the satisfaction of all it's debts and liabilities, and property whatsoever, the same shall not be paid to or distributed

among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

10. The Association being a “Voluntary Social Service Organization” as defined under the Voluntary Social Service Organization (Registration and supervision) Act shall take steps to register under the said Act after incorporation.

### **MEMBERSHIP**

4.
  1. The number of the members with which the Association proposes to be registered is 500 but the Executive Committee may from time to time register an increase of the members.
  2. Those who are engaged in trading activities in Old Moor Street are eligible for membership.
  3. A nominee or an agent could attend the meetings of the Association with the written consent of the trader.
  4. The general membership fee is Rupee Six thousand (Rs. 6,000/=) per annum. The financial year begins on 1<sup>st</sup> April and ending on the 31<sup>st</sup> March of the respective years. The membership fee should be paid during the month of April of the respective years.

### **TERMINATION OF MEMBERSHIP**

5. A Member shall cease to be such
  1. On the death of the member.
  2. On the member submitting his resignation in writing and the Executive Committee accepting such resignation.
  3. Upon a resolution by the Executive Committee removing a member for a contravention or violation of any of the provisions of the Constitution and such resolution being passed by the three-fourths (3/4 this) of the members present at a meeting summoned for this purpose. The voting at such a meeting shall be by secret ballot.

4. Upon the member's failure to attend three consecutive meetings without valid reason and such valid reason being communicated in writing to the Secretary at least 24 hours before the meeting.

### **MANAGEMENT**

6. 1. All official and legal documents and correspondences should bear the signatures of the Honorary President and the Honorary Secretary with the official seal.
2. All documents connected with banking matters, financial dealings should bear the signatures of the Honorary President or the Honorary General Secretary and the Honorary Treasurer of the association with the official seal
3. Member who fails to attend the general meetings of the Association for three consecutive meetings without a proper written notice of their failure would be treated as having vacated their membership.
4. The membership is bound to carryout the decisions taken by the executive committee of the Association at any time.
5. The executive committee is delegated with full powers to expel from the Association any member who do not participate and act together, violate the code and ethics and the decisions taken by the executive committee.
6. All meetings, conferences and discussions of the Association with outside parties should basically be represented by the Honorary. President and the Honorary. General Secretary of the Association. An executive committee member too could participate in such discussions, conferences and meetings provided the executive committee decides to nominate him. A Honorary. Patron too could participate in such meetings, conferences and discussions.
7. All overheads connected with office maintenance and all other expenses, legal, administrative and entertainment should be born by the fund of the Associations.
8. Goods and material donations made by the members of the Associations to the Association are accepted with gratitude. Thereafter those donations are treated as common goods and material of the Association.
9. The duration of each post of office bearer of the Association is limited to one year. The election of office bearers should be done at a general meeting.

10. The posts of office bearers are open to every one of the Association but limited for three consecutive elections to the post.
11. Voting in an election is open but could resort to ballot if the necessity arises. A member is entitled only for one vote.
12. Every post of office bearer has the right for resignation, supported with reasonable grounds to do so. The resignation should be accepted and ratified by the general council. The vacated post could be filled with a suitable nominee with the approval of the executive committee.
13. The Association is empowered to take suitable actions against the trader who act indiscriminately or maliciously against members and their staff.
14. The Association is expected to be very co-operative, diplomatic with the Traders and their Associations in dealing with trade and Import.

#### **PATRONS**

7.
  1. The Governing Council may elect any person of eminence as a patron of the Association the number of patrons shall be limited to five (5).
  2. Any person may terminate his membership by notice in writing to that effect.

#### **GENERAL MEETINGS**

8.
  1. The first general meeting shall be held at such time, not being less than one month or more than three months after the incorporation of the Association and at such place as the subscribers to the Articles may determine.
  2. Annual general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the preceding general meeting) and place as may be prescribed by the Association in general meeting, or in default, at such time in the third month following that in which the anniversary of the Association's incorporation occurs, and at such place as the Governors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Governors.

3. The above-mentioned general meeting shall be called annual general meetings; all other general meetings shall be called extraordinary general meetings.
4. The Governing Council may, whenever they think fit, convene an extraordinary general meeting. Extraordinary General Meetings shall also be convened by such requisition, as provided by section 134 of the Act. If at any time there are not within Sri Lanka sufficient Governors capable of acting to form a quorum, any Governor or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible, as that in which meetings may be convened by the Governors.

