

# ARTICLES OF ASSOCIATION

## *OF*

### RENT A CAR ASSOCIATION

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- I. The name of the Association shall be “RENT A CAR ASSOCIATION”.
- II. The registered office of the Association will be situated at No. 177, R.A.De Mel Mawatha, Colombo -03.
- III. The Objects for which the Association is established are:-
  - 1). To represent and develop the motor vehicle rental industry in Sri Lanka by promoting union of interests well-being and ethics amongst its members whilst enhancing the image of the industry by caring for the environment and always promoting safety and quality assured services to the public and acting always in a social responsible manner.
  - 2). To work in close cooperation with the Government of Sri Lanka and more particularly with state organisations like the Ceylon Transport Board, Sri Lanka Tourist Board, The Registrar of Motor Vehicles, Sri Lankan Police and any other related Industry in the public sector and similarly to work with any private sector organisation.
  - 3). To take such steps as may be deemed necessary to further and to protect the interests of the members of the Association and the Rent-A-Car industry of Sri Lanka as a whole.
  - 4). To lay down a code of conduct and ethics for maintaining discipline among its members.
  - 5). To establish and maintain close and cordial relation and bond with other related sections of the local rent a car industry and also with international rent a car bodies and to further its objects to affiliate with appropriate international organisations if considered necessarily.
  - 6). To do all such acts, deeds and things as may be deemed necessary in pursuance of the above objects.
- IV. 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**

- (i) 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 trust.
- (ii) The Association shall not support with it's funds any object, or endeavor to impose on or procure to be observed by it's members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iii) 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 Council of Management or Governing Body 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 the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected.

- V. The income and property of the Association whensoever 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 hereof 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 Council of Management or Governing Body 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 Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- VI. 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 of Companies.

- VII. The fourth and fifth clauses of this Articles of Association contain conditions on which the licence granted by the Registrar of Companies in pursuance of Section 34 (1) & 34(4) of the Companies Act No. 7 of 2007 is subject.

- VIII. The liability of the members is Limited.

- IX. Every member of the Association undertakes to contribute to the assets of the Association in the event of it 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 adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Rupees One Hundred (Rs. 100/=) per member.

- X. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other Association or Trusts, Firm, Society Institute or Club having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and the properties among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause (V). hereof, such Association or Associations, Firm, Society

Institute or Club 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 provisions, then to some charitable objects.

- XI. The Association being a 'Voluntary Social Service Organisation' as defined under the Voluntary Social Service Organisation (Registration and Supervision) Act, shall take steps to register under the said Act after incorporation.
- XII. True accounts shall be kept to the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place, and property, credits and liabilities of the Association and Subject to any reasonable restrictions as to the time and manner of inspection of the same that may be imposed in accordance with the Articles of Association for the time being, shall be open to the inspection shall be examined and the correctness of the balance sheet as certified by one or more properly qualified Auditor or Auditors.
- XIII. The Articles of Association set out in the First Schedule to the Companies Act No. 7 of 2007 shall not apply to the Association. The Provisions contained in the list of sections of this Act No. 7 of 2007 specified in Third Schedule hereto, shall not apply to and in respect of a company limited by guarantee. The Articles of Association of the Company (hereinafter called "These Presents")

## **A. MEMBERS AND THEIR PRIVILEGES AND OBLIGATIONS**

### **1. *Members***

- (a) The number of members of the Association shall be not less than Two (02) and nor more than One Hundred (100). But the Councillors may by resolution of the Executive Council provide for an increase of members. There are three (03) kinds of members, namely **Founder Members, Associate Members** and **Honorary Members**.
  
