

**CONSTITUTION OF THE
SRI LANKA - JAPAN BUSINESS COUNCIL
OF
THE CEYLON CHAMBER OF COMMERCE**

1. ESTABLISHMENT OF THE BUSINESS COUNCIL

There shall be established the Sri Lanka - Japan Business Council of the Ceylon Chamber of Commerce, hereinafter called and referred to as the “Business Council”.

2. OBJECTIVE

The main objective of the Business Council shall be the promotion of trade and tourism between Sri Lanka and Japan (hereinafter referred to as “the partner country”) and facilitating investment.

3. FUNCTIONS

The functions of the Business Council shall be to do all such things as may be necessary to achieve the objective of the Committee, including the following-

- 3.1 liaise and co-ordinate with Sri Lanka’s Diplomatic Mission in Japan, on matters of relevance to achieve the objectives;
- 3.2 liaise and co-ordinate with the Diplomatic Mission of Japan in Sri Lanka, on matters of relevance to achieve the objectives;
- 3.3 exchange information with relevant parties in the partner country, with regard to trade, investment and tourism.
- 3.4 facilitate meetings between persons from the partner country seeking business and investment opportunities and relevant persons in Sri Lanka, including Government functionaries;
- 3.5 make arrangements for the provision of relevant services to persons from the partner country seeking business and investment opportunities;
- 3.6 make recommendations to the Ceylon Chamber of Commerce with regard to policy interventions that may be required, to create a conducive environment for the promotion of trade, tourism and investment.

4. MEMBERSHIP

4.1. The categories of members shall be-

- 4.1.1. Ordinary members;
- 4.1.2. Associate members; and
- 4.1.3. Honorary members

4.2. Entities registered under the laws of Sri Lanka to engage in business activities, and who are either engaged in or interested in engaging in trade, investment or tourism related activities, with persons or entities in the partner country shall be eligible to be admitted as Ordinary Members of the Business Council.

4.3. Entities registered in the partner country and engaged in or interested in engaging in trade, investment or tourism related activities in Sri Lanka but not registered under the laws of Sri Lanka, shall be eligible to be admitted as Associate members of the Business Council.

4.4. Any person who, in the opinion of the Executive Committee, has contributed in a meaningful and exemplary manner towards the achievement of the objectives of the Business Council, may, upon a decision of the Executive Committee, be admitted as an Honorary Member of the Business Council.

4.5. The entities that are recognized as members of the Sri Lanka- Japan Business Co-operation Committee as at the date of coming into operation of this Constitution, shall continue to be recognized as either Ordinary or Associate members, as the case may be, provided they are not in arrears of membership.

- 4.6. Persons who had been admitted as Honorary Members of the Sri Lanka - Japan Business Co-operation Committee as at the date of coming into operation of this Constitution, shall continue to be recognised as Honorary Members of the Business Council.
- 4.7. Any entity that is eligible to be admitted as an Ordinary or Associate member may make an application therefor in the format in the **Schedule 1** hereto, to the Executive Committee and shall, upon a decision of the Executive Committee that all criteria for admission are satisfied and that the entrance fee and the applicable subscription has been paid, be admitted as an Ordinary member or Associate member of the Business Council, as the case may be.
- 4.8. An Ordinary member who is not in arrears of subscription shall be entitled to attend and vote at meetings.
- 4.9. An Associate member who is not in arrears of subscription shall be entitled to attend meetings, but shall not have the right to vote at any meeting.
- 4.10. The membership of a member shall cease where-
 - 4.10.1. the Executive Committee, determines that the conduct of such member is detrimental to the achievement of the objects of the Business Council; or
 - 4.10.2. the member is in arrears of subscription as provided for herein.
- 4.11. The membership of any member who is in arrears of subscription for a period exceeding six months from the date on which it is due, shall stand terminated with effect from that date. A member whose membership has so terminated may be re-admitted as a member upon payment of the full sum at any time within the relevant financial year, and a decision to re-admit such member is taken by a decision of the Executive Committee.

