RULES

OF THE CEYLON CHAMBER OF COMMERCE

made by the Committee of The Ceylon Chamber of Commerce

acting in terms of section 6(a) of the Chamber of Commerce Ordinance No. 10 of 1895

as amended by

Ordinances Nos. 2 of 1912 and of 28 of 1932. [Date of operation – 29 June

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CEYLON CHAMBER OF COMMERCE
RULES

Interpretation

1. In these rules the following words shall have the following meanings unless such meanings are inconsistent with or repugnant to the subject or context:-

(i) "the Chamber" shall mean the Ceylon Chamber of Commerce established in terms of the Ceylon Chamber of Commerce Ordinance No. 10 of 1895 as amended by the Ceylon Chamber of Commerce (Amendment) Ordinances No. 2 of 1912 and No. 28 of 1932;

(a) "the Ordinance" shall mean the Ceylon Chamber of Commerce Ordinance No. 10 of 1895 as amended by the Ceylon Chamber of Commerce (Amendment) Ordinances No. 2 of 1912 and No. 28 of 1932;

(b) "the Committee" shall mean the Committee provided for in Section 4 of the Ordinance and appointed in compliance with these Rules;

(c) the "Secretary General" shall mean the Secretary-General of the Chamber and includes any officer appointed to act in the post;

(d) "a member of the Chamber" or "members of the Chamber" shall mean a member or the members as the case may be, of the Chamber admitted as such in terms of Rule 5 of these Rules, unless the context otherwise requires;

(e) "these Rules" shall mean the Rules of the Chamber made in compliance with the provisions of the Ordinance .

Date of coming into operation and repeals

2. (i) These Rules shall come into operation with effect from the **Twenty Ninth (29th) day of June Two Thousand and Eighteen (2018).**

(ii) The Rules that were in operation as at the Twenty Eighth (28th) day of June Two Thousand and Eighteen (2018) are hereby repealed.

SECTION 1 – MEMBERS OF THE CHAMBER

Eligibility for Membership

3. Any Firm, Company, Corporation or individual resident in Sri Lanka and engaged or interested in the general trade of Sri Lanka and willing to aid in carrying into effect the objects of the Chamber shall be eligible for membership of the Chamber.

Application for admission as a member.

4. (i) An application for membership of the Chamber may be forwarded by an eligible entity or individual, to the Secretary General, in the prescribed format.

(ii) Every such application shall –

(a) be proposed and seconded by two members of the Chamber of not less than five years good standing, stating that the applicant is, in their opinion, in every way suitable for membership of the Chamber.

(b) be supported by such other documentation as may be required to establish eligibility and suitability.

Procedure to approve application

5. (i) Upon receipt of a duly completed Application, the Secretary General shall submit same to the Committee for a decision with regard to the admission of the Applicant as a member of the Chamber.

(ii) The Committee shall consider such application at a meeting of the Committee and the applicant shall be admitted as a member of the Chamber upon the application being approved by two thirds (2/3rd) of the members of the Committee present and voting.

(iii) Upon an application being approved by the Committee, and the payment of the Entrance fee and annual subscription, the name and other details of the member shall be entered in the Register of members.

Patron Members

6. A member may, at any time after admission as a member of the Chamber, inform the Secretary General of the desire to be recognized as a Patron member and shall, upon making the Patron Member subscription, be recognized as a Patron member and shall thereupon be entitled to such special privileges as may be determined by the Committee for Patron Members in addition to the rights and privileges of a member.

Rights and privileges of members

7. Every member who is not in arrears of subscription shall have all the rights and privileges of membership including the right to attend and vote at meetings of the general membership and shall, for the purpose of exercising the right to vote, be entitled to authorize one representative to cast the vote on its behalf.

Change of Name, style etc.

8. In the event of a change in the name of an individual who is a member, or of a change in the style of a firm which is a member, or of a change in the name of a company which is a member, the individual, firm or company in question shall re-apply for membership in accordance with the foregoing provisions and shall, if the Committee thinks fit, pay another entrance fee.

Associate Members

9. (i) Any individual or entity eligible to apply for membership of the Chamber in compliance with the Rules herein contained, may apply to the Secretary General to be admitted as an Associate Member if the annual turnover of that individual or entity and the number of employees in permanent employment by that individual or entity is less than such amount as is determined by the Committee.

(ii) Any individual or entity admitted as an Associate Member shall be permitted to retain the Associate Membership status only for a maximum period of three years and shall, upon the completion of the term of three years, be admitted as a member of the Chamber if all the requirements therefor are satisfied.

(iii) An Associate member shall pay the entrance fee and annual subscription as is determined by the Committee and shall be entitled to such privileges as may be determined by the Committee but shall not have the right to be represented on the Committee and to vote at meetings of the membership.

Honorary Members

10. At any General Meeting of the Chamber, the members present thereat may, by resolution passed by a majority of such members, admit as Honorary Members of the Chamber persons distinguished in commerce, finance, art or administration, or who shall have rendered to the Chamber services which the Chamber Committee considers to be of a special nature. Honorary members shall not be required to submit an application or to pay any fees.

Overseas Members

11. (i) Any individual, firm, company or corporation, resident or registered outside Sri Lanka, and who is engaged in exporting goods, services or technology to Sri Lanka or in making investments in Sri Lanka and is willing to aid in carrying into effect the objects of the Chamber is eligible but not entitled to election as an overseas member of the Chamber.

(ii) The Committee shall make and enforce rules and by-laws necessary for the election and registration of an overseas member, payment of entrance fee and annual subscription fee by an overseas member, resignation, removal or suspension of an overseas member and provision of services to an overseas member and ancillary matters.

(iii) An overseas member shall be entitled to and enjoy all the rights and privileges of a member of the Chamber other than the right to vote at meetings of the Chamber, to requisition meetings of the Chamber, to hold office in the Chamber as a member of the Committee of the Chamber or an office-bearer of the Chamber or as a member of any sub committee of the Chamber or to be counted in the quorum for any meetings of the Chamber.

Trade Sections.

