

Constitution

ARTICLES OF ASSOCIATION OF JAFFNA MEDICAL FACULTY ALUMNI ASSOCIATION GUARANTEE LIMITED

The Model Articles in the first schedule to the Companies Act, No.07 of 2007 shall NOT apply to the Association and to these Articles of Association.

2. DEFINITIONS

1. In these Articles unless the context otherwise requires:
2. “The Association “ means JAFFNA MEDICAL FACULTY ALUMNI ASSOCIATION, **GUARANTEE LIMITED**
3. “Act” means the Companies ACT, No.7 of 2007.
4. “Articles” means the Articles and includes any amendments thereto.
5. “Committee of Management “ means the Executive Committee of JAFFNA MEDICAL FACULTY ALUMNI ASSOCIATION Jaffna.
6. “Member” means a member of JAFFNA MEDICAL FACULTY ALUMNI ASSOCIATION.
7. The expression “Directors” in the Act shall in relation to the Association mean and refer to Management shall in all respects be equivalent to the Board of Directors referred to in the Act and shall have the meanings so defined.
8. By- laws refers to the By-laws of JAFFNA MEDICAL FACULTY ALUMNI ASSOCIATION which may be formulated adopted and amended periodically by the Association for the smooth operation of the activities of the Association.

3. OBJECTIVES

Objects of the Association

Association for JAFFNA MEDICAL FACULTY ALUMNI ASSOCIATION will work in accordance with the following objectives as specified below.

1. To encourage, foster and promote close relations between the Faculty of Medicine, Jaffna and its alumni and among the alumni themselves.
2. To promote, in the alumni body, an interest in the affairs and well-being of the Faculty of Medicine, Jaffna.
3. To provide and disseminate information regarding the Faculty, its graduates, and students, to the alumni.
4. To promote close relations between alumni and students of the Faculty of Medicine, Jaffna and to support student welfare programmes.
5. To support, financially and otherwise, the Faculty and the alumni when necessary.
6. To assist and support the efforts of the Faculty in obtaining funds for its development.
7. To initiate, assist and support activities which are of interest and benefit to the alumni.
8. To assist the undergraduates in need of financial and other support.
9. To serve as a medium through which alumni may support and advance the pursuit of academic excellence at the Faculty.
10. To collaborate with interested parties who may wish to contribute to the objectives of the alumni association.
11. To pursue any other objectives consistent with the above objects of the Association.

4. AFFILIATION OF THE ASSOCIATION

For furtherance of the objectives of the Association, the Association shall have the right

to affiliate or be affiliated with on terms mutually decided upon and approved by the Committee of management of the Association with relevant professional associations in Sri Lanka and abroad.

5. DIVIDEND, BONUS, etc. SHALL NOT BE PAID TO MEMBERS

The income, profits and the property of the association whenever so derived shall be applied solely towards the promotion of the objective of the Association as set forth in these Articles of Association, and no portion thereof shall be paid to or transferred directly or indirectly, by way of dividend, profit or bonus or otherwise howsoever 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 of Sri Lanka for the time being, on money lent or reasonable and proper rent for premises demised or let by any member of the Association; but so that no member of the Committee of management 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 members Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not hold more than one hundred part of capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. PRIOR APPROVAL OF REGISTRAR –GENERAL OF COMPANIES REQUIRED TO CHANGE ARTICLES OF ASSOCIATION

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 in writing by the Registrar-General of Companies.

7. LICENCE v: Section 34

The fifth and sixth Articles of these Articles of Association contain conditions to which a license granted by the Registrar General of Companies in pursuance of section 34 of the Companies Act No.07 of 2007, is subject.

8. LIMITED LIABILITY OF MEMBERS:

The liability of the member is limited.

9. MEMBER'S LIMIT OF LIABILITY : Rs.500/-

Every Member of the Association undertakes to contribute to the assets of the Association in the event of the Association being put in to liquidation while he/she is a Member, or within one year after he/she ceases to be a Member for payment of the debts and liabilities of the Association contracted before he/she ceases to be a Member, and of the costs, charges and expenses of liquidation and for the adjustments of the rights of the contributories among themselves, such amount as, may as, may be required not exceeding Rupees Five Hundred only (Rs.500/-)

10. VOLUNTARY SOCIAL SERVICE ORGANIZATION

The Association being a 'voluntary social organization' as defined under the Voluntary Social Service Organizations (Registration and Supervision) Act shall take steps to register under the aforesaid statute after incorporation.

11. MEMBERSHIP, THE PRIVILEGES AND OBLIGATIONS OF THE MEMBERS **MEMBERSHIP**

Membership will be open to all past students registered for medical degree and obtained an exit qualification in medicine in Faculty of Medicine Jaffna or medical degree from a recognised university past students and all past and present permanent teachers in the MBBS programme of the Faculty of Medicine, University of Jaffna and individuals with a bona fide interest in the association and who render valuable service to the association.

