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ARTICLES OF ASSOCIATION

OF

ALEKSANDRA KOLAR FOUNDATION

1. The regulations contained in the FIRST SCHEDULE of the Companies Act No 07 of 2007 shall not apply to the Company to the extent that they shall be governed by the provisions contained in these Articles.

2. The name of the Company is “ALEKSANDRA KOLAR FOUNDATION”

3. The Registered Office of the Company will be situated in the District of Galle.

INTERPRETATION

4. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof

WORDS

MEANINGS

The Company	ALEKSANDRA KOLAR FOUNDATION
Charitable Foundation	ALEKSANDRA KOLAR FOUNDATION having its registered address at 12 Acers, Pollwaththa road, Duwe Modara, Kosgoda
The Act	The Companies Act No.07 of 2007
These Presents	These Articles of Association as from time to time altered by special resolution
Special Resolution	Have the meanings assigned thereto respectively by the Act
The Board	The Board for the time being of the Company
Director	A member of the Board
Office	The Registered office of the Company
Seal	The Common Seal of the Company;
Month	Calendar Month;
Year	Calendar Year;
In Writing	Written or produced by any substitute for writing, or partly one and partly another;

The expressions “the Secretary” or “the Secretaries” shall include any individual, firm or Company appointed by the Board to perform any of the duties of the Secretary.

Words importing the masculine gender only shall include the feminine gender and words importing the singular number only shall include the plural number and vice versa, and words importing persons shall include corporations and companies.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which those articles become binding on the Company.

OBJECTS

5. The objects of the Company are,

- (a) To help socially vulnerable children and families,
- (b) To assistance those threatened by natural disasters, disease, poverty
- (c) To support for the homeless
- (d) To improving the quality of life of the elderly, sick and disabled
- (e) To assistance to victims of violence, sexual or other forms of abuse
- (f) To conduct programs of sponsoring children and scholarships
- (g) To coordinate transactions between donors and recipients
- (h) To organize of events, meetings and promotions with the aim of fulfilling the purpose of the foundation in Sri Lanka utilizing the funds donated by the foreign and local entities.

(j) The Company shall not engage in Primary and Secondary Education

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

Provided that –

- i. The Company shall not support with its funds or otherwise any object of a partisan political nature;
- ii. The Company 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;
- iii. The Company shall not support with its funds any object or endeavour to impose on its members or others any regulation, restriction, condition which is any object of the Company would make it a Trade Union;

- iv. The Company 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 or approval as may otherwise be required by law and as regard such property the Directors of the Company who are the 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.
7. The Company shall apply the income and property when so ever derived solely towards the promotion of the objects of the Company 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, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the company, in return for any services actually rendered to the Company, but so that no member of the Board of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees; and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Board for such office except repayment of out of pocket expenses or reasonable and proper rent for premises demised or let to the Company provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board maybe 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 the profits he may receive in respect of such payment.

8. 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.
9. The above two paragraphs numbered (7) and (8) of these Articles of Association contain conditions subject to which a License is granted by the Registrar in pursuance of Section 34 (1) (a) of the *Companies Act No. 7 of 2007*.
10. The liability of the members is limited.
11. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he/she is a member or within one year afterwards for payment of the debts and

liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Rupees One Thousand (Rs.1000/-).

12. If upon the dissolution of the Company 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 Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company. Such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.
13. 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.

MEMBERS

14. The number of persons, with whom the Company proposes to be registered, is two (02) but the Board may from time to time register an increase in the number of members.
15. A person desiring to be enrolled as a member shall on application by himself /herself in writing be proposed by a member of the Company and seconded by another. Such applications shall be considered by the Board duly constituted hereunder and thereafter if accepted by a 2/3rd majority vote of the Board, shall become eligible to be enrolled a member, and on he/she paying such subscription or levy as is provided for Membership of the Company, the name of such member shall be entered on the register of members. It is however specifically provided that the Board may in its absolute and unfettered discretion, and without assigning any reason, will have the right to refuse and reject any application for membership.
16. The entry of a person's name on the Register of Members shall be conclusive evidence of the fact that he was duly elected and enrolled as a Member of the Company from the date such entry was made in the said Register.
17. Membership in the Company shall cease ipso facto:

- a) On resignation by the Member, communicated in writing to the Board of Directors.
- b) On death
- c) If he being an individual, is convicted of any offence involving moral turpitude.
- d) If the member is adjudged a bankrupt or insolvent by a competent authority or suspends payment or compounds with his creditor or creditors or (in the case of a corporate body), if a winding up order is issued against it.
- e) If being an individual, he/she is adjudged a lunatic.
- f) If by a Special Resolution of the Company he/she is declared to have ceased to be a member.