12. (i) Any number of members, who may desire to associate themselves together in a Trade Section with a view to representing more effectually the interests of any particular business or trade, may address the Committee to that effect and the Committee thereupon may, if it thinks fit, authorize the formation of such a Trade Section and the representation of such Trade Section on the Committee.The Committee may also at any time, if it thinks fit, revoke such authority, whereupon such Trade Section shall not be entitled to representation on the Committee.

(ii) The affairs of each Trade Section shall be managed by a Committee elected from its own members and each Trade Section shall frame its own rules for the conduct of its affairs and of the particular business interests it represents, but all such rules and any amendments thereto shall be first submitted for the approval of the Committee. A register shall be kept by each Trade Section of the names of the members thereof, but no person shall be eligible for membership of a Trade Section who is not a member of the Chamber.

(iii) The Secretary to the Trade Section shall be the Secretary General or the nominee of the Secretary General.

Reports of Trade Sections

13. Each Trade Section shall furnish to the Chamber a brief report on the working of such Trade Section during each period of twelve months ending on the 3lst day of March together with a list of its members as at that date. The Committee may include any such report in the Annual Report of the Chamber.

Cessation of and resignation from membership

14. (i) Any company or corporation which goes into liquidation whether voluntary or otherwise or which suspends payment and any individual or firm which becomes insolvent or suspends payment, shall there upon cease to be a member.

(ii) Any member may resign on giving one calendar months' notice in writing to the Secretary General, but such member shall be liable for the membership subscription for the half-year in which the date of resignation falls.

Expulsion of members

15. (i) Two-thirds of the members present and voting at an Ordinary General Meeting of the Chamber may, by resolution, recommended by the Board, expel any member who has willfully refused or neglected to comply with the Rules, by laws and decisions of the Chamber and the decisions of the Committee, and the Code of Ethics as amended from time to time or whose conduct in their opinion renders such member unsuitable to be a member of the Chamber and any member so expelled shall on the passing of such resolution cease to be a member of the Chamber and shall not be entitled to a refund of any membership subscriptions previously paid by him or any part thereof:
Provided, however, that the member concerned shall be given notice and an opportunity to be heard before such a resolution is recommended by the Board for adoption at any Ordinary General Meeting of the Chamber. For the purposes of this section, notice shall be sufficient so long as it is in writing and sent to the member concerned by registered post at least seven (07) days prior to the date of the said Ordinary General Meeting. The date, time and place of the said Ordinary General Meeting, as well as a brief explanation for the reasons of such expulsion shall also be specified in the notice.

(ii)The Board may, pending the final adoption of a resolution by the membership, recommend suspension of Membership, in cases deemed appropriate by the Board.

Entrance fee and subscription and consequences of default.

16. (i) The entrance fee and annual subscription for membership shall be such amounts as are determined from time to time by the Committee.

(ii) The annual subscription for membership shall be payable in advance on the first day of April in each year.
Where a member is admitted during the course of the financial year, the amount payable for that year shall be calculated by dividing the number of complete months for which membership is effective by twelve and multiplying the annual subscription for membership by the resulting fraction.

(iii) Any member whose subscription is in arrears for more than six months shall forfeit all privileges of membership including the right to attend and vote at meetings, and if such member continues to be in arrears of subscription for a further period of six months, the name of such member shall be removed from the register of members immediately after completion of one year from date payable as specified in Rule 16(ii).

(iv) If the name of a member is removed from the register of members, members shall be notified accordingly but the amount unpaid shall nevertheless be a debt due to and recoverable by the Chamber.

SECTION II - APPROVED ASSOCIATIONS AND AFFILIATES OF THE CHAMBER

Approved Associations

17. (i) An Association or other body of persons, properly constituted, consisting of persons who are engaged in trade or industry in Sri Lanka, which in the opinion of the Committee, makes a significant contribution to national economic value and has objects which are not in conflict with or contrary to the objects of the Chamber, is eligible but not entitled, upon

application made therefor to the Committee, to be recognized as an Approved Association of the Chamber.

(ii) The Committee may, if it thinks fit, approve the representation of such Association or other body of persons on the Committee by a member who is eligible in terms of Rule 22, and may at any time, if it thinks fit, withdraw such approval, whereupon such Association or other body, shall not be entitled to representation on the Committee.

(iii) The representative of an Approved Association so recognized by the Committee shall be entitled to attend meetings of the Committee.

Affiliated Chambers

18. (i) A Chamber of Commerce having objects which are not in conflict with or contrary to the objects of the Chamber, consisting of members who are engaged in trade or industry in Sri Lanka or being situated in a foreign country, is composed of members who are engaged in trade with Sri Lanka or otherwise interested in exchanging information or collaborating with the Chamber, is eligible but not entitled, to be admitted, upon application made therefor, as an Affiliated Chamber.

(ii) A nominee of an affiliated Chamber, who is acceptable to the committee, may be appointed a member of the Committee and such nominee shall hold such office for the duration of the term of office of the Committee in office at the time of such nomination.

(iii) The nominee of an Affiliated Chamber shall be entitled to attend meetings of the Committee.

Affiliated Members

19. (i) A body of persons properly constituted on the initiative of the Chamber, not engaged in a trade or industry but engaged in the discharge of functions and services that have value across sectors to all private sector entities, and has objects that are not in conflict with or contrary to the objects of the Chamber, may upon application made therefor, be admitted as an Affiliated Member of the Chamber upon approval by the Committee.

(ii) A nominee of an affiliated Member, who is eligible in terms of Rule 22, may be appointed a member of the Committee and such nominee shall hold such office for the duration of the term of office of the Committee in office at the time of such nomination.

(iii) The nominee of an Affiliated Member shall be entitled to attend meetings of the Committee.

Committee to make Rules in respect of Approved Associations and Affiliates and

20. The elected members and Past Chairpersons on the Committee shall make rules for the following matters in respect of Approved Associations, Affiliated Chambers and Affiliated Members -

(i) admission and registration;
(ii) rights and privileges;
(iii) amounts to be levied as entrance fees and Membership fees;
(iv) resignation, removal and suspension of services.

.SECTION III - COMMITTEE OF MANAGEMENT

Composition of Committee

21. (i) The business and affairs of the Chamber shall be managed by a Committee consisting of the following –

(a) Elected members ; and

(b) Past Chairmen; and

(c) Nominated members.

