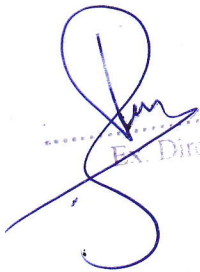


ARTICLES OF ASSOCIATION of Right to Life Human Rights Center

Company number: GA 323

COMPANY LIMITED BY GUARANTEE
The Companies Act No 7 of 2007

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EX Director

Right to Life

Secretary / Treasurer

No.555, Negombo Road, Kurana, Katunayake



ARTICLES OF ASSOCIATION of Right to Life Human Rights Center

Revised 2015

Company number: GA 323

COMPANY LIMITED BY GUARANTEE

The Companies Act No 7 of 2007

1. Interpretations

In this Article of Association:

"The Act " means the Companies Act 2007

"The Company" means the above-named company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"The Board of Directors" or "The Board" mean all those persons for the time being appointed to perform the duties of directors of the Company

"Director" means a director of the Company

"In writing" shall be taken to include references to printing, photocopying and other modes of representing or reproducing words in a visible form.

"Address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Organization.

Words importing the singular number shall include the plural and vice versa, unless a contrary intention appears. Words importing masculine shall include feminine and vice versa, unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act no. 7 of 2007.

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2. Primary Objectives

- a) To safeguard the Human Rights expressed and confirmed by the United Nations declaration of Human Rights, The Constitution of Sri Lanka and other laws to honor and preserve Human Rights.
- b) To disclose violations of Human Rights caused by the entire government servant including government, constitutional boards, employees in state affiliated corporations and to inform such violation to respective national and international intuitions and take action legally to get compensation and redress regarding such violation.
- c) To create Public awareness regarding the Human Rights and violation of Human Rights and investigate violations of Human Rights and take Moral and legal actions against perpetrators.
- d) To build up Human Rights activists who work on civic rights.
- e) To prevent police torture

3. Objectives

The organization has the right to accept to actions to archive any or every objective analyzed in the Article of Association. It can also discontinue or withdraw from any such expected task.

4. Membership

The members who have signed this document and remaining other members will be founder members. Membership will be awarded after an invitation by the board of directors.

Under any one of the following conditions, the membership of the organization will cease to function.

- A) Death, disability, insanity or bankruptcy
- B) Forwarding a written letter to the effect that he/she has resigned from the organization.

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- C) A member being unable to act in accordance with constitution, rules and regulations, suggestions and decisions of the association or a member acting against or harmful manner to the advancement of the organization as decided by the board of directors and a proposal to the effect that the membership of such a member be discontinued being passed by more than 2/3 majority of members present at a session. However before such a proposal is passed an opportunity should be provided to the respective member to explain his stand before a disciplinary board consisting of not less than 3 members of the board of directors. If he/she does not make use of this opportunity or if his explanation is not accepted by the session no objections should be forwarded regarding the acceptance of the proposal.

5. The Number of the Members of the Organization

The number of members of the organization should not exceed 100. However the number of members may be increased by a proposal to that effect passed by more than 2/3 majority of members present at a session.

6. Membership Fee and Contributions

Charges and contributions to be paid by members will be decided by the board of directors from time to time and no such membership fee and contributions should be paid until they are decided by the board of Directors. Admission fees and membership fees and the way to be paid will be determined by the board of directors from time to time.

7. General Meeting

The organization shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

Provide that so long as the organization holds its first annual general meeting within eighteen months of its incorporation, it need not to be held in the year of

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its incorporation or in the following year. The annual general meeting shall be held at such time and place appointed by the board of directors.

All general meetings other than the annual general meetings shall be called extraordinary general meetings.

8. Notice of General Meetings

An annual general meeting shall be called by twenty one days' notice in writing at the least and a meeting of the company other than an annual general meeting or a meeting for passing of a special resolution shall be called fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify 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 herein after mentioned or in such other manner, if any as may be prescribed by the organization in general meeting to such persons as are under the rules of the organization entitled to receive such notices from the company.