5. ENTRANCE FEE AND SUBSCRIPTION

- 5.1.1. The Entrance fee and subscription payable by members shall be such sum as is determined by the Executive Committee.
- 5.1.2. The annual subscription for any year shall be payable within thirty (30) days of the commencement of the financial year and any member who has not paid the subscription shall be considered to be in arrears of subscription.
- 5.1.3. The applicable subscription payable by a member admitted after the expiry of six months of any financial year, shall be 50% of the annual subscription for that year.

6. PATRON

The Ambassador of the partner country in Sri Lanka shall be the Patron of the Business Council.

7. THE EXECUTIVE COMMITTEE

The management and administration of the affairs of the Business Council shall be vested in the Executive Committee which shall comprise office bearers and a Committee, each of whom shall be elected to the Executive Committee in compliance with the provisions herein contained.

8. COMPOSITION OF THE EXECUTIVE COMMITTEE

- 8.1. The office bearers of the Executive Committee shall be the following-
 - 8.1.1. The President
 - 8.1.2. Five Vice Presidents
 - 8.1.3. The Immediate past President, ex-officio
- 8.2. The Committee for any year shall comprise such number of members as is determined as follows-
 - 8.2.1. where the number of ordinary members is less than 70 - up to five (05) Committee members

8.2.2. where the number of ordinary members is less than 100 - up to seven (07) Committee members

8.2.3. where the number of ordinary members is over 100 - up to ten (10) Committee members

8.3. There shall also be appointed, two Advisors from among senior members who have served on the Committee.

8.4. The members of the Executive Committee, other than the immediate past President, shall be elected by the members at an Annual General Meeting in compliance with the provisions herein:

Provided however that any vacancies arising during the year may be filled by an appointment of the Executive Committee and a member so appointed shall hold office until the next Annual General Meeting.

9. ELIGIBILITY TO BE ELECTED TO THE EXECUTIVE COMMITTEE

9.1. The eligibility to serve on the Executive Committee shall be as provided for, herein.

9.2 Any person who is in the employment of a member of the Business Council either as its Chairman, Chief Executive Officer, Director, Partner, Per pro, Managing Director or General Manager and such member is also a member of the Ceylon Chamber of Commerce and such person has served on the Executive Committee of the Business Council for a minimum period of one year previously shall be eligible to be elected as the President or a Vice President of the Business Council:

Provided however that a person who is not in the employment of a member of the Ceylon Chamber of Commerce shall be eligible to be elected as the President or Vice President at an Annual General meeting on the recommendation of the Executive Committee in office immediately preceding that Annual General Meeting and with the prior approval of the Board of the Ceylon Chamber of Commerce.

9.3 Any member of the Business Council shall be eligible to be elected as a member of the Executive Committee of the Business Council and such member shall be represented at meetings of the Executive Committee by a duly authorised senior officer of the member, whose name shall be submitted to the Secretary immediately after the Annual General Meeting at which the member is elected.

9.4 The immediate past President shall be the member who has completed a term of office as President in the immediately preceding term, unless such member has resigned from the post of President prior to the completion of a full term in office, in which event the position of immediate past President shall remain vacant until the election of the next President.

10 THE SECRETARY TO THE BUSINESS COUNCIL

There shall be a Secretary to the Business Council, who shall be appointed by the Chief Executive Officer of the Ceylon Chamber of Commerce from among the staff of the Secretariat of the Ceylon Chamber of Commerce.

11 TERM OF OFFICE OF MEMBERS OF THE EXECUTIVE COMMITTEE

11.1 Subject to the provisions herein, the term of office of elected members of the Executive Committee shall be one year.