(ii) The Elected members shall be the following who shall be elected by the members of the Chamber from among its members who satisfy the eligibility criteria set out in Rule 22, on the recommendation of the Nominations Committee and the Board, to represent the interests of commerce and industry-

(a) ten (10) persons who shall have previously served on the Committee for an aggregate period of at least two (02) years ; and

(b) twenty two (22) other persons.

(iii) The Past Chairmen shall be the ten (10) persons who have, during the immediately preceding period, held office as Chairmen of the Chamber.

(iv) The Nominated members shall be the following, who shall be nominated in compliance with the eligibility criteria set out in Rule 22-

(a) A nominee each from the Trade Sections referred to in Rule 12;

(b) A nominee each from the Approved Associations referred to in Rule 17;

(c) A nominee each from the Affiliated Chambers referred to in Rule 18;

(d) A nominee each from the Affiliated Members referred to in Rule 19;

(v) A nominated member may nominate an alternate to represent such nominee, at any meeting of the Committee.

Eligibility to serve as Committee Member

22. The persons who shall be eligible to be nominated or elected as a member of the Committee shall be –

(i) any individual who is a member of the Chamber; or

(ii) a partner of any firm which is a member of the Chamber; or

(iii) a member of the Board of Directors of any company or corporation which is a member of the Chamber; or

(iv) a person authorised to sign per procurationem the name of any firm which is a member of the Chamber; or

(v) a person who is authorized to sign per procurationem any company or corporation which is a member of the Chamber or;

(vi) a person who is the general manager or senior manager of a company or corporation which is a member of the Chamber; or

(vii) a member of the Board of Directors of any subsidiary company of a company which is a member of the Chamber.

Casual Vacancies

23. Any vacancy arising in the elected or nominated members of the Committee shall be filled in compliance with the relevant provisions and procedure set out herein for the election and appointment of members to the Committee and the member so appointed shall hold office until the immediately ensuing Annual General Meeting.

Invitees to meetings of the Committee

24. The Committee may invite any person representing any sector within the industry who

in its opinion will add value to the deliberations of the Committee, as an invitee, to attend meetings of the Chamber Committee.

Such Invitee shall not be considered to be a member of the Chamber or of the Chamber Committee merely by virtue of such invitation, and shall not have a vote at any meeting of the Committee or the Chamber membership.

Call for Nominations to Committee.

25. On a date not later than the 10th day of March in each year the Secretary General shall call upon:-

(i) each of the Trade Sections formed under Rule 12; and
(ii) each of the Approved Associations referred to in Rule 17; and
(iii) each of the Affiliated Chambers referred to in Rule 18; and
(iv) each of the Affiliated Members referred to in Rule 19

Nomination of candidates for election as Committee members

to nominate its representative to serve on the Committee, to reach the Secretary-General not later than the 20th day of March of that year.

26. (i) The Secretary General shall, not later than 21 days before the date of the Annual General Meeting of the same year, issue a Circular to members setting out the following -

(a) the nominations received in response to the call referred to in Rule 25;
(b) the names of any elected members of the retiring Committee who are recommended by the Nominations Committee and the Board, for re-election as members under the categories referred to in Rule 21(ii); and
(c) the names of new members recommended by the Nominations Committee and the Board to be elected to the Committee under the categories referred to in Rule 21(ii); and
(d) call for nominations in addition to those submitted under sub paragraphs (b) and (c) above of members who satisfy the eligibility criteria set out in Rule 22 that the members may wish to propose as candidates to be elected under the categories referred to in Rule 21(ii)(a) and (b); and
(e) the date by which such nominations should reach the Secretary General, which date shall not be later than ten (10) days prior to the Annual General meeting of that year.

(ii) All members of the Chamber shall, on receipt of the Circular referred to in sub paragraph (i) above, be entitled to nominate names of persons as candidates to be elected to the Committee under the categories referred to in Rule 21(ii)(a) and (b) and such nominations shall-

(a) be submitted in writing in the format prescribed therefor by the Secretary General; and
(b) be of members who satisfy the eligibility criteria set out in Rule 22; and
(c) be supported by at least twenty five (25) members; and
(d) indicate whether the nomination is for election to the category referred to in Rule 21(ii) (a) or in Rule 21(ii) (b); and
(e) contain the consent in writing of the nominee; and
(f) unless otherwise indicated, be enclosed in a sealed envelope addressed to the Secretary General; and
(g) be submitted to reach the Secretary General on or before the date specified in

(h) terms of sub paragraph (i)(e) above..

(iii) If the names recommended by the Nominations Committee and the Board in terms of Rule 26(i)(b) and (c) and the names received by the Secretary General in compliance with Rule 26(ii) are equal to the number to be elected under each category, the persons so named shall be deemed to have been duly elected as members of the Committee. If however, the number of such names exceeds the number to be elected under any category, a ballot shall be taken as soon as may be convenient in compliance with the provisions of Rule 27.

Conduct of the Ballot

27. (i) For the purpose of conducting the Ballot, the Secretary General shall issue Ballot papers to all the members eligible to vote and set out the date and time by which the Ballot papers should be returned to reach the Secretary General, which date shall not be less than four days prior to the date of the Annual General Meeting.

(ii) The Ballot papers shall contain the following information-

(a) the names of all members who are nominated for election;
(b) by whom each candidate is nominated; and
(c) such further instructions and information as may be necessary for the proper conduct of the Ballot.

(iii) On the business day next succeeding the date specified for the return of the ballot papers, the ballot papers received by the date and time set out in paragraph (i) above shall be opened under the supervision of the Secretary General, and the twenty two (22) candidates and ten (10) candidates who secure the highest number of votes under the categories referred to in Rule 21(ii)(a) and Rule 21(ii)(b) respectively, shall be declared to have been duly elected as members of the Committee under each of the said categories.

In the event that two or more candidates secure an equal number of votes for the final vacancy in any category, the elected members and Past Chairmen of the Committee may decide that all of them shall be declared elected or may select by lot which of the candidates shall be declared elected to the Committee.

(iv) The ballot papers may be opened on the day referred to in paragraph (iii) above, even though all ballot papers issued to members may not have been received. Any ballot papers received after the time and date fixed for their return shall be destroyed by the Secretary General unopened.