GENERAL MEETINGS

- 18. The Board shall fix the date of the first Annual General Meeting of the Company and thereafter the Company shall hold an Annual General Meeting every year and shall be held not be later than six months after the balance sheet date of the Company and not more than 15 months shall elapse between two successive Annual General Meetings. At least 15 days notice (exclusive on the day of which it is given) specifying the time, date, hour and place of the meeting shall be given to every member of the Company.

EXTRAORDINARY GENERAL MEETINGS

- 19. The Board may whenever they think fit, with due notice convene General or Extraordinary General Meetings and must convene such a General or Extraordinary General Meeting if requested to do so by a resolution signed by two members.

NOTICE OF MEETINGS

- 20. Subject to the provisions of section 143 of the Companies Act relating to Special Resolutions, at least 15 working days notice (exclusive of the day on which the notice is served but inclusive of the day for meeting and in case of special business, the general nature of the business for which notice is given) specifying the place, the day and the hour of business shall be given to all members of the Company in such a manner if any, as may be prescribed by the Company in General Meeting, provided that the meeting may be convened by such shorter notice and in any manner as those members may think fit, with the consent of all the members entitled to receive notice of a particular meeting.

PROCEEDINGS AT MEETINGS

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, reports of the Board and auditors, election of Directors in place of those retiring and the appointment of and the fixing of the remuneration of the auditors, if appropriate.
22. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, two of the members personally present or by proxy shall constitute a quorum.
23. Where within half an hour from the time appointed for the meeting the quorum is not present, the meeting if convened upon the request of the members, shall be dissolved. In any other case it shall stand adjourned to the same day and at such other time and place, or to such other day and at such other time and place as the members present may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall not be held.
24. The Chairman of The Board shall preside as Chairman at every general meeting of the Company or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting. If no Director be present or if all the Directors present decline to take the chair or if there be an equality of votes of the Directors, the members present shall elect one of their number present to preside at the meeting.
25. At any general meeting a resolution put to the vote shall be decided by a simple majority. In the case of equality of votes, the Chairman shall be entitled to a second or casting vote.
26. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings, or being institutional members represented by their duly authorized representatives, shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

27. Every Member of the Company shall have one vote which shall be given via person or proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointer is a corporation, either under the seal, or under the hand of an officer or attorney so authorized. A proxy need not be a member of the Company.

29. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a notarial certified copy of that power or authority shall be deposited at the Registered Office of the Company or at such other place within Sri Lanka as is specified for that purpose in the notice convening the meeting not less than (48) hours before the time for holding the meeting or adjourning the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy may be in the following form or any other form which the Directors shall approve:-

ALEKSANDRA KOLAR FOUNDATION

I.....of.....
being a Member of the Company known as the
 appoint.....as my proxy to
 vote for me and on my behalf at the (ordinary or extraordinary, as the case
 may be) General Meeting of the Company to be held on theday
 of.....20....and at any adjournment thereof and at every poll which may
 be taken in consequence thereof.

Signed on this.....day of20.....

DIRECTORS

31. The number of Directors shall be two (02) at the time of incorporation of the Company. And number of Directors shall not be less than one (01) and no more than five (05) consisting of a Chairman and office bearers .
32. The Company may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of Committees of the Directors or General Meetings or which he may otherwise incur in or about the business of the Company, or may pay to any Director such allowances as the Directors think proper in respect of such expenses.
33. A Director retiring at a meeting shall retain office until the close of the meeting including any adjournment thereof.
34. A retiring Director shall be eligible for re-election upon the recommendation of the Board.
35. The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 206 of the statute remove any Director before the expiration of his period of office, notwithstanding any provision of these presents or of any agreement between the Company and such Directors, but without prejudice to any claim he may have for damages for breach of any such agreement.