- (b). Any company/firm/sole proprietor who subscribes to the objects of the Association may apply in writing to the Executive Council to be admitted as a member of the Association. The Executive Council may in its absolute discretion admit or reject the application. The decision of the Executive Council as to whether any particular applicant shall be admitted to membership or not shall be final and conclusive and the Executive Council shall not be bound to give any reasons for its decision.
- (c). The **Associate and Founder membership** should have following minimum pre-requisites:-
  - (i). Minimum 5 years of un-interrupted active Rent-A Car business registered at the Registrar of Companies at the time of submitting application
  - (ii). Should not be involved directly or indirectly in any fraudulent and or illegal activities.
  - (iii). Own and operate a minimum of five (05) motor vehicles.
  - (iv). Have a permanent registered office owned or rented for a minimum of 2 years.
  - (v). Minimum of fixed phone lines registered in their name
  - (vi). Should have an operating current account in a Bank for a minimum of 2 years

- (vii). Minimum of 3 work staff including the owner(s)
- (d) The Executive Council may on its own invite and admit to membership of the Association any person/company who it deems desirable to be admitted as a member in the best interests of the Association and who is willing to subscribe to the objects of the Association should have minimum requirement of the list as per the above clause (c).
- (e). The Executive Council may elect any person who has assisted, or rendered any service to the Association as **an Honorary Member**. Such a member shall have the same privileges as an **Associate Member** but shall not be eligible to vote at a meeting of the Association or to hold office in the Executive Council.
- (f). Only the **Founder Members** have subscribed to the Articles of Association. A separate register of **Honorary Members** and **Associate Members** shall be maintained.
- (g). The **Associate Members** may nominate its representative in writing to the Executive Council who could attend in place of such representative who should be the Owner, Partner, Board Member or under special circumstances a senior executive of the company/firm or organization. The rights privileges and obligations of an **Associate Member** shall also be as prescribed by the Executive Council and be personal and shall not be transferable and shall cease upon the death or upon his ceasing to be a member of the company/firm/sole proprietor as the owner, Partner, Board Member or Senior Executive.
- (h). The Executive Council may time to time make such rules as it deems fit for the admission of members.

## ***2.Cessation Of Membership***

- (a) A member (Founder, Honorary or Associate) shall cease to be a member in any of the following events, namely:
  - (i). if he becomes prohibited by law from acting as a member;
  - (ii). if he resigns by writing under his hand left at or sent by registered post to the Office;
  - (iii). if a receiving order is made against him or if he compounds with his creditors or is adjudicated an insolvent;
  - (iv). if he be a lunatic or becomes of unsound mind ;
  - (v). if he be absent from three consecutive meetings of the Association without leave and the Executive Council resolves that his office be vacated ; or
  - (vi). if he be removed by a resolution of the Association.
  - (vii) Non Payment of Membership fees.

## **B. MEETINGS OF MEMBERS**

### ***3. Rules relating to meetings of members***

- (1) Articles 4 to 13 sets out the procedure to be followed at meetings of members.
- (2) A meeting of members may determine its own procedure, to the extent that it is not governed by these articles.

### ***4. Notice of meetings***

- (1) Written notice of the time and place of a meeting of members must be given to every member entitled to receive notice of the meeting and to every director and the auditor of the company
  - (a) in the case of the annual general meeting, not less than fifteen working days' notice in writing; and
  - (b) in the case of a meeting other than an annual general meeting or a meeting for the passing of a special resolution, ten working days' notice in writing
- (2) The notice must set out
  - (a) the nature of the business to be transacted at the meeting in sufficient detail to enable a member to form a reasoned judgment in relation to it; and
  - (b) the text of any resolution to be submitted to the meeting.
- (3) An irregularity in a notice of a meeting is waived if all the members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such member agree to the waiver.
- (4) If a meeting of members is adjourned for less than thirty days, it is not necessary to give notice of the time and place of the adjourned meeting, other than by announcement at the meeting which is adjourned.

### ***5. Methods of holding meetings***

A meeting of members may be held either

- (a) by a number of members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (b) by means of audio, or audio and visual communication by which all members participating and constituting a quorum, can simultaneously hear each other throughout the meeting.

## **6. Quorum**

- (1) Subject to paragraph (3) of this article, no business may be transacted at a meeting of members if a quorum is not present. Save as herein otherwise provided two-third (2/3) Founder and Associate Members present in person or by proxy shall be the quorum.
- (2) A quorum for a meeting of members is present if the members or their proxies are present who are between them able to exercise a majority of the votes to be cast on the business to be transacted by the meeting.
- (3) If a quorum is not present within thirty minutes after the time appointed for the meeting, the meeting is adjourned to the same day in the following week at the same time and place, or to such other date, time and place as the directors may appoint. If at the adjourned meeting, a quorum is not present within thirty minutes after the time appointed for the meeting, the shareholders present or their proxies shall be deemed to form a quorum.