New Committee to assume office after AGM

28. The Committee appointed under the preceding rules shall assume office immediately after the holding of the next succeeding Annual General meeting and shall hold office until the Annual General Meeting of the ensuing year and shall be eligible to be re-elected if eligible in compliance with these Rules.

Vacation of seat etc. by a member of the Committee.

29. (i) The Committee may declare the seat of a member of the Committee vacant in the event of such member failing to attend three consecutive meetings of the Committee.

(ii) The Committee shall declare the seat of a member of the Committee vacant upon the occurrence of any of the following events-

(a) the resignation or death of the member,
(b) the member being adjudged to be of unsound mind or insolvent; or
(c) upon the member being convicted of an offence involving moral turpitude; or

(d) the member being an individual, is in arrears of subscription for more than one year; or

(e) if the entity to which the member belongs is in arrears of subscription for more than one year.

(iii) In the event of a vacancy arising upon a declaration by the Committee, such vacancy shall thereupon be filled in compliance with the relevant provisions and procedure set out herein for the election and appointment of members to the Committee and the member so appointed shall hold office until the immediately ensuing Annual General Meeting.

(iv) A member of the Committee may be excused from attendance at any meeting by a resolution of the Committee passed either before or after his failure to so attend.

(v) The Committee shall have full power to act notwithstanding any vacancy on the Committee.

(vi) The members shall from time to time be notified of any change or changes in the Committee under this Rule.

SECTION IV–
CHAIRPERSON, VICE CHAIRPERSON AND DEPUTY VICE CHAIRPERSON

Election of Chairperson, Vice Chairperson and Deputy Vice Chairperson.

30. The Chairperson, Vice Chairperson and Deputy Vice Chairperson (the office bearers) shall be elected as follows-

(i) A Committee member who currently holds the office of Vice Chairperson and who has completed a second consecutive term in that position shall be deemed to be elected by the Committee as Chairperson for the next succeeding term of office of the Committee, unless the Committee resolves to the contrary, in compliance with Rule 31.

(ii) A Committee member who currently holds the office of Deputy Vice Chairperson and who has completed a second consecutive term in that position shall be deemed to be elected by the Committee as Vice Chairperson for the next succeeding term of office of the Committee, unless the Committee resolves to the contrary, in compliance with the provisions hereof.

(iii) The Deputy Vice Chairperson shall be elected by the Committee from among persons who have served on the Committee for an aggregate period of two (02) years, after considering the recommendation of the ex-officio members of the Board and of the Nominations Committee.

Resolution to the contrary, how presented and adopted

31. (i) A member of the Chamber Committee may submit to the Secretary General by a date not later than one month prior to the next Annual General meeting of the Chamber, a Resolution proposing that either the Chairperson or the Vice Chairperson shall not be deemed to be elected as set out in sub paragraphs (i) and (ii) of Rule 30 and the Secretary General shall thereupon convene a General meeting of the Committee for the purpose of considering such Resolution.

(ii) A Resolution so presented shall be considered by the Committee and a secret ballot taken thereon and such Resolution shall be considered to have been validly adopted if a majority of not less than three fourths of the members of the Committee entitled to vote at meetings of the Committee, including those not present, vote in favour of its adoption.

When Resolution is adopted.

32. In the event that a Resolution is validly adopted as set out above, the relevant post or posts shall be filled as set out below-

(i) If the resolution is in respect of the person deemed to be elected as Chairperson, then, the Deputy Vice Chairperson shall assume the post of Chairperson;

(ii) If the resolution is in respect of the person deemed to be elected as Vice Chairperson, then the post of Vice Chairperson shall be filled by a member elected by the Committee from among the elected members of the Committee who have served on the Committee for an aggregate period of two (02) years and after considering the recommendation of the ex-officio members of the Board and of the Nominations Committee.

Where office bearer unable to assume office.

33. (i) In the event that the member holding office as Vice Chairperson informs in writing that he is unable to accept the office as Chairperson, the member holding office as Deputy Vice Chairperson shall be deemed to have been elected to the post of Chairperson and in the event that the Deputy Vice Chairperson also informs in writing that he is unable to accept the office as Chairperson, then the Chairperson shall be elected by the Committee from among persons who have served on the Committee for an aggregate period of two (02) years and after considering the recommendation of the ex-officio members of the Board and of the Nominations Committee.

(ii) In the event that the member holding office as Deputy Vice Chairperson informs in writing that he is unable to accept the office of Vice Chairperson, the Vice Chairperson shall be elected by the Committee from among the elected members of the Committee who have served on the Committee for an aggregate period of two (02) years and after considering the recommendation of the ex-officio members of the Board and the Nominations Committee.

Vacancy in office of office bearer, how filled.

34. (i) In the event that the office of Chairperson, Vice Chairperson or Deputy Vice Chairperson, is vacated by –

(a) the death, insolvency, resignation or otherwise of the holder of the post; or

(b) the holder of the post ceasing to be qualified as a member of the Committee,

the vacancy arising thereby shall be filled in the manner set out in sub paragraph (ii) below.

(ii) In the case of the vacancy arising-

(a) in the post of Chairperson, the Vice Chairperson shall assume the post of Chairperson;

(b) in the post of Vice Chairperson, the Deputy Vice Chairperson shall assume the post of Vice Chairperson; and

(c) in the post of Deputy Chairperson, the vacancy shall be filled by a member elected by the elected members and Past Chairmen of the Committee from among persons who have served on the Committee for an aggregate period of

two (02) years and after considering the recommendation of the ex-officio members of the Board and of the Nominations Committee.

(iii) The member assuming office in terms of sub paragraph (ii) above shall hold the post until the next ensuing Annual General meeting and shall be eligible to be re-elected if eligible in terms of these Rules.

(iv) In the event that the Chairperson or Vice Chairperson is away from the Island for more than four consecutive months, the Vice Chairperson or the Deputy Vice Chairperson, respectively, shall act in the post for such period of absence.

Term of office of office bearers and eligibility for re-election

35. (i) At each Annual General Meeting, the Chairperson, Vice Chairperson and Deputy Vice Chairperson shall retire, unless they have been re-elected in compliance with these Rules, or are deemed to assume the office of Chairperson or the Vice Chairperson in compliance with these Rules.