11.2 A member of the Executive Committee shall cease to hold office -

11.2.1 upon the completion of the term of office as provided herein;

11.2.2 upon absencing himself/herself from three consecutive meetings without prior notice;

Provided however that the other members of the Executive Committee may determine that a member who has ceased to hold office by virtue of sub paragraph 11.2.2 above, shall

nevertheless continue to serve on the Executive Committee on the basis that the services of that member is vital for the work of the Council and that such member had good and valid reasons which prevented him from attending meetings of the Executive Committee. Where the Executive Council so determines, that member shall not be considered to have ceased to hold office in terms of sub paragraph 11.2.2 above.

- 11.3** Subject to the provisions of section 11.5, a person who completes a term of office as President or Vice President shall be eligible to be re-appointed to the same position for a further period of one year, and shall not be eligible to hold the same position in the immediately succeeding period of three years but shall, during that period be eligible to serve in any other position.
- 11.4** Subject to the provisions of section 11.5, a person who completes a term of office as a member of the Committee shall be eligible to be re-appointed to the Committee for further terms up to a maximum of three years and shall not be eligible to serve on the Committee in the immediately succeeding period of three years but shall, during that period be eligible to serve as an office bearer.
- 11.5** The total period that a person shall be eligible to serve on the Executive Committee, shall be six years:
Provided however that, subject to the provisions of sub section 11.3 above, this limitation shall not apply in respect of the post of President, and accordingly, a person shall be eligible to be elected to the post of President notwithstanding that such member has served a period of six years on the Executive Committee.

12 POWERS OF THE EXECUTIVE COMMITTEE

- 12.1** The Executive Committee shall have such powers as may be necessary for the carrying out of the objects of the Business Council and shall, in the exercise of such powers act in compliance with the provisions of this Constitution and such decisions as may be taken by the general membership at any meeting.
- 12.2** Without prejudice to the generality of the powers aforementioned, the Executive Committee shall have the power to -
- 12.2.1** make rules with regard to the procedure to be followed at meetings of the Business Council or of the Executive Committee;
 - 12.2.2** appoint sub-committees to carry out activities related to trade, investment and tourism promotion. Such Sub-Committees should be chaired by either one of the Vice Presidents or a Member of the Executive Committee.

13 DIRECTIONS OF THE BOARD OF THE CEYLON CHAMBER OF COMMERCE

The Board of the Ceylon Chamber of Commerce may issue guidelines and directions to the Business Council on matters of policy and national interest and the Business Council shall at all times act in consideration of such guidelines and directions.

14 MEETINGS OF THE EXECUTIVE COMMITTEE

- 14.1** Meetings of the Executive Committee shall be held as often as is necessary and at least once every two months.
- 14.2** The President and in his absence one of the Vice Presidents shall chair meetings of the Executive Committee.
- 14.3** The quorum for a meeting shall be 50% of the Members including the President or one of the Vice Presidents.

