

BY-LAWS
AND
CONSTITUTION



CANADA-SRI LANKA BUSINESS COUNCIL

BY LAW NO. 1

A by-law relating generally to the transaction of the affairs of the **CANADA SRI LANKA BUSINESS COUNCIL** a Corporation without share capital incorporated under Part II of the Canada Corporations Act.

BE IT ENACTED as a by-law of the **CANADA SRI LANKA BUSINESS COUNCIL** ("the Council") as follows;

01. HEAD OFFICE

The Head office of the Council shall be in the City of Toronto, in the Province of Ontario.

02. CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Council.

03. CORPORATE GOVERNANCE

The Council shall follow the following three sets of governing documents that provide the framework for its day to day operation:

- Laws of the land: The statute under which the council is incorporated;
- Constitution and By-laws;
- Book on Rules of Order – Current version of the Robert's Rules of Order.

The incorporation statute takes precedence. Where it is silent or provides for alternatives, the Constitution and By-laws apply. Where both the statute and by-laws are silent, Robert's Rules of Order applies.

04. MEMBERSHIP

04.01 Membership of the Council shall be limited to persons interested in furthering the objects of the Council as specified in the Council's Mission Statement, hereby attached. Membership shall consist of any person whose application for admission as a Member has received the approval of the Board of Directors.

04.02 Membership in the Council shall run for a calendar year and consist of:
(a) Annual Membership - fees are set at \$100.00 per annum;
(b) Corporate Membership – Fees are set \$500.00 per annum;
(c) Life Membership – Fees are set at a one-time payment of \$1,500.00.

04.03 The membership fees herein may be reviewed by a majority of 2/3 of the total membership of the Council at a general meeting for which notice has been given for this specific purpose in accordance with the provision herein.

04.04 An individual or company who has been an Annual Member in good standing of the Council for fifteen (15) consecutive years will automatically become a LIFE MEMBER.

04.05 Membership shall cease;

- (a) If the Member has not renewed his or her Membership for the current calendar year, within sixty days of the next calendar year;
- (b) Upon death of a Member;
- (c) If the Member resigns by delivering to the Council a written notice of his or her resignation;
- (d) If any Member is required to resign by a vote of two-thirds of the Total Membership of the Council at a general meeting for which notice has been given and the Member is granted an opportunity to be heard at such a meeting;

05. BOARD OF DIRECTORS

05.01 A board of Nine (09) Directors of who five (05) will be a quorum shall manage the day to day affairs of the Council. Directors shall be Members of the Council. The Directors shall be elected by the Members at an Annual General Meeting, and shall hold office until the next annual general meeting. A member may stand for election as a 'Director of the Council', only in the second consecutive year of membership. In order to avoid conflict of interest situations, only one per company or any legal entity is permitted to stand for election as a director;

05.02 The office of a Director is deemed vacated if;

- (a) He or she ceases to be a Member;
- (b) Upon death of a Director;
- (c) A director resigns his or her office by delivering a written notice of his or her resignation to the Executive Secretary of the Council;
- (d) A Director is found by a court to be of unsound mind;
- (e) A Director declares bankruptcy in any Province within Canada;
- (f) A Director violates the Code of Conduct and in doing so, was found guilty by the Advisory Council;
- (g) A Director fails to attend three consecutive board meetings during an operational year and failing to notify the president or secretary of his/her absence;
- (h) A director who fails to attend fifty percent (50%) of board meetings in an operational year shall not be eligible to become a director for a period of three consecutive years thereafter;

- (i) At a Special General Meeting of the Members, a resolution is passed by two thirds of the Members present at the meeting that he or she be removed from the office.

05.03 If a vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote may fill the vacancy by appointment of any Member of the Council.

05.04 Meetings of the board of directors may be held at any time and place to be determined by the board of directors. Written notice of the meeting is to be given to each Director at least seven (7) days prior to the meeting. Notice of meeting may be sent by facsimile or electronic mail. There shall be at least three meetings per year of the board of directors. The President of the Council is empowered to call a meeting of the Board of Directors at short notice if an issue demands immediate attention.