### **NOTICE GENERAL MEETINGS**

9.
  1. Subject to the provisions of section 143 (1) of the Act relating to special resolution, Fifteen working days notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day on which notice is given) shall be given by specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner if any, as may be prescribed by the Association in general meeting, to such persons as are under the regulation of the Association entitled to receive such notices from the Association but with the consent of all the members entitled to receive such notice of any particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
  2. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.
  3. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Governing Council and Auditors, the election of Governors and other officers in the place of those retiring and the fixing of the remuneration of the Auditors.
  4. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven members personally present shall be a quorum.



5. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within-half-an-hour from the time appointed for the meeting, the members present shall be a quorum.
6. The Chairman, of the Governing Council shall preside as Chairman at every general meeting of the Association.
7. If there is no Chairman, Vice-Chairman or if at any meeting he is not present within fifteen minutes after the time a pointed for holding the meeting, or is unwilling to act as Chairman, Vice-Chairman present shall choose some one of their member to be Chairman, or Vice Chairman.
8. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or where any member present, on a poll demands a poll. In the case of an equality of votes, the Chairman shall be entitled to cast a vote in addition to the vote to which he may be entitled as a member. Votes may be given personally or by proxy. At every meeting every member present in person or represented by proxy shall have one vote on show of hands or upon a poll.

**CORPORATIONS ACTING BY  
REPRESENTATIVES AT MEETINGS.**

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

**GOVERNING COUNCIL.**

11. The affairs of the Association shall be managed by a Council of Twenty-Two Governors and the executive power of the Association shall be vested in them.

**EXECUTIVE POWER.**

12. The Governing Council shall be elected at:

- (i) An Annual General Meeting of the Association and shall hold office for a term of one years and until the election of the next Council:
- (ii) The first Governing Council shall be elected at the first inaugural meeting of the Association:
- (iii) The Governing Council elect from among them a Chairman, a Vice-Chairman, a Secretary and/or a Treasurer: provided that the Council may employ any person as the Secretary and/or Treasurer on a reasonable remuneration;
- (iv) Ten Governors shall constitute a quorum of the Council for their transaction of business;
- (v) Save as here in otherwise provided, questions arising at any meeting of the Council shall be decided by a majority of votes, and in case of equality of votes, the Chairman of the meeting in addition to his original vote, shall have a second casting vote;
- (vi) The Council may, in order to fill any casual vacancy occurring between the elections of the next council, by resolution, elect a member for remainder of his predecessor's term of office.

12. 1. The Chairman shall:

- (i) Have general supervision over the business affairs of the Association;
- (ii) Preside at meeting of the Association and of the Council;
- (iii) Sign all by-laws, with the Secretary or such other officer as the Council may appoint for the purpose; and
- (iv) Perform such other duties as the Council may determine.

12. 2. The Vice-Chairman Shall:

- (i) Preside the meeting of the Association and the Council in the absence of the Chairman;
- (ii) Perform the duties of the Chairman in his absence or at his request;

12. 3. The Secretary shall:
- (i) Keep the minutes of the meetings of the Company and the Council and of the member in the books provided for that purposes;
  - (ii) See that all notices are duly given in accordance with the provision of those by-laws or required by law;
  - (iii) See that all books, reports, certificates and all other documents and records required by-law are properly kept and filed;
  - (iv) Have custody of the seal of the Association.
  - (v) Perform such other duties as the Council may determine.
12. 4. The Treasurer shall:
- (i) Keep books in which will be entered the receipts and expenses and assets and liabilities of the Association;
  - (ii) Have charge and custody of and be responsible for, all funds and securities in the name if the Association in such bank, trust, Association or other depositary as may be determined from time to time by the Council; and
  - (iii) Perform such other duties as the Council may determine.
13. A resolution in writing signed by all the Governors for the time being in Sri Lanka, provided such number of Governors is not less than the quorum required for a meeting of the Governors, shall be and effectual as it had been passed at a meeting of the Governors duly called, constituted and held.
14. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Governing Council and in the presence of a Governor and of the Secretary or such other person as the Governors may appoint for the purpose; and that Governor and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence.
- 15 The office of Governor shall be vacated if the Governor:
- 1. Without the consent of the Association in general meeting holds any other office of profit under the Organisation, or

2. Becomes Insolvent or bankrupt, or
3. Becomes prohibited from being a Governor by reason of any order made under section 213 or 214 of the Act, or
4. Is found lunatic or becomes of unsound mind, or
5. Resign his office by notice in writing to the Association, or
6. Is directly or indirectly in any contract with the Association and fails to declare the nature of his interest in manner required by section 192 of the Act.