(ii) An office bearer who has completed one year as Chairperson, Vice Chairperson or Deputy Vice Chairperson, shall be eligible to be re-elected to the same post for a maximum period of one further year in the successive term, upon election by the elected members and Past Chairmen of the Committee for that year.

(iii) Where the election of all or any office bearer in respect of any year becomes necessary in terms of these Rules, the elected members and Past Chairmen of the Committee appointed for that year in terms of these Rules shall meet as soon as practicable after its appointment but prior to the next ensuing Annual General Meeting to so elect the office bearer or office bearers.

SECTION V - POWERS OF THE COMMITTEE

Powers of the Committee

36. (i) The Committee shall have power to do all such things as may be necessary to achieve the objectives of the Chamber as set out in the Ordinance.

(ii) Without prejudice to the generality of the powers vested in the Committee in terms of sub paragraph (i) above, the Committee shall have the power to do the following-

(a) purchase, sell or mortgage the whole or any part or parts of the immovable property of the Chamber with the consent of the majority of the members present at any General Meeting;
(b) sell or mortgage any movable property of the Chamber;
(c) take on lease any lands or buildings for and on behalf of the Chamber at or for such price or prices, and/ for such rent or rents and under such title and upon such terms and conditions as the Committee shall think fit and proper;
(d) to lease or let on any form of tenancy any lands or buildings or any parts or portions thereof belonging to the Chamber for such periods, and at such rents, and upon such terms and conditions as it shall think fit and proper.

(e) to erect and construct any building or buildings on any land or lands purchased or leased or to be purchased or leased as aforesaid;

(f) to place the rooms of the Chamber at the disposal of any other person or body of persons, or to hire them for the purpose of public sales or of any meetings and/or for any other purpose, at times when they are not required for the use of the chamber ;

(g) to borrow from time to time and at its discretion money for the purpose of the Chamber, to such an extent, in such manner, and upon such terms and conditions as it may think fit;

(h) to make rules for and otherwise control the management of the property of the Chamber;

(i) to appoint employees with such remuneration and at such salaries and on such conditions as it may consider advisable and to pay the expenses occasioned thereby, as well as the current expenses for periodicals, rent or otherwise, out of the funds of the Chamber and should such expenses exceed the amount of the annual income of the Chamber the deficit shall be borne by the members in equal proportions in compliance with section 13 of the Ordinance.

(j) to appoint any member or members of the Committee or any other member or members or other person or persons as agent or agents for the management of the affairs of the Chamber and the accomplishment of its objects (including the recommendation or appointment of any person as representative or agent of the Chamber whether in Sri Lanka or elsewhere, for any purpose connected with commerce or trade);

(k) to establish and support Provident Funds for the benefit of the employees of the Chamber upon such terms and conditions and subject to such rules as the Committee may think fit;

(l) to remunerate as the Committee may think fit the services of and to pay any expense of the Chairperson and/or Vice-Chairperson and/or Deputy Vice Chairperson and/or any other member or members and/or any representative or representatives and/or agent or agents and/or any representatives visiting any country or countries overseas in the interests of commerce or trade and from time to time fix and vary the amount of such remuneration;

(m) to remove or to suspend any of the employees for such reason as the committee may think proper and advisable;

(n) to institute, conduct, defend, compromise, settle, or abandon any legal proceedings on behalf of the Chamber, and also to compound and allow time for payment or satisfaction of any debts due to or from the chamber, and any claims or demands by or against the chamber;

(o) to refer any claims or demands by or against the Chamber to arbitration, mediation or other dispute resolution process, and observe and perform the awards or settlement Agreement, as the case may be;

(p) to make and give receipts, releases and other discharges for money payable to the Chamber and for claims and demands by the Chamber;

(q) to act on behalf of the Chamber in all matters relating to bankrupts and insolvents;

(r) to give such direction as it may deem necessary for the collection and classification of information bearing on the wants and interests of the Chamber and for the collection and circulation among members of statistics and other information.

(iii) The Committee may delegate any of the powers set out above as well as any other powers, duties and/or functions necessary to be exercised or carried out in respect of the management affairs of the Chamber, to the Board Sub Committee established in terms of these Rules.

SECTION VI - MEETINGS OF THE COMMITTEE

Meetings of the Committee

37. The Committee shall meet regularly for the dispatch of business at least once in every two months during each calendar year or as often as may be required or when summoned–

(i) by the Chairperson and/or the Vice Chairperson and/or the Deputy Vice Chairperson; or

(ii) on the requisition of members, in compliance with Rule 38 below.

Requisition, how made

38. (i) A requisition shall -

(a) be in writing, on one or several documents in like form each signed by one or more of the members submitting the requisition;

(b) set out clearly the business to be transacted;

(c) be signed by a minimum of fifteen (15) members of the Committee;

(d) be addressed to the Secretary General; and

(e) be deposited at the office of the Secretary General.

(ii) Upon receipt of a valid requisition in compliance with the requirements set out in sub paragraph (i) above, the Secretary General shall forthwith proceed to convene a meeting of the Committee to be held at such time and place as may be determined.

(iii) In the event that the Secretary General fails to proceed to convene a meeting within seven (07) days from the date of the deposit of the requisition, the members submitting the requisition may themselves convene a meeting of the Committee to be held at such time and place as they may themselves determine, of which seven days' (07) notice at least shall be-given, but any meeting so convened shall not be held after twenty days from the date of such deposit.

Quorum

39. The quorum for a meeting of the Committee shall be twenty five (25). If less than twenty five (25) members of the Committee are present, the meeting shall be adjourned for a day which shall be not more than twelve (12) working days after the date of the original meeting. Any number of members of the Committee present at the adjourned meeting shall constitute a quorum and business may be transacted.

Chairperson to preside

40. Meetings of the Committee shall be presided over by the Chairperson or in his absence by the Vice Chairperson or in his absence by the Deputy Vice Chairperson, and if at the time appointed for holding any meeting none of them are present the members of the Committee present shall appoint a Chairperson from among their number.