05.05 Each director has one vote on any matter to be voted on at a Meeting of the Board of Directors.

05.06 A retiring Director shall remain in office until the meeting, at which his or her retirement is accepted or his or her successor is elected, is dissolved or adjourned;

05.07 The board of Directors by resolution may fix a reasonable remuneration for a director for special services.

06. INDEMNIFICATION

The Council shall indemnify and save harmless the Directors and officers of the Council their heirs, executors and administrators and estates and effects respectively from time to time and at all times from and against;

- (a) all costs, charges and expenses which the Director or officer sustains or incurs in or about to any action, suit or proceeding brought, commences or prosecuted against him or her for or in respect of any act deed matter or thing whatsoever, made done or permitted by him or her on or about the execution of duties of his or her offices or in respect of such liability;
- (b) all other costs, charges and expenses that he or she sustains or incurred in or about or in relation to the affairs thereof, except such costs charges or expenses as are occasioned by his or her own willful neglect or default

07. PROVINCIAL CHAPTERS

The Council shall endeavour to promote and establish City chapters of the Council in the various provinces of Canada. The general administration of a City Chapter shall be carried out by an Executive Committee composed of a President, Vice President, Honorary Secretary, Honorary Treasurer and any other officers as the Board of Directors may, by law determine.

The Members of the Executive Committee shall be elected by a majority vote of the general Members of the Chapter at a general meeting of the Members of the Chapter.

08. POWERS OF THE DIRECTORS

- 08.01 The Board of Directors of the Council shall administer the day to day affairs of the Council and all Chapters in all things and make or cause to be made for the Council, in its name any kind of contract which the Council may lawfully enter into, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Council by its letters patent or otherwise authorized to exercise and do.
- 08.02 The board of Directors may prescribe such rules and regulations not inconsistent with these by-laws, relating to the management and operation of the Council and the City Chapters, as they deem expedient provided that such rules and regulations shall have force and effect only until the next annual general meeting of the Members of the Council when they shall be confirmed, and failing such confirmation at such Annual General Meeting of the Members shall cease to have any force and effect.

09. THE EXECUTIVE OF THE COUNCIL

09.01 APPOINTED OFFICERS

The following together with the Board of Directors will form the "Executive" of the Council.

- Patron Plenipotentiary;
 - The Patron;
 - Vice Patron and Chair, Advisory Council;
 - Chairperson, Canada-Sri Lanka Business Council;
- (a) The High Commissioner for Sri Lanka in Canada shall be ex-officio Patron Plenipotentiary of the Council;
- (b) The Patron shall be an eminent Canadian in the socio-political or business community and shall be nominated and appointed by the Board of Directors;
- (c) The Consul General for Sri Lanka in Toronto shall be ex-officio Vice Patron and Chair of the Advisory Council;
- (d) The immediate past-president of the Council shall be ex-officio the chairperson of the Council;
- (e) The Advisory Council – The Board shall appoint a five member Advisory Council that includes the Consul General for Sri Lanka in Toronto, Trade Officer attached to the Consulate General for Sri Lanka in Toronto, immediate past-president of the Canada-Sri Lanka Business Council and two others whom the CSLBC Board of Directors shall appoint. The Consul General for Sri Lanka in Toronto shall be named Chair of the said Advisory Council. The advisory council shall provide advocacy and direction to the board of directors in pursuance of its objectives. The board of directors may consult the Advisory Council on an ad-hoc basis, as and when required on any matter or issue that is deemed necessary for the efficient operation and policy embodiment of Canada-Sri Lanka Business Council.

09.02 ELECTED OFFICERS TO THE BOARD

The following procedure will be followed with regard to the election of officers to the board of directors at an Annual General Meeting. The Board of Directors shall be empowered to appoint an Elections Committee from within the board and structure a process to conduct the election of Officers for each and every year. As standard procedure nominations shall be called from the general membership for the post of President, Vice President, General Secretary, Honorary Treasurer, Director Membership and four Directors-at-Large. Candidates shall be eligible to stand for election only for one such post. If more than one person has applied for any single post, an election shall be held at the Annual General Meeting and the winning candidate decided by a simple majority. Only members in good standing are eligible to vote at this election.