A Governor shall not vote in respect of any contract in which he is interested or any matter arising there out, and, if he does so vote, his vote shall not be counted.

16. The Governing Council shall cause proper books of accounts to be kept with respect to:
  1. All sums of money received and expended by Association and matter in respect of which the receipt and expenditure takes place;
  2. All sales and purchases of goods by the Association the assets and liabilities of the Association.
17. The books of accounts shall be kept at the registered office of the Association or at such other places as the Governors shall think fit, and shall always be open to the inspection of the Governors.
18. The Governors shall from time to time determine whether and what extent and at what times and places and under what conditions or regulations the accounts and books of the Association any of them shall be open to the inspection of members not being governors, and no member (not being a Governor) shall have any right in inspecting any account or book or document of the Association except as conferred by stature or authorised by the Governors or by the Association in general meeting.
19. The Governors shall from time to time in accordance with section 144 of the Act cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheet and reports as are referred to in that section.
20. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the Auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Association.

21. The fiscal year of the Association shall terminate on the thirty first day of March of each year.

### **FISCAL YEAR**

22. Auditors shall be appointed in accordance to Section 154 of the Act and their duties regulated in accordance with Section 155 to 165 of the Act.

### **NOTICES**

23. A notice may be given by the association to any person either personally or by sending it by post to him to his registered address, 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 notices to him. Where a Notice is sent by post, services of the notice shall be deemed to be effected by properly addressing, pre- paying and posting a letter containing the notice, and unless the contrary is proved, to have been effected at the time of which the letter would be delivered in the ordinary course of post.
24. If a member has no registered address within Sri Lanka and has not supplied to the association an address within Sri Lanka for the giving of notices to him, a notice addressed to him to the last known address and advertised in a newspaper circulating in the neighborhood of the registered office of the Association shall be deemed to be duly given to him on the day on which the advertisement appears.
25. Notices of every general meeting shall be given in some manner hereinbefore authorized to every member except those members who (having no registered address within Sri Lanka) have not supplied to the Association and address within Sri Lanka for the giving of notices to them. No other person shall be entitled to receive notices of general meetings.

### **ALTERATION OF ARTICLES**

26. Alteration of these Articles from time to time may be made only after the approval of the Registrar of Companies and then only at:
  1. an annual general meeting with twenty one days' notice by the Secretary, and
  2. a special general meeting convened for that purpose.

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES
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1. Al-Hafiz Mohammed Mahir Mohideen  
35/3, Vipulasena Mawatha,  
Maradana,  
Colombo 10.

*(Principal)*

2. Al-Hafiz Rizvi Kareem Mohammed Ilham  
61, Vidanagoda,  
Malwana.

*(Administrator)*

3. Al-Hafiz Mohammadh Mubeen Ifraadh Faiz  
4, Harmers Place,  
Off Harmers Avenue,  
Wellawatte,  
Colombo – 06

*(Secretary)*

4. Al-Hafiz Muhiyadeen Ibnul Arabi  
166/19,  
Elvitigala Mawatha,  
Colombo 08.

*(Head Usthadh)*

5. Al-Hafiz Mohamed Mubarak Yassir Arafath  
55B, Green Path,  
Colombo 03.

*(Treasurer)*

6. Al-Hafiz Peer Mohamed Ahmed Kaiz  
6, Lilly Avenue,  
Wellawatte,  
Colombo – 06.

*(Head Usthadh)*

7. Muhammed Riaz Fareed  
6/2, Horton Place,  
Colombo – 07.

*(Company Director)*

8. Inayat Shukri Yusuf  
26/7, Hill House Garden,  
Dehiwala.

*(Chartered Accountant)*

9. Dr. Mohamed Razeen Anver  
19, St. Anthony's Mawatha,  
Colombo 03.

*(Consultant Physician)*

10. Dr. Mohamed Zainulabdeen Mohamed Malhardeen  
61, Moor Street,  
Kalutara.

*(Senior Lecturer)*

Dated the                      day of                      2007.