## **7. President**

- (1) If the Councillors have elected a President of the Executive Council, and the President of the Council is present at a meeting of members, he or she must chair the meeting.
- (2) If no President of the Council has been elected or if at any meeting of members the President of the Council is not present within fifteen minutes of the time appointed for the commencement of the meeting, the members present may choose one of their number to be President of the meeting.

## **8. Voting**

- (1) In the case of a meeting of members held under paragraph (a) of article 5, unless a poll is demanded, voting at the meeting shall be by whichever of the following methods as determined by the President of the meeting
  - (a) voting by voice; or
  - (b) voting by show of hands.
- (2) In the case of a meeting of members held under paragraph (b) of article 5 unless a poll is demanded, voting at the meeting shall be by members signifying individually their assent or dissent by voice.
- (3) A declaration by the President of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact, unless a poll is demanded in accordance with paragraph (4) of this article.
- (4) At a meeting of members, a poll may be demanded by
  - (a) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and
  - (b) in case of any other meeting, by a majority in number of members<sub>6</sub> having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per centum (95%) of the total voting rights of all the members. Votes may be given personally or by proxy. At every

meeting every member present in person or represented by proxy, shall have one vote.

(5) A poll may be demanded either before or after the vote is taken on a resolution.

(6) The President of a members' meeting is entitled to a casting vote.

**9. Proxies**

(1) A member may exercise the right to vote either by being present in person or by proxy.

(2) A proxy for a member is entitled to attend and be heard at a meeting of members as if the proxy were the member.

(3) A proxy must be appointed by notice in writing signed by the member. The notice must state whether the appointment is for a particular meeting, or for a specified term.

(4) No proxy is effective in relation to a meeting, unless a copy of the notice of appointment is given to the company not less than twenty-four hours before the start of the meeting.

(5) The instrument appointing a proxy shall be in writing and:

i).in the case of an individual shall be signed by the appointor or by his attorney ; and

ii).in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.

iii)The Association may, but shall not be bound to, inquire evidence of the authority of any such Attorney or Officer.

iv)A proxy need not be a member of the Association.

(6) An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit :

**RENT A CAR ASSOCIATION**

I/We..... of  
..... being  
member/members of the abovenamed Association, hereby appoint  
.....of.....failing  
him.....of.....as my/our proxy  
to vote for me/us on my/our behalf at the (annual/extraordinary, as the case may be)  
general meeting of the Association to be held on the .....day of  
.....20.... and at any adjournment thereof.

Signed this ..... day of .....20.....

**10. Minutes**

(1) The board must ensure that minutes are kept of all proceedings at meetings of members. 7

(2) Minutes which have been signed correct by the President of the meeting are *prima facie* evidence of the proceedings.

### **11. *Members proposals***

Members entitled to do so may give notice of the resolution to the Association in accordance with section 142 of this Act and it shall be the duty of the Association to give notice of the resolution or circulate the statement, or both, as the case may be, in accordance with section 142. The company is not required to give notice of a resolution or circulate a statement in the circumstances set out in subsections (4) or (5) of section 142.

### **12. *Corporations may act by representatives***

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

### **13. *Annual general meetings and extraordinary general meetings of members***

- (1) Subject to paragraphs (2) and (3) of this article, the Council must call an annual meeting of the Association to be held
  - (a) once in each calendar year;
  - (b) not later than six months after the balance sheet date of the Association; and
  - (c) not later than fifteen months after the previous annual meeting.

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

- (2) The Association need not hold its first annual meeting in the calendar year of its incorporation, but must hold that meeting within eighteen months of its incorporation.
- (3) An extraordinary meeting of members entitled to vote on an issue may be called at any time by the Council, and must be called by the board on the written request of members

## **C. COUNCILLORS AND SECRETARY**

### **14. *Appointment and removal of directors***

- (1) The members may by ordinary resolution fix the number of Councilors of the Association. Until otherwise determined by a general meeting the number of Councilors shall not be less than Two (2) nor more than Fifteen (15).