The accident omission to give notice of a meeting to or the non- receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

9. Minutes

Where 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; to any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the board of directors may determine, and where at the adjourned meeting a quorum is not present within half an hour from time to time appointed for the meeting the members present shall be a quorum.

The chairman if any, of the board of directors shall preside a chairman at every general meeting of the organization, or where there is no such chairman or where he is not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their member to be chairman of the meeting.

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In the case of an equality of votes, whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second casting votes.

A poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

On a poll votes may be given either personally or by proxy.

The quorum of members required for any task at a meeting will be determined by the directors from time to time, if not so determined the required quorum will be 5.

10. The Board of Directors

The board of directors will be in charge of the management and administration of the organization and the board of directors will consist of not less than 3 members and not more than 12. However if it is deemed necessary to amend the minimum or maximum number of directors it could be determined at a general meeting of the organization.

The first Board of Directors will be;

01) Mr. FERNANDO KANAKULAGE JOHN BRITO

02) Mr. DISSANAYAKE PHILIP PUSHPAKUMARA IDDAMALGODA

03) Ms. JAYANTHI DANDENIYA GAMAGE

They shall hold office until the 2nd General Meeting of the organization and shall be eligible for re- appointment.

While the board of directors shall much meet to wind up the work of the sessions, they can arrange such meetings, to suit there. Any issues that arise at a session can be solved by taking a vote. However if there are equal votes the chairman is entitled to a second additional vote. The meeting can be convened by a request made to a director or to the secretary by a director. When such meeting is convened, it's not necessary to inform a director who is away from Sri Lanka.

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The quorum of members required for any task at a meeting will be determined by the members, and if not so determined the required quorum will be 3.

The board of directors has the authority to fill temporary vacancy in the board or add one person to the board, in keeping with the constitution and not exceeding the maximum total number in the board or appoint one person out of the members from time to time or at any time. A director thus appointed will hold office until the next general meeting and will be eligible for re- appointment.

The board of directors has the authority to appoint office holders or as they deem suitable to delegate their powers to a committee consisting of a certain number of members. However in executing their powers the committee thus organized or the person thus appointed should confirm to the regulations determined by the board of directors.

The board shall not exercise their vote on any contract they show interest in or on any issue arisen through the contract. If he does exercise his vote, it shall not be counted.

Any written proposal signed in Sri Lanka by all the directors shall have the same validity and power as a proposed approved by a duly convened meeting of the board of directors.

All minutes of meetings of members and the organization should be entered by the board of directors in the book assigned for that purpose and these records duly signed by the chairman at the meeting or at the following meeting should be clear and apparent evidence regarding its contents.

Signing preparing accepting entering copying of all cheques, promissory notes drafts, exchange bills and other negotiable documents and receipts regarding payments to the association shall be done as determined by the board of directors from time to time.

The board of directors of the organization can exercise all powers of the organization to take financial loans, mortgages, tasks, property or part of property of the organization or keep them as a surety for any responsibility or to mortgage to another party.

11. Removal of the Board of Directors from Their Posts

The Director;

- a) Bankruptcy
- b) Prohibiting the services as a director as a result of any order or under clause 186(1) of the Act

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- c) Resignation by means of a written statement forward to the organization or involving directly or indirectly regarding any contract with the organization and being unable to give statement regarding such involvement according to clause 203 of the Act.

If the discontinued by means of a proposal at a general meeting of the organization the director should give up his/her post.

12. Execution of Deeds of Transfer

1. All movable and immovable property of the organization shall be handed over for the use of the board according to the constitution and regulation of the organization.
2. All deeds, agreements, leasing, releasing, mortgaging or any document which is related to or has any effect on the property or possessions of the organization should be made by the name of the association.

All documents mentioned in clause 33(2) should be put into action for on behalf of the organization collectively by two directors authorized by a decision of the board of directors.