Classes of Membership

ORDINARY MEMBER:

Any past student registered for medical degree and obtained an exit qualification in medicine in Faculty of Medicine Jaffna or medical degree from a recognised university and all past or present permanent teacher in the MBBS programme of the Faculty of Medicine, University of Jaffna entitled to membership who has paid membership fees (annual subscription) of 1000 LKR and whose application is admitted by the Committee of Management shall be deemed to be an ordinary member of the Association.

Any person entitled to overseas membership shall pay annual subscription of 50 USD

LIFE MEMBER: Any past student registered for medical degree and obtained an exit qualification in medicine in Faculty of Medicine Jaffna or medical degree from a recognised university and all past or present permanent teacher in the MBBS programme of the Faculty of Medicine, University of Jaffna who has paid a sum of Rs.2,000/- whose application is

admitted by the Committee of Management shall be deemed to be a life member of the association and shall be exempt from paying the annual subscription.

Any person entitled to overseas life membership shall pay a subscription of US\$100.

HONORARY MEMBER : Any person who had rendered exceptional services to the Faculty of Medicine, University of Jaffna may, on the recommendation of the Management Committee, be elected an honorary member at an Annual General Meeting of the Association.

Each ordinary and life Member shall have one vote.

Admission

An individual qualified to be a member may become a Member of the Association by appropriate application to the Secretariat of Association on the recommendation of the Management Committee and payment of the required fees.

Resignation and Termination

1. An individual may resign at any time after giving notice of 14 days.
- 2.
3. Upon a member failing to observe any rules, regulations, rulings, resolutions or decisions of the Association, and a resolution having been passed by a majority of two-thirds members of the Association that such a resolution is passed an opportunity shall be given to the member concerned to appear and explain his/her position with regard to the point of issue at a meeting of the association at which such resolution is to be moved, In the event of his/her not availing himself/herself of the opportunity or the meeting not accepting his/her explanation no question shall be raised with regard to the validity and effectiveness of a resolution passed in the manner laid down. The resolution should be initiated by presenting it to the general membership giving 14 days notice.

12. OBLIGATIONS AND PRIVILEGES OF MEMBERSHIP

Obligations

1. Annual fees will be levied, the rate to be determined on an annual basis by the Committee of Management with due consideration of the class of membership.
2. Life members will pay no annual subscription.

Privileges

1. Members of all classes of the Association will be appropriately informed of Meetings, courses, conferences and activities of Association.
2. Members of all classes will receive newsletters and other publications of the Association and specified publications in relation to Faculty of Medicine, Jaffna

13. ADMINISTRATION, EXECUTIVE AUTHORITY AND COMMITTEES

1. A quorum for the Committee of Management shall be eight of its voting members. The Committee of Management which is elected by the General membership has executive powers and may be used interchangeably as Executive Committee. The Executive Committee may hold whenever they think fit an extraordinary General Meeting.
2. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of a committee member and of the Secretary or such other person as the Committee members may appoint for the purpose. The aforesaid two members shall sign every instrument to which the seal is so affixed.

The Committee of Management

1. The Committee of Management will consist of the President, President Elect, Vice President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, an Editor, and eleven others elected as members of the committee which include immediate past president, secretary and treasurer at the General Meeting of the Association.
2. Incumbent president, secretary and treasurer will serve as the Board of Directors.
3. The Dean of the Faculty of Medicine shall be the patron
4. Members of the Committee of Management shall be elected for a period of three years.
5. The Presiding officer and other office bearers shall be appointed by the Committee from amongst its members.

The Committee of Management shall be responsible to the members, for annual General Meeting, the budget and for maintaining relationships with other organizations.

14. ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) shall be held in March in each calendar year at a place selected by the Management Committee.

The business of AGM shall comprise

1. Considering reports and accounts for the past year
2. Appointing the Auditors for the purpose of auditing and submitting the audited accounts of the Association
3. Taking up any resolutions and special resolutions where adequate notice is given for amending the constitution etc.
4. Deciding questions of general policy raised by the Committee of Management or by with prior notice, from members of the Association.
5. Electing committee members of the Association if the term for the existing committee of management ends.

Items for inclusion in the AGM agenda shall be sent by members to reach the Honorary Secretary at least eight weeks before the AGM. Copies of the complete agenda shall be issued to all members at least thirty(30)days before the date of the AGM.

The general meeting shall reach its decisions by majority vote unless otherwise stated. If a proposal does not receive a majority vote in its favour, the proposal shall be rejected.

The voting at the AGM is by personal appearance only.

Amendments to this constitution may be made only by a two-thirds majority vote of those present.

An extraordinary General Meeting may be called at any time by the Honorary Secretary at the written request of one fifth of the members of the Association. An extraordinary General Meeting will be announced with at least 15 working days notice to pass a special resolution and 10 working days notice for an ordinary resolution with a provisional agenda.