Decision by majority and Chairperson to have casting vote

41. All matters before the Committee shall be decided by a majority of votes, and in the case of an equality of votes the Chairperson of the meeting shall have a casting vote in addition to his vote as a member of the Committee**.**

Decision of Committee affecting interests of members.

42. If any nominated member objects to the Committee coming to a final decision on any matter which decision is in his opinion likely to affect the interest which he represents, such matter shall be referred to the relevant Trade Section, Approved Association, Steering Committee or any other Committee under the Chamber, with a request that a report on such matter be submitted to the Committee within such period as the Committee shall determine, and, upon receipt of such report but without in any way being bound by such report the Committee shall finally deal with the matter according the highest priority to national interest.

Minutes of Meetings

43. (i) The Secretary General shall cause an accurate record of the proceedings of the meetings of the Committee to be maintained as Minutes, in a book or books to be maintained solely for that purpose.

(ii) All such Minutes shall be signed by the person or one of the persons who shall have presided as Chairperson at the meeting of the Committee, or by the person or one of the persons who shall preside as Chairperson at the next ensuing meeting of the Committee. All minutes signed by any Chairperson of any meeting of the Committee shall for all purposes whatsoever be *prima facie* evidence of the actual and regular transaction of the business recorded and of the regularity of the meeting, and of the person who Chaired the meeting and of the signature of the person who has signed as Chairperson, and of the date on which such meeting was held.

SECTION VII - THE BOARD

The Board

44. (i) There shall be a Sub Committee of the Committee titled "The Board", comprising the following -

(a) the Chairperson, Vice Chairperson, Deputy Vice Chairperson, and the Secretary General of the Chamber (hereinafter referred to as the Ex-Officio Members of the Board") ; and

(b) five (05) members appointed by the elected members and Past Chairmen on the Committee on the recommendation of the Nominations Committee, from among elected members of the Committee.

(ii) The composition of the Board shall ensure a balance of skills and experience as appropriate and desirable for the requirements of the Chamber.

(iii) The Chairperson of the Chamber shall be the Chairperson of the Board. In the absence of the Chairperson, the Vice Chairperson and in the absence of both Chairperson and Vice Chairperson, the Deputy Vice Chairperson shall chair the meetings of the Board.

(iv) An appointed member of the Board shall hold office until the Annual General Meeting of the ensuing year and shall be eligible to be re-elected for further periods of one year at a time subject to a maximum period of four (04) years and shall be eligible to serve on the Board thereafter only ~~as~~ in the capacity of an office bearer.

(v) The Board shall exercise such powers as are delegated to it by the Committee and shall in the exercise of such delegated powers conform to all such rules as may be prescribed by the Committee.

(vi) The quorum for meetings shall be five (05) members including two (02) Ex-Officio Members of the Board.

(vii) Board meetings shall be held at least once a month, on a date agreed to by a majority of the members of the Board.

(viii) The Secretary General shall cause an accurate record of the proceedings of the meetings of the Board to be maintained as Minutes.

SECTION VIII – THE NOMINATIONS COMMITTEE

Nominations Committee

45 (i) There shall be a Committee called the "Nominations Committee" comprising the following –

(a) Three (03) ex-officio members who shall be-

(i) The immediate past Chairperson of the Chamber (as Chairperson);
(ii) The Vice Chairperson of the Chamber;
(iii) The Deputy Vice Chairperson of the Chamber;

and

(b) Two (02) appointed members who shall be appointed by the elected members and Past Chairmen on the Committee on the recommendation of the Board, from among members of the Committee who are past Chairpersons of the Chamber.

(ii) The term of office of an appointed member shall be two (02) years and such member shall be eligible to be re-appointed for a further term of two years provided such member is a member of the Committee at the time of such re-appointment.

(iii) The duties and functions of the Nominations Committee shall be to make recommendations in respect of the following -

(a) appointment of the Deputy Vice Chairperson;
(b) appointments to the Board;
(c) appointments to the Committee; and
(d) appointments to fill vacancies of office bearers, Committee and the Board.

(iv) The Chairperson of the Nominations Committee shall preside at all meetings and in the absence of the Chairperson, the Vice Chairperson or the Deputy Vice Chairperson shall preside.

(v) The quorum for a meeting of the Nominations Committee shall be four (04) members.

SECTION IX – SECRETARY GENERAL & CHIEF EXECUTIVE OFFICER

The Secretary General of the Chamber to be CEO

46. (i) The Secretary General shall be the Chief Executive Officer of the Chamber and shall, subject to the general direction and control of the Committee and of the Board, be charged with the responsibility of planning and executing a programme of work to achieve the objectives of the Chamber and for the implementation of decisions taken by the

Committee and the Board with regard to the management and administration of the affairs of the Chamber.

(ii) The Secretary General shall be the head of the Chamber Secretariat and shall be responsible for reporting to the Committee and the Board, the progress made by the Chamber Secretariat in respect of the programme of work executed in furtherance of the achievement of the objectives of the Chamber.

SECTION X – FINANCE

Financial year

47. The financial year of the Chamber shall be from the 1st day of April in any year to the 3tst day of March of the next following year.

Opening of Bank Accounts and investment of funds

48. The Committee shall have power to–

(i) authorize the opening of any account or accounts with such Bank or Banks as it may determine, and to determine the signatories that shall do all such things as are necessary to operate such Accounts;

(ii) determine how and in what instruments the funds of the Chamber shall be invested;

(iii) authorize the payment out of the funds of the Chamber all costs and expenses incurred in and about the business and affairs of the Chamber including the following-

(a) remuneration to the employees, representatives and agents of the Chamber either in Sri Lanka or abroad and to any other person or persons for services rendered;

(b) contributions to a Provident Fund or Funds for the benefit of the employees of the Chamber, and

(c) the cost of any lands and buildings.

SECTION XI - MEETINGS OF THE MEMBERS

Annual General Meeting

49. (i) The Annual General Meeting of the Chamber shall be held each year on such date as the Committee shall decide being a date not later than the 31st day of July in each year, for the purpose of conducting the following business:

(a) to receive the Annual Report of the Chamber for the immediately preceding year; ,

(b) to receive the audited accounts of the Chamber for the immediately preceding financial year;

(c) to notify the appointment of the Chairperson, Vice-Chairperson and Deputy Vice- Chairperson of the Chamber;

(d) to notify the appointment of members to the Board;.