- (a) The President – The President shall be the Chief Executive Officer of the Council and shall preside at all meetings of the Council and of the Board of Directors; have overall supervision of the administrative and operational affairs of the Council; ensure that the resolutions of the board of directors are carried into effect and perform any other duties and/or functions which the board may approve from time to time.
- (b) Vice President – The Vice President shall, in the absence of the president, perform the duties and exercise the powers of the President and perform any other duties, which the board may from time to time assign.
- (c) General Secretary – The General Secretary of the Council shall keep and maintain the seal of the Council and shall record and maintain minutes of all board meetings and Committee meetings as well as the Annual General Meeting and Special Meetings. Ensure that all correspondence is attended to and other records including membership list are properly maintained; and, ensure the preparation of notice of Annual General Meeting. In the absence of the President and Vice President, the Secretary shall be empowered to perform the duties and exercise the powers of the President;
- (d) Honorary Treasurer – The Honorary Treasurer shall ensure the maintenance of accurate accounts of all receipts and disbursements and a complete record of financial transactions of the Council. Ensure the preparation of annual financial statements and their presentation to the membership; and, submit a report of the financial status at each and every board meeting;
- (e) Director Membership – The Director Membership shall promote membership to the Council and ensure new members fully understand the objectives set out by the Council in its Mission Statement;

10. EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Council shall be signed by the President of the Council and the Executive Secretary and/or the Honorary Treasurer, as the case may be. All contracts, documents and instruments in writing properly executed shall be binding upon the Council.

11. FINANCIAL YEAR

The Financial year of the Council shall begin on the first of January and end on the thirty-first day of December of the same year.

12. MEETINGS

- 12.1 The annual or any other general meeting of the Members shall be held at the head office of the Council or at any place in Canada as the Board of Directors shall appoint. The Members may resolve that a particular meeting of Members be held outside of Canada;
- 12.2 The annual general meeting of the Council shall be held within four months of the closing of the financial year. The quorum at an annual general meeting shall consist of forty per cent (40%) of the total Membership in good standing for the previous year;
- 12.3 The annual report and financial statements of the Council and the report of the Auditor shall be presented and the office bearers and Auditors appointed for the next year at every annual general meeting of the Council.
- 12.4 Members may consider and transact any business either special or general at any special or general meeting provided due notice has been given of the business to be transacted;
- 12.5 Written notice shall be given to each Member in good standing, of any Annual General Meeting or Special General Meeting of the Council at least 21 days prior to the meeting. The Notice of Meeting shall be sent to all Members in good standing at the time by way of one of the following means: Postal Mail or Facsimile or Electronic Mail;
- 12.6 The Board of Directors shall call a Special General Meeting of the Members if requested in writing by fifty-one (51%) or more of the total membership;
- 12.7 Each Member in attendance or by Proxy at a meeting shall have the right to exercise one vote;
- 12.8 Members may attend and vote at an annual general meeting or a general meeting, by proxy. Notice of any meeting shall include a reminder to Members that he or she has the right to attend and vote by proxy. The proxy shall be in writing or by electronic mail sent to the Executive Secretary of the Council. The proxy holder shall be any Member attending the meeting and appointed by a member for that purpose;
- 12.9 No error in giving notice of any annual general meeting or general meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting;
- 12.10 The last address recorded on the books of the Council shall be used for the giving of notice to any Member, Director or officer.

13. AMENDMENTS OF BY-LAWS

The by-laws of the Council may be repealed or amended by law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the total Membership at a General Meeting or Annual General Meeting of the Council. Ministerial approval required before amendments enforced or acted upon.

14. AUDITORS

The Members shall at each annual general meeting appoint an Auditor to audit the accounts of the Council for report to the Members at the next annual general meeting. The Auditor shall hold office until the next annual general meeting.

15. BOOKS AND RECORDS

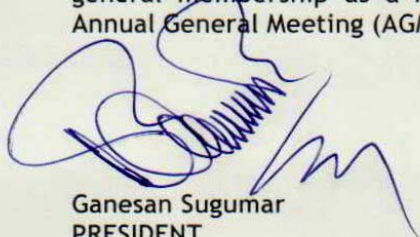
The Directors shall see that all necessary books and records of the Council required by the by-laws of the Council or any applicable statute or law, are regularly and properly kept.

16. INTERPRETATION


In these by-laws and all other by-laws of the Council hereinafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

This document reflects the By-Laws of the Constitution of the Canada-Sri Lanka Business Council. The last date of amendment is April 25, 2009.

As a prelude, the Board of Directors unanimously approved the amendments at a board meeting on April 23, 2009. The amendments were then presented to the general membership as a Main Motion and were unanimously approved at its Annual General Meeting (AGM), effective April 25, 2009.



Ganesan Sugumar
PRESIDENT



Upali Obeyesekere
EXECUTIVE SECRETARY

ON THIS TWENTY-FIFTH DAY OF APRIL, TWO THOUSAND AND NINE.