13. The Seal

The directors provide the safe custody of the seal and the organization shall not be affixed to any instrument except in the presence of any two directors or any one director and the secretary or of any other person appointed by the directors for such purposes. All such documents shall be signed as well by those two directors or that one director and that secretary or that other person appointed by the directors for such purposes.

14. Accounts

The board of directors should make provision to maintain accurate and true accounts of all finances received and spent by the organization. An account of income and expenditure and a balance sheet duly audited and approved by authorized auditors should forwarded by the board of directors to the general meeting of the organization.

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15. Financial Year

The financial year shall be from 1st of January every year up to 31st of December in the following year unless otherwise decided by the board of directors.

16. Auditors

Appointing Auditors will be governed by the clause 156, 157 and 158 of the companies act. The first auditors should be appointed by the board of directors. Duties and the liabilities of the auditors should be according to the Act.

17. Income

Income from property donation subscriptions should be used only for the advancement of objectives of the organization. Even if a part of it shall not be directly or indirectly paid to any person or persons who are or were members of the organization at any time or to any person who makes a claim through them. However nothing mentioned here in shall be an obstacle for the payment of wages to a person who is invited to perform any work for the organization.

18. Reserved Funds

A certain amount of money from the funds can be reserved as reserved funds at the sole discretion of the board of directors for an emergency renovation development, maintenance of any property of the organization or for welfare work or any other work as the board of directors deems suitable.

19. Notification

A notification to a member can be made personally or by post to addresses registered in the books of the organization or published as a notice in any one of the distributed newspapers.

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The members, no person other than their lawful representatives, the auditor of the organization or the company registrar are the only ones who are eligible to be notified about meetings of the organization.

20. Amendments

Amendments to this document can be made from time to time with the approval of the company registrar under the following conditions;

- More than $\frac{3}{4}$ majority votes at an annual general meeting with notification of 21 days.
- More than $\frac{3}{4}$ majority votes at a special meeting convened for this purpose.

21. Winding Up

After winding up or disposal of the organization and done all liabilities and debts, remaining property shall not be shared among members of the organization, but only shall be vested to another organization or organizations bearing same objectives. Such an organization or organizations should be nominated by the members of this organization on or before the winding up or disposal. Otherwise the remaining property should be bestowed to a charitable fund by a judge having jurisdiction. Unless, it should be put in a charity work.

22. Indemnity

Subject to the provisions of the Act, every member of the organization and every employee appointed by the organization shall be entitled to be indemnities by the organization against all costs, charges, loses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation there to.

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We do hereby declare that we agree to this article of association of the organization and amendments to it.

1. FERNANDO KANAKULAGE JOHN BRITO
2. DISSANAYAKE PHILIP PUSHPAKUMARA IDDAMALGODA
3. KUMARA MAHAPITUMPE MUDIYANSELAGE WASANTHA RANIL
4. FERNANDO MIHINDUKULASURIYA ARACHCHIGE EUTACE PRASANGA
5. CHAMARI MAHANAYAKE MUDIYANSELAGE
6. JAYATHILAKE TIKIRI BANDAGE
7. KUMARA WIJETHUNGE APPUHAMIGE HERMAN
8. FERNANDO MIHINDUKULASURIYA SAMSON NIHAL RAJ
9. Sr. FERNANDO DEEPA
10. PERERA MELANI MANEL
11. PRABHASHINI SAMARATHUNGE GUNASEKARA MUDIYANSELAGE UPENDRA

I witness that the above named persons have signed and certified the article of association and amendments to it before me at Katunayake on the 6th day of November in the year 2015

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Right to Life

Secretary / Treasurer

Commissioner for Oaths / Secretary

M. Nimanthi Fernando

L.L.B. (Hons) Colombo

Attorney-at-Law

Commissioner for Oaths

Company Secretary & Notary Public

Ex. Director