36. The Board shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number fixed by these presents. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
37. Any vacancy on the Board occurring by reason of death or resignation or otherwise shall be filled by the Board for the remaining period of office of the Director.

PROCEEDINGS OF THE BOARD

38. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
39. The quorum necessary for the transaction of the business of the Board shall be fixed by the Directors, and unless so fixed shall be one (01). A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

PROVIDED however that in the event of a quorum not being present, the Meeting shall stand adjourned to a date and time to be notified by the Chairman and shall be held only upon the required quorum being present thereat.

40. The Directors may elect a Chairman, Treasurer and Convener of their meetings and determine the period for which they are to hold office. Where at any meeting if no such Chairman is elected or the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
41. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any rules/regulations that may be imposed on it by the Directors and shall report all acts and proceedings to the Directors as soon as it is reasonably practicable.
42. A resolution in writing, signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more of the Directors.

POWERS AND DUTIES OF DIRECTORS

43. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.
44. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act, or by these Articles, required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and to such Articles being not inconsistent with the aforesaid Articles or provision, as may be prescribed by the Company at a general meeting; but no rules or provisions made by the Company at a general meeting shall invalidate any prior act of the Director.
45. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
46. The Company may exercise the powers conferred by section 124 of the Act, with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such rules as they may think fit respecting the keeping of any such register.
47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys, paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
48. The Directors shall cause minutes to be made in books provided for the purpose-
 - a) of all appointments of Directors made by the Directors,
 - b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors,
 - c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of the directors.

and every Director present at any meeting of the Board or committee of Directors shall sign their names in a book to be kept for that purpose.

BORROWING POWERS

49. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stocks or other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

DISQUALIFICATION OF DIRECTORS

50. The office of a Director of the Board shall be vacated, if such Director:
- a) resigns his office by notice in writing to the Company,
 - b) is removed from office in accordance with the provisions of the Act or these Articles,
 - c) becomes disqualified from being a Director pursuant to section 202 of the act
 - d) dies; or
 - e) vacates office pursuant to subsection (2) of section 210 of the Act on the grounds of his /her age.

RULES

51. It shall be lawful for the Company from time to time of its own volition or on the recommendation of the Board, taken by a majority of votes, to make rules for:
- a) the control and management of the affairs of the Company
 - b) to formulate procedures for the transaction of business at meetings of the Company and of the meetings of the Board and
 - c) for such other matters which may be related or conducive to the attainment of the objects of the Company
52. Such rules when made may in a like manner, be altered, added to, amended or cancelled.

SECRETARIES

53. The Company must at all times have a secretary.
- a) The Board 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 Board and the secretary.
 - b) The Board may remove the secretary.

- c) The secretary may not be
 - i. the sole director of the Company ;
 - ii. a corporation, the sole director of which is the sole director of the Company
- d) Where the Act or these Articles require something to be done by director and the secretary, it is not satisfied by the same person doing that thing acting in both capacities.

FINANCE OF THE COMPANY

- 54. a) The Company shall have a Treasurer, who shall be appointed at every Annual General Meeting by the members of the Company.
- b) The Company shall have its own fund and the fund will be managed by the Treasurer of the Company. The Treasurer shall at all times maintain proper Accounts of the day to day operations of the Company and shall be accountable for the proper utilization of funds.
- c) There shall be paid into the fund of the Company
 - i. All sums of money granted or donated to the Company by any party foreign or local, public or private, or an authority or individual.
 - ii. All sums of money received by the Company in the carrying on of its affairs.
 - iii. The funds of the Company which are not immediately required, shall be invested in Deposit Accounts in any Bank or other institution and the proceeds by way of interest on such deposits, shall be utilized for the purposes of the Company.
 - iv. There shall be paid out of the fund all sums of money required to defray any expenditure incurred by the Company in carrying on its affairs or in the exercise and performance of its functions and duties in furtherance of its objects and purposes.
 - v. The Company shall open and operate a bank account/s with any bank.