(e) to notify the composition of the Committee.

(f) to elect Auditors.

(g) to consider any other business of which five (05) days' prior notice shall have been given by a member.

(ii) The Secretary General shall give a minimum of seven (07) clear days' notice of the Meeting, and of the Agenda for the Meeting to the members.

Submission of Annual Report.

50. The Annual Report of the Chamber for each financial year prepared by the Secretary General shall be circulated for the information of members at least seven (07) days prior to the Annual General Meeting at which it is to be submitted.

Ordinary General Meetings

51. (i) Ordinary General Meetings of the Chamber shall be convened by the Secretary General on the direction of the Board, the Committee or on the requisition of not less than one tenth ($1/10^{th}$) of the members.

(ii) A requisition shall -

(a) be in writing, on one or several documents in like form each signed by one or more of the members submitting the requisition;
(b) set out clearly the business to be transacted at the meeting;
(c) be signed by a minimum of $1/10^{th}$ of the members;
(d) be addressed to the Secretary General; and
(e) be deposited at the office of the Secretary General.

(iii) Upon receipt of a valid requisition in compliance with the requirements set out in sub paragraph (ii) above, the Secretary General shall forthwith proceed to convene a meeting of the members to be held within twenty (20) days, at such time and place as may be determined.

(iv) In the event that the Secretary General fails to proceed to convene a meeting within twenty (20) days from the date of the deposit of the requisition, the members submitting the requisition may themselves convene a meeting of the members to be held at such time and place as they may themselves determine, of which seven days' (07) notice at least shall be-given, but any meeting so convened shall not be held after thirty (30) days from the date of such deposit.

Notice for Ordinary General Meeting

52. The Secretary General shall give a minimum of seven (07) clear days' notice of an Ordinary General Meeting specifying the time and place of such meeting and the purpose for which it is to be held, by posting or delivering such notice to the registered address of each member or by forwarding the Notice by electronic means.

Submission of motion etc. to a meeting

53. Any member may, submit any business, motion, matter or resolution to be taken up at any General meeting on giving not less than five (05) day's prior notice in writing addressed to the Secretary General.

Business to be conducted and quorum for General meetings.

54.(i) No business shall be brought before or transacted at any Annual General Meeting or any General Meeting other than the business specified in the notice for that meeting and any other business of which notice has been given in compliance with Rule 53.

(ii) Fifty members shall form a quorum at any General Meeting.

(iii) If at the expiration of half an hour from the time appointed for a meeting the required number of members shall not be present at the meeting, the meeting if convened by or upon the requisition of members shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place and no notice of

such adjournment need be given, and at such adjourned meeting the business shall be transacted by the members present thereat, notwithstanding that a quorum may not be present.

(iv) No resolution of a General Meeting shall be rescinded except by another General Meeting convened either solely for that purpose or partly for that purpose and partly for any other purpose or purposes.

Chairperson of a General Meeting

55. The Chairperson of the Chamber or in his absence the Vice-Chairperson or in the absence of the Chairperson and Vice-Chairperson, the Deputy Vice Chairperson shall preside at any General Meeting and in the absence of all of them, the meeting shall elect a Chairperson from among those present.

Resolutions at General Meetings

56. At any General Meeting, save as otherwise provided in these Rules, a resolution put to the vote at the meeting shall be decided on a show of hands unless upon the declaration of the result of the show of hands a poll be demanded by at least one-fourth ($1/4^{th}$) of the persons present thereat and entitled to vote. Unless a poll be so demanded the declaration by the Chairperson of the meeting that a resolution has been carried or defeated shall be conclusive, and an entry to that effect in the minute book of the Chamber shall be conclusive evidence thereof, without proof of the number of the votes recorded in favour of or against any such resolution.

Each member to have one vote

57. Each member shall have one vote and, in the case of a firm, company or corporation which is a member, such firm, company or corporation shall vote through an authorized representative.

Chairperson of Meeting to have casting vote

58. In the case of an equality of votes, either on a show of hands or at a poll, the Chairperson shall be entitled to a further or casting vote, in addition to the vote to which he may be entitled as a member.

Poll

59. If a poll be demanded in respect of any matter, it shall be taken either by the issue of Ballot papers or in a suitable manner by electronic means.but before such date as the Chairperson of the meeting shall fix, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. No poll shall be demanded on the election of a Chairperson/of a meeting or on any question of adjournment.

Publication of Proceedings

60. The Committee shall determine what may and what may not be published in connection with the business or proceedings of the Committee.

Adjournment of Meetings

61. The Chairperson may, with the consent of the members present, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Emergency Meetings

62. Emergency General Meetings of the Chamber shall be convened by the Secretary General on the direction of the Board or the Committee for such date and on such period of notice, being less than seven (07) clear days, as the Board or the Committee shall determine having regard to the circumstances that necessitate such meeting.

SECTION XII - COMMON SEAL

Seal

63. The Seal of the Chamber shall be used or affixed to any instrument only in the manner provided by the Ordinance.

SECTION XIII - NOTICES

Notices

64. (i) Notices forwarded in terms of these Rules may be authenticated by the signature (printed, written, or by some other means of representing words in a visible form) of the Secretary General or of any person appointed by the Committee to do so.

(ii) A notice may be served upon a member either personally or by sending it through the post at his registered address or electronically in compliance with information supplied by the member or Committee member, and any notice so served shall be deemed to be well served for all purposes.

(iii) Any notice if served by post shall be deemed to have been served on the day on which the letter containing the same would in ordinary course of post have been delivered at its address, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into a post box or posted at a post office, and the entry in the Chamber's books of the leaving or sending by post of any notice at or to such address shall be sufficient evidence thereof, and no further evidence shall be necessary.

(v) Any communication if forwarded by electronic means shall be considered to have been received on the actual date it is received by the recipient.

SECTION XIV - GENERAL

Indemnity

65. Every Chairperson, Vice-Chairperson, Deputy Vice -Chairperson, Member of the Committee, Secretary General and other employees of the Chamber shall be indemnified by the Chamber against, and it shall be the duty of the Committee to pay out of the funds of the Chamber all costs, losses, and expenses, which such persons may incur or become liable to by reason of any contract, entered into, or act or thing done by them as such persons acting in good faith in the discharge of their duties, including travelling expenses, and the amount for which such indemnity is provided shall immediately be a charge on the Chamber and have priority as between Members over all other claims.