- 14.4 The President, Vice Presidents, and immediate Past President shall attend the meetings in person and shall not be represented by any other person.
- 14.5 The authorised officer of a member of the Committee may, in the event that he/she is unable to attend any meeting of the Executive Committee, nominate an alternative who shall be a senior officer of the member, to attend the meeting.
- 14.6 The Secretary shall maintain a record of the proceedings of every meeting and submit same for adoption as a correct recording, at every succeeding meeting.
- 15 ANNUAL GENERAL MEETING**
- 15.1 The Annual General Meeting of the Business Council shall be held within four (04) months after the completion of the financial year, on a date to be determined by the Executive Committee.
- 15.2 The Secretary shall give the members at least twenty one (21) days' notice in writing of the meeting and of the Agenda for the meeting.
- 15.3 The Agenda for the meeting shall include the following-
- 15.3.1 The Notice convening the meeting;
 - 15.3.2 The adoption of the Minutes of the previous Annual General meeting and any general meeting of the Business Council;
 - 15.3.3 Consideration of the Annual Report of the Executive Committee;
 - 15.3.4 Adoption of the Audited statement of Accounts for the immediately preceding year;
 - 15.3.5 Election to vacant posts on the Executive Committee;
 - 15.3.6 Any other business of which seven (07) days' notice has been given to the Secretary, in writing.
- 15.4 For the purpose of conducting elections to vacant posts, the Secretary shall-
- 15.4.1 give notice of the vacant posts to which elections are required to be held, and call for nominations to be submitted in the format set out in **Schedule 2** hereto, by members who are not in arrears of subscription, by a date specified therein which date shall not be less than thirty (30) days prior to the date of the Annual General meeting;
 - 15.4.2 receive and schedule nominations submitted by members;
 - 15.4.3 in the event that the Executive Committee recommends a person who is not in the employment of a member of the Ceylon Chamber of Commerce for election as President or a Vice President, submit that recommendation in the format in **Schedule 3**, to the Secretary General/CEO of the Ceylon Chamber of Commerce, to obtain the approval of the Board in terms of the proviso to section 9.2 above.
 - 15.4.4 issue a notice to the members thereafter announcing the nominations received for each post and setting out the posts in respect of which elections are required to be held on account of having received more nominations than the number of vacancies.
 - 15.4.5 set out in the said notice the date and time for the conduct of the election.
- 15.5 The quorum for an Annual General Meeting shall be one third (1/3rd) of the Ordinary members.
- 15.6 Ordinary members who are not in arrears of subscription shall be entitled to attend and vote at the Annual General meeting.
- 16 SPECIAL GENERAL MEETINGS**
- 16.1 A special General meeting of the Business Council may be convened by the Secretary upon-
- 16.1.1 a decision made by the Executive Committee;

16.1.2 a request made in writing by 1/3rd the number of Ordinary members.

16.2 The Secretary shall give members at least fourteen (14) days' notice in writing of the meeting and of the agenda for the meeting, stating clearly the nature of the business to be transacted at the meeting. No business other than that of which notice has been given shall be discussed at the meeting.

16.3 The quorum for a Special General Meeting shall be 1/3rd the number of Ordinary members.

17 FINANCIAL YEAR

The financial year of the Business Council shall be from April 1st of any year to March 31st of the immediately ensuing year.

18 FUNDS

18.1 The funds of the Business Council shall be maintained by the Ceylon Chamber of Commerce and shall be expended and invested as determined by the Executive Committee.

18.2 The funds of the Business Council may be utilised for any lawful purpose in furtherance of its objectives as determined by the Executive Committee.

18.3 The Executive Committee shall cause the accounts to be duly audited each year by the Auditor nominated by the Ceylon Chamber of Commerce.

19 SECRETARIAT

The Secretariat of the Business Council shall be the Ceylon Chamber of Commerce and the address of the Business Council shall be the address of the Ceylon Chamber of Commerce.

20 AMENDMENTS TO THE CONSTITUTION

The provisions of this Constitution shall not be amended, varied or rescinded other than with the written approval of the Board of the Ceylon Chamber of Commerce and approved at an Annual General meeting or Special General meeting by a majority of 2/3rds of the Ordinary members present and entitled to vote.

21 GENERAL

Any matters not provided for herein shall be determined in accordance with such decisions as may be made by the Executive Committee with the approval of the Board of the Ceylon Chamber of Commerce.

22 WINDING UP

In the event of the winding up of the Council, if there shall remain after the satisfaction of all its debts and liabilities any funds or property, the same shall be dealt with as determined by the Executive Committee of the Council, in consultation with the Ceylon Chamber of Commerce.

23 REPEALS

This Constitution shall repeal and replace the "Rules of the Sri Lanka - Japan Business Co-operation Committee"

24 DATE OF OPERATION OF CONSTITUTION

This Constitution shall come into force at the conclusion of the next financial year, ie. on the 1st day of April Two Thousand and Eighteen (2018), and accordingly, the provisions of this Constitution shall be applicable for all matters with effect from that date.