MISSION STATEMENT CANADA-SRI LANKA BUSINESS COUNCIL

The fundamental mission of the Canada-Sri Lanka Business Council is to promote and assist bi-lateral trade, investment, tourism, infrastructure, technology transfer and industrial cooperation between Canada and Sri Lanka. Using effective communication methods and networking, the Council strives to build awareness within the Canadian business community of the tremendous opportunities that await them in Sri Lanka and vice-versa. The Council offers an excellent platform for its members to enhance their reputation by providing exposure that helps them to reach their goals.

These objectives shall be achieved by the following means:

- Provide market information, commercial intelligence, advocacy and other assistance to businesses in both jurisdictions;
- Act as a catalyst to promote bi-lateral trade relations between both jurisdictions;
- introduce individuals and firms to relevant business contacts in the pursuance of finding suitable agents, distributors, representatives and joint venture partners; and relevant decision-makers and end-users – both public and private sector;
- Raise awareness of potential business opportunities by disseminating commercial information through Newsletters, Website, Seminars and other means;
- Attract and maintain a nucleus of quality business members to the Council in the furtherance of its objective;
- Interact with our partners in Sri Lanka by communicating effectively with The Sri Lanka-Canada Business Council (SLCBC) and The National Chamber of Commerce of Sri Lanka (NCCSL) and formulating business initiatives that will benefit our membership;
- Work closely with the diplomatic missions in both jurisdictions by creating an open line of communication to share useful trade, investment, and economic news that will benefit the membership;
- Encourage and assist incoming official trade delegations from Sri Lanka to Canada by organizing outreach activity that will stimulate business and joint venture partnerships;
- Promote and organize outgoing trade mission activity to Sri Lanka in order to familiarize ourselves with the investment climate and business environment 'on ground' for setting up joint venture partnerships that will promote trade and investment;
- Undertake other special initiatives that in the opinion of the Council shall help the fundamental mission of the Council.



CANADA-SRI LANKA BUSINESS COUNCIL

SUBJECT: CODE OF CONDUCT GUIDELINES FOR BOARD OF DIRECTORS

The board of directors of Canada-Sri Lanka Business Council (hereinafter called the "Board") shall be accountable for their actions towards the Council and maintain the highest standard of conduct; act with fairness, integrity and dignity and in a manner not detrimental to the interests of the Council. A 'director' shall not violate any by-laws of the Constitution, in the performance of their duties. As directors of the Council they agree to abide by this code.

Board of Directors shall:

- Serve the Board faithfully, respecting confidentiality, and avoiding conflicts of interest and activities for personal gain at the expense of the Council or its Members;
- Notify the President/General Secretary of the Council concerning any contemplated actions or decisions which they know to be illegal or unethical, and shall further advise of the possible consequences of proceeding such actions or decisions;
- Serve all members of the Council impartially, provide no special privilege to any individual member, and accept no personal compensation from a member for providing advocacy related to a Council matter;
- Advise the board of any member who may have committed an act in contravention of the By-Laws of the Constitution governing the Council;
- Shall not engage in, or condone behavior which causes unnecessary mental, physical distress or loss of dignity, privacy to their fellow members on the board of directors;
- Honour the Council's role as a Not-For-Profit Corporation and is expected to meet the highest standards of personal integrity and shall avoid the abuse of their status with the general membership;
- Discharge fiduciary obligations and comply with and be accountable to the laws of the land, province and municipality acting in a manner that justifies the trust of the membership and strengthen the Council in the eyes of the public;
- Refrain from working in contravention of the Mission Objectives of the Council and as an extension, abide by the by-laws and constitution of the Council;
- Ensure they do not hold parallel positions on the boards of other business councils, trade chambers or any other organization that promotes bilateral trade, investment, tourism, industrial development and technology transfer between Canada and Sri Lanka;

The CODE serves to enhance public confidence in the integrity and service of Council directors. Adherence to this Code is absolutely imperative to serve on the board of directors of the Council. The board shall interpret and enforce the Code in the manner set out in the Council's formal discipline process. The Vice Patron of the Council shall act as Chair of the Discipline Committee along with the President and General Secretary of the Board.

**BY ORDER OF THE BOARD OF DIRECTORS
CANADA-SRI LANKA BUSINESS COUNCIL**