The First Councilors' of the Company shall be Founder Members namely:-

- a). MR.PADUKKAGE KISHAN DOMINIC PERERA
- b). MR..RUMINDRA LYNTON RANASINGHE
- c). MR.MOHAMED CASSIM ZAKIR AHAMED
- d). Mr.MOHAMED HANIFF SAJAD ISMAIL
- e). MR.MOHAMED AFFAN
- f). MR.MILINDU MALLAWARATCHIE



- g). MR.GURUWATTA VIDANALGE VIJITHA SUDARSHANA JAYATHILAKE
- h). MR.DEWAMULLAGE NISHANTHA RAJITHA PERERA
- i). MR.NIHAL WEERASINGHE
- j). MR.DON LESTER ST.BERTRAND SAMARASINGHE

- (2). The Association at the meeting at which a Councilor retires in the manner aforesaid shall fill the vacated office by electing person thereto, and in default the retiring Councilor shall be deemed to have been re-elected.
- (3). The affairs of the Association shall be managed by the Executive Council and all executive and administrative powers of the Association shall be deemed to have been vested in them.
- (4). No person shall be a Councilor of the Association unless he is a member thereof.
- (5). The President, the Secretary and the Treasurer shall be elected by the Executive Council from amongst the members of the Councilors' at their first meeting. The officers so elected shall hold office until the conclusion of the next Annual General Meeting after they are elected and shall be eligible for re-election. The officers for each year shall be elected at the next annual general meeting and shall be eligible for re-election.

(6) A Councilor vacates office if he

- (a) resigns in accordance with paragraph (3) of this article;
- (b) is removed from office in accordance with the provisions of section 206 of this Act or these articles;
- (c) becomes disqualified from being a Councilor pursuant to section 202 of this Act;

The following persons shall be disqualified from being appointed or holding office as Councilor of a Association

- (i) a person who is under eighteen years of age;
- (ii) a person who is an undischarged insolvent;
- (iii) a person who is prohibited from being a Councilor or promoter of or being concerned or taking part in the management of a Association under section 213 or section 214 of this Act;
- (iv) a person who has been adjudged to be of unsound mind;
- (v) a person that is not a natural person;
- (d) dies; or
- (e) vacates office pursuant to subsection (2) of section 210 of this Act, on the ground of his age.

## **15. Power and duties of Councillors**

- (1) The Councillors have the duties set out in the Act, and in particular
  - (a) each Councillor must act in good faith and in what he believes to be the best interest of the Association;
  - (b) no Councillor shall act or agree to the Association to Act, in a manner that contravenes any provisions of this Act or these articles.

#### **16. Procedure at meetings of Councillors**

- (1) Articles 17 to 23 sets out the procedure to be followed at meetings of Councillors.
- (2) A meeting of Councillors may determine its own procedure, to the extent that it is not governed by these articles.

#### **17. President**

- (1) The Councillors may elect one of their number to be the President of the Executive Council and may determine the period for which the President is to hold office.
- (2) If no President is elected or if at a meeting of the Executive Council the President is not present within five minutes after the time appointed for the commencement of the meeting, the Councillors present may choose one of their number to be President of the meeting,
- (3) The President of the Executive Council shall –
  - (i). have general supervision over the business and affairs of the Association;
  - (ii). preside at meetings of the Executive Council and at General Meetings ;
  - (iii). frame all by-laws with the Secretary or such other officer as the Executive Council may appoint for the purpose;
  - (iv). perform such other duties as the Executive Council may determine;
  - (v). be an ex-officio member in any committee of the Executive Council.

#### **18. Notice of meeting**

- (1) A Councillor, the secretary or if requested by a Councillor to do so, an employee of the Association, may convene a meeting of the Council by giving notice in accordance with this article.
- (2) Not less than twenty-four hours notice of a meeting of the Executive Council must be given to every Councillor who is in Sri Lanka.
- (3) An irregularity in the notice of a meeting is waived if all Councillors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Councillors entitled to receive notice of the meeting agree to the waiver.