ACCOUNTS

- 55. a) The Company shall cause its accounts to be prepared in such form and manner as may be determined by the Company.

- b) The books of Accounts of the Company shall be kept at its registered office in Kosgoda and be open for inspection by every member of the company.
 - c) The Company shall submit its annual report with the audited Accounts and the report of the Auditors pertaining to its income and its expenditure, not later than three months after the expiry of each accounting year, to the Registrar of Companies.
56. The Company shall have its accounts audited each year by a qualified Auditor or auditors to be nominated by the Board of Directors.

AUDITORS

57. Auditors shall be appointed and their duties regulated in accordance with the Provisions of Sections 154 to 165 (both inclusive) of the Act.

COMMON SEAL

58. The Common Seal of the Company shall not be affixed to any instrument, except by the authority of a resolution of the Board and in the presence of a two Directors who shall both sign every instrument to which the seal shall be so affixed in their presence, and such signatures shall be conclusive evidence of the fact the seal has been properly affixed.
59. A separate book shall be kept, in which shall be entered a short title and description of every instrument to which the seal is affixed, together with the date of the resolution authorizing the same, and such entry shall be signed by the Director who attest the execution of the document under the seal of the Company and countersigned by the Secretary.

NOTICES

60. A notice may be given by the Company to any member either personally, by facsimile, by electronic mail or by sending it by post to him or to his registered address or (if he has no registered address within Sri Lanka) to the address, if any within Sri Lanka, supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice is deemed and to have been effected in the case of notice of a meeting at the expiration of twenty-four (24) hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
61. Notice of every General Meeting shall be given in any manner herein authorized to
- a) every member except those members who (having no registered address within Sri Lanka) have not supplied to the Company an address for the giving of notice to them.

- b) every person being a legal personal representative or a trustee in bankruptcy or insolvency of a member where the member but for his death or bankruptcy or insolvency would be entitled to receive notice of the meeting.
- c) The auditor for the time being of the Company

No other person shall be entitled to receive notice of General Meetings.

WINDING UP AND DISSOLUTION

62. The dissolution up of the Company shall be initiated by the members representing not less than one-tenth of the total voting rights at an Extraordinary General Meeting of the Company.

63. Clause 11 of these Articles relating to the winding up of the Company shall have effect.

Provided however in the case of a person who has ceased to be a member within a period of twelve months before such date he shall be liable to contribute to the assets of the Company only for the payment of the debts and liabilities of the Company contracted before the time at which he/she ceased to be a member.

INDEMNITY

64. Subject to the provisions of the Act and of these Articles, every member of the Company, Auditor, Secretary, or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses, and liabilities incurred by him in the execution and discharge of his/her duties or in relation thereto.

65. And it shall be the duty of the council to pay out of the funds of the organisation costs, losses, and expenses, which such persons may incur or become liable to by reason of any contract entered into, or act or thing done by them as such persons acting in good faith in the discharge of their duties, including travelling expenses, and the amount for which such indemnity is provided shall immediately be a charge on the property of the company and have priority as between Members over all other claims.

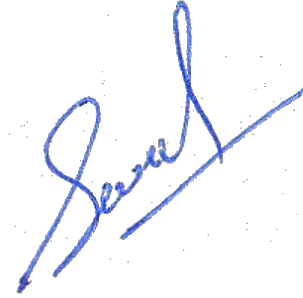
We the initial members of the proposed company hereby agree to the foregoing Articles of Association.

*Names, addresses, and descriptions
of the initial members:*

Signature

**(1) SADUN SRINATH MENDIS
GUNAMUNI
12 ACERS, POLLWATHTHA ROAD,
DUWE MODARA, KOSGODA**

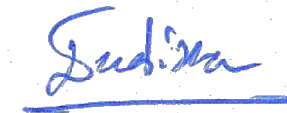
**NIC NO. 902920293V
BUSINESS EXECUTIVE**



**(2) NANAYAKKARA PITIGALAGE
PRASAD INDIKA**

**NANDARAMA MAWATHA,
GALBADA, INDURUWA**

**197436103821
BUSINESS EXECUTIVE**



Dated this on 24th Day of June Two Thousand and Twenty Four .