CONSTITUTION OF THE
EXPORTERS' ASSOCIATION OF SRI LANKA

1. NAME & OFFICE

The name of the Association shall be the **"EXPORTERS' ASSOCIATION OF SRI LANKA"** (hereinafter called the Association) the Association shall have its principal office in the premises of the Ceylon Chamber of Commerce at No: 50, Navam Mawatha, Colombo 2.

2. RULES

These rules, as may be amended from time to time as provided herein, shall be the Constitution of the Association.

3. OBJECTIVES

The objectives of the Association are to promote and protect the common interests of the Members of the Association who export products and services and to engage in any activity as may be necessary or conducive to the interest or benefit of such exporters and to promote high standard of probity.

4. MEMBERSHIP

The following persons shall be eligible for election as a Member of the Association:

4.1 Any member of the Ceylon Chamber of Commerce engaged in or interested in export.

4.2 Any properly constituted and functioning Association representing exporters of products and services.

4.3 Any member of an Association of the category referred to in Article 4.2

4.4 Any Company or Individual engaged in exports of goods and services who are registered with Sri Lanka Export Development Board (SLEDB).

5. ELECTION OF MEMBERS

5.1 Every application for admission as a member of the Association shall be proposed and seconded by two Members, provided that one of whom shall be a member of the Managing Committee.

5.2 Every application for membership of the Association shall be made on the Form set out in the schedule hereto. The Managing Committee may call for any additional information it may consider necessary from an Applicant.

5.3 The decision to elect a person as a Member of the Association shall be made by the Managing Committee and such decision shall be final and conclusive.

6. MANAGING COMMITTEE

6.1 Responsibility for conducting the affairs of the Association shall be reposed with the Managing Committee which shall comprise the following:

(i) Not more than 24 Representatives from the individual Member Companies
(ii) One Representative from every Member Association
(iii) Up to 5 Past Chairmen/Chairpersons

6.1.1 The Secretary shall, not later than 30th June of each year, and, within a stipulated 14 day period, call for Member Companies desirous of serving on the Managing Committee, to nominate a Representative. They should also nominate an Alternate to attend meetings in the event that the nominated representative is unable to attend.

6.1.2 Likewise, the Secretary shall, not later the 30th June of each year, call for each of the Association Members to nominate a Representative and an Alternate to attend meetings in the event that the nominated representative is unable to attend, to serve on the Managing Committee.

6.1.3 The Secretary shall then present not more than 24 Representatives who have been nominated by their respective Member Companies for election to serve on the Managing Committee.

6.1.4 In the event that more than 24 nominations are received from Member Companies, the membership shall determine which of the nominated companies shall serve on the Managing Committee by a process of a ballot. Balloting cards, returnable in 10 working days, shall be issued to the membership to finalise the 24 nominated representatives.

The completed Balloting cards shall be scrutinised by

6.1.4 (a)The Chairman, and the Secretary and not more than five members elected by the Managing Committee
(b)In the absence of the Chairman, the 1st Vice Chairman shall officiate
(c) And in the absence of the 1st Vice Chairman, the 2nd Vice Chairman shall officiate
(d) Falling which, the Chairman shall be elected from among the members of the Committee to officiate

6.1.5 The resultant 24 Nominees of Member Companies finally determined at 6.1.4 shall together with the Nominees of the respective Member Associations, be presented to the General Membership at the Annual General Meeting, to serve on the New Managing Committee.

6.1.6 Each Nominee on the Managing Committee thus elected shall only represent a Member Company or a Member Association.

6.1.7 The Incoming Committee shall elect up to and not exceeding five members who have been past Chairmen/Chairpersons of the EASL to serve on the New Managing Committee for the ensuing year.

6.1.8 The Managing Committee may invite not more than five persons who possess expert knowledge and/or experience as Consultants to serve on the Managing Committee for a specified period of not more than one year. Persons so appointed shall not have voting rights.

6.1.9 The Member Company /Member Association shall appoint an alternative representative in the instance of the nominated representative ceasing to be associated with the Member Company/Member Association. If such alternative is not nominated by the Member Company /Member Association, the Managing Committee shall have the authority to fill the vacancy.

6.2 APPOINTMENT OF OFFICE BEARERS:

6.2.1 The Office Bearers shall be elected by the Managing Committee from amongst those representatives elected by Member Companies under 6.1.1. In the instance of an Office Bearer vacating a position, such vacancy may only be filled from amongst members elected under 6.1.1. An alternative nominee of a Member Company shall not assume the status of the Office Bearer position, vacated by the Company's previous nominee.