#### **19. Methods of holding meetings**

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A meeting of the Executive Council may be held either

- (a) by a number of the Councillors who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
- (b) by means of audio or audio and visual communication by which all Councillors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

## **20. Quorum**

- (1) The Quorum required for the transaction of business at a meeting of the Executive Council of Councillors shall be Five (05).
- (2) No business may be transacted at a meeting of Councillors if a quorum is not present.

## **21. Voting**

- (1) Every Councillor has one vote.
- (2) The President has a casting vote.
- (3) A resolution of the Executive Council is passed if it is agreed to by all Councillors present without dissent or if a majority of the votes cast on it are in favour of it.
- (4) A Councillor present at a meeting of the Executive Council is presumed to have agreed to and to have voted in favour of a resolution of the Executive Council, unless he or she expressly dissents from or votes against the resolution at the meeting.

## **22. Minutes**

The Executive Council must ensure that minutes are kept of all proceedings at meetings of the Executive Council.

## **23. Unanimous resolution**

- (1) A resolution in writing signed or assented to by all Councillors entitled to receive notice of an Executive Council Meeting, is as valid and effective as if it had been passed at a meeting of the Executive Council duly convened and held.
- (2) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form, each signed or assented to by one or more Councillors.
- (3) A copy of any such resolution must be entered in the minute book of Executive Council proceedings.

## **24. Rules / By-Laws**

- (1),(i). The Executive Council shall draw up from time to time programmes of activities of the Association and implement the same; and

- (ii). The Executive Council may from time to time make such by laws or regulations it may deem fit for the smooth and proper administration of the Association and the implementation of its objects and may also alter amend or repeal the same.

## **25. Other Committees**

- (1.)(a). The Executive Council may delegate any of its powers to committees consisting of such member or members of the Executive Council as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Executive Council.
- (b). Any such committee so appointed shall in the exercising of any powers that may be delegated to it conform to any rules or regulations that may be imposed upon it by the Council.
- (c). The President of the Executive Council shall be an ex-officio member of all such committees.
- (d). Any such committee may elect its own President who shall be responsible for the convening of meetings of the committee and shall have general supervision of the conduct of duties delegated to the Committee.

## **26. Secretary**

- (1) The Association must at all times have a secretary.
- (2) The Executive Council may appoint the secretary for such term and on such conditions as it thinks fit. The remuneration of the secretary shall be agreed to by the Executive Council and the secretary.
- (3) The Executive Council may remove the secretary.
- (4) The secretary may not be
  - (a) the sole Councillor of the Association; or
  - (b) a corporation, the sole Councillor of which is the sole Councillor of the Association.
- (5) Where the Act or these articles require something to be done by a Councillor and the secretary, it is not satisfied by the same person doing that thing acting in both capacities.
- (6) The duty of the Secretary shall be :-
  - (i). keep the Registers of Members, Register of Councillors, Seal Register and record, the Minutes of the Meetings of the Executive Council of Councillors and all meetings of the Association in the books provided for that purpose;
  - (ii). ensure that all notices are duly given in accordance with the provisions of These Presents and or as required by law;
  - (iii). ensure that all books, reports, certificates and all other documents and records required by law are properly maintained;
  - (iv). have custody of the Seal of the Association ;

- (v). perform such other duties as the Executive Council may determine.