A quorum for the Annual General Meeting shall be twenty of its voting members.

15. FINANCIAL MANAGEMENT AND THE COMMITMENTS OF THE ASSOCIATION

15.1 No parts of the Association proceeds or funds shall accrue to the personal benefit of any Association member. The Association may reimburse reasonable expenses incurred on its behalf and make reasonable payment for staff services. No members of the Committee of Management or member of the Association shall be answerable or personally liable for any loss arising from the administration or application of the funds and properties of the association and shall be indemnified unless such loss or damage is caused through any wilful default or dishonesty.

15.2 Association shall not be organized or operated for profit.

15.3 The Fiscal year of the Association shall be from January 1st to December 31st.

15.4 Income shall be derived from fees, dues, assessments, gifts, grants, proceeds from conferences, publication sales, fundraising and reimbursements for costs incurred in providing special services to other organizations.

15.5 The President and / or the Honorary Secretary and Honorary Treasurer shall have the authority to commit the funds of the Association as specified in the budget. Authorized signatories for disbursements shall have the authority to commit the funds of the Association as specified in the budget. Authorized signatories for disbursements shall be the President and Treasurer or any two officers authorized by the general membership by a special resolution.

1. All Committee of Management members shall hold office on an HONORARY BASIS.
2. President: The President shall preside over General and Committee of Management meeting and also guide the activities of the Association.
3. Vice President:
4. Secretary : The Secretary shall manage the affairs of the Association according to the directions of the Committee of Management and the President.
5. Assistant secretary:
6. Treasurer : The Treasurer shall maintain accounts of the Association in accordance with the Act and work in co-ordination with the ACT and work in co-ordination with

the Secretary.

15.6 The Honorary Treasurer shall operate the bank account of the Association under the direction of the Committee of Management.

15.7 To invest the moneys or funds of the association not immediately required for its purposes in or on such investments, securities and / or property as may be thought fit subject nevertheless to such conditions as may for the time being be imposed by law.

Provided that-

1. The Association shall not support with its funds or otherwise any object of a partisan political nature.
2. The Association shall deal with or invest in any property devolving upon it from a trust solely in a manner allowed by the terms of the trust and the relevant provisions of the law, having regard to such trusts.
3. The association shall not support with its funds any object or endeavour to impose on its members or others, any regulation, restriction or condition which if an object of the association would make it a trade union.
4. The Association shall not sell, mortgage, charge or lease any immovable property which it may hold without the written consent of the Registrar and without such authority, consent approval as may otherwise be required by law and as regard such property the directors of the company or other governing body 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 such directors or body would have been if no incorporation had been effected.

16. THE SECRETARY OF THE ASSOCIATION

The committee of Management shall reimburse any and all reasonable expenses that the Secretary of the Association may incur in this respect. The Committee may without assigning any reason, remove and appoint /change the Secretary of the Association.

17. THE SEAL

The Committee of Management shall provide for the safe custody of the Seal and the Seal shall not be affixed to any instrument except in pursuance of a resolution of the Committee of Management and in the presence of at least one member of the Committee of management and the Secretary of the Association or in the presence of one Office Bearer and another of the Committee of Management, who shall sign every instrument to which the Seal is affixed in attestation thereof.

18. ACCOUNTS AND AUDIT

1. The Committee of Management shall prepare annually a Balance sheet, Income Statements and Annual Report to be presented to the Annual General Meeting of the Association. The Financial Statements and Annual Report shall be laid before the Annual General Meeting.
2. The financial Accounts of the Association shall be produced in each calendar year and should be presented to the members of the Association before 15 working days before with the notice of the Annual General Meeting.
- 3.
4. (I)Auditors shall be appointed and their duties regulated in accordance with the provisions of Section 154 of the Act.
5. True Accounts shall be kept of the sum of money received and expended by the Association, and the manner in which such receipts and expenditure takes place, and the 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 the Association for the time being, these books shall be open to the inspection of the members, once at least in every year.
6. The Accounts of the Association shall be examined and correctness ascertained by one or more properly qualified and Registered Auditors or a firm Chartered Accountants.

19. VENUE AND DISSOLUTION

1. The registered office of the Association shall be decided by the Committee of Management
2. The Association may be dissolved if this is carried by a three-fourths majority vote of all members, subject to the provisions of the Companies Act No.7 of

2007

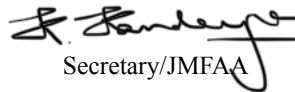
3. If upon the winding up or dissolution for the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having object similar to the object of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable projects.

20. Standing committees

1. The Committee of Management may appoint such other sub-committees as and when the Committee of Management may think fit, and any committee so formed or office bearer so appointed, shall in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Committee of Management.

2. Standing committees can be established for Student support fund, Alumni bus, Membership drive, Liaison with other overseas alumni and other purposes depending on the need.

President /JMFAA


Secretary/JMFAA