6.2.2 The Managing Committee constituted as aforesaid shall meet prior to the Annual General Meeting and elect from among them the following Office Bearers whose election shall be announced at the Annual General Meeting and who shall hold office until the next Annual General Meeting provided that no person shall hold such office for more than 3 consecutive years.

(i) Chairman /Chairperson
(ii) First Vice Chairman/ Chairperson
(iii) Second Vice Chairman/Chairperson

6.3 QUORUM

Nine Committee Members including the Office Bearers shall form a quorum for a meeting of the Managing Committee.

6.4 **CASTING VOTE**

The person presiding at any meeting shall have a casting vote in the case of an equality of votes. Any individual member representative whether of a Member Company or Member Association shall be entitled for maximum of One (01) vote.

6.5 **NOTICE OF MEETING**

Meeting of the Managing Committee shall be convened by seven days notice and the Meeting Notices could be forwarded via electronic means. Managing Committee shall meet monthly at

a time and a date decided upon by the Managing Committee for the period of the entire calendar year. The date may be changed by the Chairman/chairperson for very good reason.

7. SUB COMMITTEES

The Managing Committee may delegate any of their powers and functions to Sub-Committees where necessity is identified and agreed within the Managing Committee of such appointment. Any such Sub-Committee shall function subject to rules that may be framed by the Managing Committee and any recommendation made by a Sub-Committee shall be implemented only after ratification by the Managing Committee.

8. VACANCY IN MANAGING COMMITTEE OR SUB-COMMITTEE

Any vacancy occurring within the Committee year, in the Managing Committee or any Sub-Committee shall be filled by the Managing Committee.

9. ANNUAL GENERAL MEETING

9.1 An Annual General Meeting shall be held before the 31st day of July each year for the purpose of transacting the following business;

9.1.1 To receive and adopt the Report of the Managing Committee and the Audited Accounts of the Association for the preceding year

9.1.2 To announce the names of persons elected to hold office for the ensuing year:

(i) Chairperson
(ii) Two Vice Chairpersons
(iii) Managing Committee (6.1.1 and 6.1.2)
(iv) Past Chairmen /Chairpersons.

9.1.3 To appoint Auditors for the ensuing year.

9.1.4 Any Other Business of which due notice shall have been given to reach the Secretary 10 days prior to the date of the meeting.

10. GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

10.1 The Managing Committee may, whenever they think fit, or upon the requisition in writing of the Chairperson or of any fifteen members convene a General Meeting or Special General Meeting of the Association Upon the receipt of such a requisition, which shall specify the object of the meeting desired to be called, the Managing Committee shall forthwith proceed to convene a General Meeting or Special General Meeting to be held within 21 days of the receipt of the requisition.

10.2 QUORUM AND REPRESENTATION

No General Meeting or Special General meeting shall proceed to business unless a quorum of 15 Members shall be present. Any Member of the Association shall be represented at any General Meeting or Special General Meeting by only a Director, Partner or responsible representative duly authorised in writing.

10.3 **ADJOURNMENT AND ADJOURNED MEETINGS**

In within half an hour from the time appointed for any General Meeting or Special General Meeting a quorum is not present, the meeting, If convened by or upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and no notice of such adjournment need be given. However, if the Adjourned meeting is to be held at a different place or on a different date, notice of such Meeting shall be given. The Members present at such Adjourned Meeting whatever their number shall form a quorum.

11. NOTICE OF MEETINGS

All General Meetings, including the Annual General Meetings and Special General Meetings shall be called by fourteen days written notice and shall clearly state the business to be transacted at the Meeting. No other business shall be transacted there at unless written notice shall have been given minimum of 5 days before the Meeting via a letter under Registered Post cover or any other electronic means.

12. PRESIDING AT MEETING

The Chairperson or in his/her absence, a Vice Chairperson shall preside at every General Meeting of the Association. In the absence of both of the Chairperson and both the Vice Chairpersons the Members present at the Meeting shall elect one among themselves to chair that Meeting only.

13. VOTING AND ATTENDANCE AT ANNUAL GENERAL MEETINGS, SPECIAL GENERAL MEETINGS AND GENERAL MEETINGS

13.1 Every member or Association shall be entitled to attend a General Meeting or the Annual General Meeting or Special General Meeting, each being entitled to one representative. However, the Managing Committee may at its discretion invite a large number of representatives to any meeting on such terms and conditions that it may lay down.

13.2 Every Member present at an Annual general meeting or Special General Meeting or General Meeting shall be entitled to maximum of one vote which shall be exercised through his/her authorised representative.