#### **D. ACCOUNTS AND AUDIT**

##### ***27. Accounting records, financial statements, audit etc.***

- (1) The Executive Council must ensure that the company keeps accounting records which
  - (a) correctly record and explain the Association's transactions;
  - (b) will at any time enable the financial position of the Association to be determined with reasonable accuracy;
  - (c) will enable the Executive Council to prepare financial statements in accordance with this Act; and
  - (d) will enable the financial statements of the Association to be readily and properly audited.
- (2) The accounting records must comply with subsection (2) of section 148 of this Act and to be laid before the Association in General Meetings such profit and loss accounts, balance sheets and reports.
- (3) The Executive Council shall ensure that within five months after the balance sheet date of the Association, financial statements which comply with section 151 of the Act (and if applicable, group financial statements which comply with section 153 of the Act) are completed in relation to that balance sheet date and are dated and signed on behalf of the Executive Council by two Councillors.
- (4) The Treasurer shall -
  - (i). keep and maintain all books of accounts of the Association ;
  - (ii). keep, collect and disburse the discretion and control of the Association all such monies coming into his hands ;
  - (iii). perform such other duties as the Association may determine.
- (5) The books of accounts shall be kept at the Registered Office of the Association, or at such other place or places as the Executive Council shall think fit, and shall always be open to the inspection of the members.
- (6) 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 Meetings together with a copy of the Auditors' Report shall not less than Fifteen (15) days before the date of the meeting be sent to all persons entitled to receive notice of General Meetings of the Association.
- (7) Auditors shall be appointed and their duties regulated in accordance with Section 154 of the Act.
- (8) At every annual meeting, the company must appoint an auditor for the following year in accordance with section 158 of the Act. An auditor who is appointed at an annual meeting is deemed to be reappointed at the following annual meeting, unless —
  - (a) he is not qualified for re-appointment;
  - (b) the Association resolves at that meeting to appoint another person in his place; or

- (c) the auditor has given notice to the Association that he does not wish to be re-appointed.
- (9) The Executive Council must within six months after the balance sheet date of the Association, prepare an annual report on the affairs of the Association during the accounting period ending on that date which complies with section 166 of this Act. The Executive Council must send a copy of the annual report to every member not less than fifteen working days before the date fixed for holding the annual meeting of members.

## **E. LIQUIDATION AND REMOVAL FROM THE REGISTER**

### ***28. Resolution to appoint liquidator***

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

The provisions of Clause X of the Articles of Association relating to the winding up or dissolution of the Association shall have effect and shall be observed as if the same were repeated in these Articles.

## **F. MISCELLANEOUS**

### ***29. Documents to be kept by Association***

- (1) The Association must keep at its registered office or at some other place notice of which has been given to the Registrar in accordance with subsection (4) of section 116 of the Act, the following documents :—
- (a) the certificate of incorporation and the articles of the Association;
  - (b) minutes of all meetings and resolutions of members within the last ten years;
  - (c) minutes of all meetings and resolutions of Councillors and Councillors' committees within the last ten years;
  - (d) certificates given by Councillors under this Act within the last ten years;
  - (e) the register of Councillors and secretaries required to be kept under section 223 of this Act;
  - (f) copies of all written communication to all members during the last ten years, including annual reports prepared under article 33(5);
  - (g) copies of all financial statements required to be completed under this Act for the last ten completed accounting periods of the Association; and
  - (h) the accounting records required by section 148 of this Act for the current accounting period and for the last ten completed accounting periods of the Association.
- (2) The references in paragraph (1) of this article to “ten years” and to “ten completed accounting periods” shall include such lesser periods as the Registrar may approve, by notice in writing to the Association.

### ***30. Rights of Councillors and members to documents etc.***

- (1) The Councillors of the Association are entitled to have access to the Association's records in accordance with section 118 of the Act.

(2) A member of the Association is entitled

- (a) to inspect the documents referred to in section 119 of the Act, in the manner specified in section 121 of the Act; and
- (b) to require copies of or extracts from any document which he may inspect, within five working days of making a request in writing for the copy or extract, on payment of any reasonable copying and administration fee determined by the Association. The fee may be determined by any Councillor or by the secretary, subject to any directions from the Executive Council .

### **31. Seal and authentication of documents**

- (1) The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Council and in the presence of any two Councillors or a Councillor and the Secretary or such other person as the Executive Council may appoint for the purpose and that two Councillors or a Councillor and the Secretary or other person aforesaid shall sign every instrument to which the Seal of the Association is so affixed in their presence.
- (2) All cheques, drafts or orders for the payment of money shall be signed in such manner as the Executive Council may determine.

### **32. Name of Association**

The Association may change its name by special resolution in accordance with section 8 of the Act.

### **33. Notices**

- (1) A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has not registered an address within the Republic) to the address, if any, within the Republic supplied by him to the Association for giving notice to him.
- (2) If a member has no registered address within the Republic and has not supplied to the Association an address within the Republic for the giving of notice to him, a notice addressed to him to the last known address and advertised in the newspaper circulated 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.