Validity of acts of Committee, Board etc.

66. All acts of the Committee or of the Board shall, notwithstanding any vacancy in the Committee or Board or any defect in the appointment of any member of the Committee or Board and notwithstanding that it be afterwards found that any such member was disqualified from being a member of the Committee or Board, be as valid as if no such vacancy or defect or disqualification had existed, and as if every person had been duly appointed and was qualified to act as a member of the Committee or of the Board, as the case may be.

Appointment of Committees

67. The Committee, the Board or the Secretary General may at any time appoint one or more Steering Committees or other Committees that may be considered necessary for the carrying out of the functions of the Chamber, comprising such persons from the membership or others who are not members to discharge any mandate given to such steering committee or other committee.
The Committee, the Board or the Secretary General may from time to time revoke the appointment of and discharge any such steering committee or other committee either wholly or in part and either as to person or purpose but every such steering committee or other committee shall, in fulfilling the purpose for which it is appointed, conform to all such regulations as may be prescribed by the Board.

Use of electronic medium permitted.

68. In the event that-

(i) a vote is required to be taken on any matter; or
(ii) a ballot or poll is required to be held in respect of any matter; or
(iii) the views of the membership or the Committee or the Board are required to be ascertained on any matter; or
(iv) a report or other information is required to be communicated to the membership, the Committee or the Board on any matter; or
(v) notice is required to be given to the membership, the Committee or the Board on any matter,

same may be taken, conducted, ascertained or communicated, as the case may be, using any electronic system, programme or device.

SECTION XV - TRANSITIONAL PROVISIONS

Continued recognition of the status of Members, Affiliated Members, Approved Associations and Import Section.

69. (i) All members of the Chamber as are recognized as such as at the date of coming into operation of these Rules shall, after the coming into operation of these Rules, continue to be recognized as members of the Chamber duly admitted as such and the provisions of these Rules shall apply to all such members and all such members as are recognized as Patron members of the Chamber as at the date of coming into operation of these Rules, shall continue to be recognized as Patron members.

(ii) All members of the Chamber as are recognized as Associate members of the Chamber as at the date of coming into operation of these Rules, shall, after the coming into operation of these Rules, continue to be recognized as Associate members, duly admitted as such in terms of these Rules and the provisions of these Rules shall apply to all such Associate members.

(iii) All such Chambers as are recognized as “Affiliated Members” as at the date of coming into operation of these Rules shall, after the coming into operation of these Rules, be recognized as “Affiliated Chambers” duly admitted as such, and the provisions of these Rules shall apply to all such Chambers.

(iv) All such Associations as are recognized as “Approved Associations” as at the date of coming into operation of these Rules, shall, after the coming into operation of these Rules, continue to be recognized as Approved Associations duly recognized as such, and the provisions of these Rules shall apply to all such Approved Associations.

(v) The Import Section of the Chamber which is recognized as a Trade Section of the Chamber as at the date of coming into operation of these Rules, shall, after the coming into

operation of these Rules continue to be recognized as a Trade Section of the Chamber duly recognized as such, and the provisions of these Rules shall apply to the said Import Section of the Chamber.

Office bearers, Members of the Board and of the Committee to continue in office.

70. (i) The Chairperson, Vice Chairperson and Deputy Vice Chairperson elected for the year 2018/19 in terms of the Rules that were in operation prior to the coming into operation of these Rules, shall be deemed to be the Chairperson, Vice Chairperson and Deputy Vice Chairperson respectively, duly elected for the year 2018/19 in terms of these Rules, and shall continue to hold the office to which the office bearer was elected, for the year 2018/19.

(ii) The five (05) members of the Board appointed for the year 2018/19 in terms of the Rules that were in operation prior to the coming into operation of these Rules, shall be deemed to be the duly appointed members of the Board for the year 2018/19 in terms of these Rules, and shall continue to hold office as appointed members of the Board, for the year 2018/19.

(iii) The thirty two (32) members of the Committee elected and appointed to the Committee for the year 2018/19 in terms of Rule 8(ii)(b), (c) and (d) of the Rules that were in operation prior to the coming into operation of these Rules, shall be deemed to be the duly elected members of the Committee in terms of Rule 21(ii) (a) and (b) of these Rules, and shall continue to hold office as elected members of the Committee for the year 2018/19.

(iv) The ten (10) Past Chairmen elected to the Committee for the year 2018/19 in terms of Rule 8(ii)(e) of the Rules that were in operation prior to the coming into operation of these Rules, shall be deemed to be the duly elected members of the Committee in terms of Rule 21(iii) of these Rules, and shall continue to hold office as Past Chairmen elected to the Committee for the year 2018/19.

(v) The members of the Committee nominated by the Approved Associations and the Import Section to the Committee for 2018/19 in terms of Rule 8(ii)(a) of the Rules that were in operation prior to the coming into operation of these Rules shall be deemed to be the duly nominated members of the Committee in terms of Rule 21(iv) of these Rules and shall continue to hold office as nominated members of the Committee for the year 2018/19.

(vi) The two (02) members appointed to the Nominations Committee for the year 2018/19 in terms of the Rules that were in operation prior to the coming into operation of these Rules, shall be deemed to be the duly appointed members of the Nominations Committee appointed in terms of Rule 45(I)(b) of these Rules and shall hold office as appointed members to the Nominations Committee for the year 2018/19.

All members etc to be governed by these Rules.

71. All members, Patron members, Associate members, Approved Associations, affiliated Chambers and the Trade Section referred to in Rule 69, and the office bearers, the members of the Board, the members of the Committee and the members of the Nominations Committee referred to in Rule 70 above, shall continue to be governed by these Rules.

Rules in Appendices to continue to be valid.

72. Subject to such alterations, additions, amendments and cancellations as may from time to time be made or determined by the Chamber in General Meeting, the Rules appearing in the appendices hereto shall continue as valid and shall apply to the matters referred to in the said appendices.