13.3 Any question arising at an Annual General Meeting or Special General Meeting or General Meeting shall be decided by a majority vote and in the case of equality of votes, the Chairperson or Vice-Chairperson or the Member chairing the meeting shall have a casting vote.

13.4 Voting shall generally be by a show of hands or by ballot if so requested by a majority of the Members present at an Annual General Meeting or Special General Meeting or General Meeting.

14. MINUTES

The minutes of all meetings of the Committee, General Meeting and Annual General Meetings shall be recorded in a Minute Book. Minute of every Managing Committee Meeting shall be circulated to the office - bearers and committee – members and minute of every General Meeting and Annual General Meeting shall be circulated to Members.

15. EXPULSION OF MEMBERS

The Association has the power to expel any of its Members, such expulsion to be decided by the votes of three fourth of the Members present at any General Meeting convened for the consideration of such expulsion provided that the member sought to be expelled will be given the opportunity of showing cause against expulsion in accordance with the procedure prescribed by the Managing Committee.

16. RETIREMENT OF MEMBERS

Any Member of the Association may resign from the Association on given the Managing Committee one month's notice in writing of his/her resignation. A Member who resigns in the course of any financial year shall be liable to pay the subscription for that year

17. INSOLVENCY OF MEMBERS

Any Member of the Association shall cease to be a Member in the event of his/her filling a petition of insolvency or being adjudicated a bankrupt or, in the case of a company upon an order being made or a resolution being passed for the winding up thereof: but such a Member shall be eligible for re-election at the discretion of the Managing Committee.

18. DISQUALIFICATIONS OF MANAGEMENT COMMITTEE MEMBERS AND OFFICE BEARERS

An Office Bearer or a committee - member shall automatically cease to hold office or to be a committee - member in any one of the following events:

(i) If by notice in writing to the Managing Committee he/she resigns

(ii) If the member who nominated him/her withdraws his/her nomination, or if he/she leaves the employment of the Member

(iii) He/She be requested in writing to resign from the committee – membership by at least three-fourths of the committee – members

(iv) If he/she is absent from three consecutive meetings of the Managing Committee and a resolution declaring that he/she has ceased to be a committee – member is passed by the Managing Committee

19. MEMBERSHIP FEES

The admission fee and the annual subscription payable by a Member and the terms of payment shall be fixed from time to time at a General Meeting.

The Managing Committee upon giving a month's notice shall have the right to terminate the membership of any Member who has not paid his/her membership dues within three months from the commencement of any financial year.

20. FINANCE YEAR

The Financial Year of the Association shall be from the 1st April of one year to 31st March of the next year.

21. ACCOUNTS

The Managing Committee shall cause proper books of accounts to be maintained and the books shall give a true and fair view of the financial position of the Association.

22. MEMBERS BOUND BY THE RULES & DECISIONS

Every Member of the Association shall be bound by the Rules which are in force from time to time as well as by the decision of the Managing Committee or the General Body of Members

23. AFFILIATION

The Association shall be affiliated to the Ceylon Chamber of Commerce provided that such affiliation shall not be terminated except with the approval of the Chamber.

The Association may be affiliated to any other Chamber of Commerce or any Federation of Chamber of Commerce with the prior approval of the Ceylon Chamber of Commerce.

24. SECRETARIES

The Ceylon Chamber of Commerce shall be the Secretaries of the Association

25. AMENDMENTS TO THE CONSTITUTION

No alterations, amendments or additions of these Rules shall be valid unless adopted at a General Meeting convened for the purpose of which at least twenty one days given notice has been given.

Such alternations, amendments or additions shall become effective upon it being passed by the affirmative vote of at least two-thirds of the members present and voting at such meetings provided that no amendment to Rules 22 and 23 shall be made except with the prior approval of the Ceylon Chamber of Commerce

26. WINDING UP

25.1 The Association may be wound up by a special resolution at a General Meeting of which at least thirty days notice shall be given and passed by the affirmative votes of at least three fourths of the Members present and voting at such meeting.

25.2 If on the winding up of the Association there shall remain after the satisfaction of all its debts and liabilities any funds or property. The same shall be paid, handed over or transferred to the Ceylon Chamber of Commerce

27. MATTERS NOT PROVIDED FOR IN THESE RULES

Any Matter not provided for in these Rules shall be determined in accordance with such decision as may be made at a General Meeting of the Association

(A resolution was passed and approved on 02nd September 2013 at a Special General meeting to increase the number of Members on the Managing Committee from 18 members to 24 members)

(A resolution was passed and approved on 07th July 2014 at a Special General meeting)