### **34. Indemnity**

- (1) Save and except so far as the provisions of this Article shall be avoided by any provisions of the Act, the Councillors of the Executive Council, Auditors and other officers for the time being of the Association acting in relation to any of the affairs of the Association shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act<sup>15</sup> done, concurred in or omitted in or about the execution of their duty or supposed duty or in the respective offices or trusts, except such (if any) as they shall incur or sustain through their own willful neglect or default respectively and none of them shall be

answerable for the acts, receipts, neglects or defaults of any other of them or for joining in any receipt for the sake of conformity or for any bankers or the persons with whom any monies or effect of the Association shall be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any monies of the Association shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto, except the same shall happen by or through their own willful neglect or default respectively.

### 35. Interpretation

- (1) In these articles “the Act” means the Companies Act, No. 07 of 2007, and terms which are defined in the Act, shall not have the same meaning in these articles.
- 2). In These Presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

<u>WORDS</u>	<u>MEANINGS</u>
<b>The Association</b>	- RENT A CAR ASSOCIATION
<b>The Act</b>	- The Companies Act, No. 7 of 2007 and every other Act for the time being in force concerning Companies and affecting the Institute.
<b>These Presents</b>	- These Articles of Association as from time to time altered by Special Resolution.
<b>Member</b>	- Any person admitted to membership of the Association in the prescribed manner.
<b>Office</b>	- Registered Office of the Association.
<b>The Executive Council</b>	- The Council of the Management for the time being of the Association.
<b>Councillor</b>	- Member of the Executive Council.
<b>Special Resolution</b>	- Has the meaning assigned thereto by the Act.
<b>Seal</b>	- The Common Seal of the Association.
<b>Month</b>	- Calendar Month.
<b>Year</b>	- Calendar Year.
<b>In Writing</b>	- Written or produced by any substitute for writing or partly one and partly another

Words importing the singular number only shall include the plural and vice versa, and words importing the masculine gender shall include the feminine gender and vice versa and words importing persons shall include all incorporated bodies.



Save as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context, bear the same meaning in These Presents.

In witness thereof the subscribers to the Articles of Association have hereinto set and subscribed their names at the place and on the date hereinafter mentioned.

<b>Name, Addresses and Description of Subscribers</b>	<b>Signature</b>
1. PADUKKAGE KRISHAN DOMINIC PERERA NO.52, RAMYA MAWATHA, SUBUTHIPURE, BATTARAMULLA  (COMPANY DIRECTOR)	
2. RUMINDRA LYNTON RANASINGHE NO.27/3, WIJEMANGALARAMA ROAD, KOHUWALA.  (COMPANY DIRECTOR).	
3. MOHAMED CASSIM ZAKIR AHAMED NO.181, GOTHAMI GARDENS, GOTHAMI ROAD, RAJAGIRIYA  (MANAGING DIRECTOR )	
4. MOHAMED HANIFF SAJAD ISMAIL NO.30A, TEMPLE LANE, COLOMBO – 03.  (MANAGING DIRECTOR)	
5. MOHAMED AFFAN NO.35, SIRIPA ROAD, COLOMBO -05  (PROPRIETOR)	
6. MILINDU MALLAWARATCHIE NO.58, PAMANKADA ROAD, COLOMBO – 06  (COMPANY DIRECTOR)	
7. GURUWATTA VIDANALGE VIJITHA SUDARSHANA JAYATHILAKE NO.146, MAGAMMANA, HOMAGAMA,  (PROPRIETOR )	
8. DEWAMULLAGE NISHANTHA RAJITHA PERERA	

NO.245, THALAWATHUGODA ROAD,  
PITAKOTTE

(MANAGING DIRECTOR).

9. NIHAL WEERASINGHE  
NO.446, NAWALA ROAD,  
RAJAGIRIYA

(CHAIRMAN/MANAGING DIRECTOR).

10. DON LESTER ST.BERTRAND SAMARASINGHE  
NO.46, ST.LUCIA STREET,  
KOTAHENA,  
COLOMBO -13.

(PARTNER)

Dated this        day of        2008.