SCHEDULE 1
SRI LANKA – JAPAN BUSINESS COUNCIL OF THE
CEYLON CHAMBER OF COMMERCE

Section 4.7

APPLICATION FOR MEMBERSHIP

The Secretary
SRI LANKA - JAPAN BUSINESS COUNCIL
The Ceylon Chamber of Commerce
No. 50, Navam Mawatha
Colombo 02

1. We hereby apply for admission as a member of the Sri Lanka – Japan Business Council of the Ceylon Chamber of Commerce.
2. If admitted as a member we agree to comply with the provisions of the Constitution of the Council and all decisions of the Executive Committee of the said Business Council.
3. This application is proposed by and seconded by both of who are members of the Sri Lanka - Japan Business Council of the Ceylon Chamber of Commerce.
4. We agree to submit ourselves for an interview, if required by the said Business Council.

[A] GENERAL INFORMATION

1. Name of Company:
2. Address:
Telephone No/s :
Fax : E-mail: website:
3. Date and Place of Incorporation /Registration:
4. Company / Business Registration No:
(Please attach a copy of the Company/Business Registration Certificate)
5. Corporate Structure: (Please tick) Public Company Private Company Partnership
6. Chamber of Commerce/Trade Associations of which you are a member :
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.....

7. Names of Directors/Partners/Proprietors:

8. Main Business of the applicant :
9. No. of Employees:

10. Name, Designation, Tel. Nos. and email addresses of two persons to be contacted with regard to Business Council activities:

- (1)
- (2)

[B] FINANCIAL INFORMATION

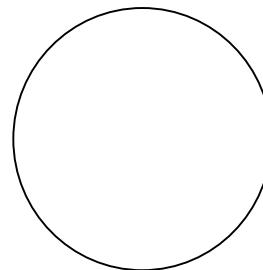
- 11. Capital Structure: Rs.
- 12. Turnover for last two years: 1)Rs. 2) Rs.....
- 13. Audited Accounts of the Organization for the last two years: (Please attach) – *not required if member of the Ceylon Chamber of Commerce*
- 14. Bankers:

[C] BUSINESS INFORMATION

- 15. Main line of Business of Applicant :
- 16. Areas of business you wish to promote :
.....
.....

I hereby confirm that the information given above is true and accurate.

.....
Signature
.....
Name and Designation of Signatory
.....
Date



Company seal

RECOMMENDATION OF PROPOSER AND SECONDER PROPOSER

The Secretary
Sri Lanka - Japan Business Council of the Ceylon Chamber of Commerce
No. 50, Navam Mawatha, Colombo 2.

We hereby certify that inset name of applicant organization is in our opinion in every way suitable to be admitted as a member of the Sri Lanka- Japan Business Council of the Ceylon Chamber of Commerce and have pleasure in proposing their admission as a member.

Name and Address of Proposer: -
Signature:.....
Date :

SECONDER

The Secretary
Sri Lanka – Japan Business Council of the Ceylon Chamber of Commerce
No. 50, Navam Mawatha, Colombo 2.

We hereby certify that inset name of applicant organization is in our opinion in every way suitable to be admitted as a member of the Sri Lanka – Japan Business Council of the Ceylon Chamber of Commerce and have pleasure in seconding their admission as a member.

Name and Address of Seconder: -

.....

.....

Signature:.....

Date :

SCHEDULE 2

Section 15.4.1

**SRI LANKA - JAPAN BUSINESS COUNCIL OF THE
 CEYLON CHAMBER OF COMMERCE**

NOMINATION TO THE POSTS ON THE EXECUTIVE COUNCIL

The Secretary
 Sri Lanka - Japan Business Council of the Ceylon Chamber of Commerce
 No. 50, Navam Mawatha
 Colombo 2.

We wish to submit the following nomination for election to the Executive Council -

Nomination to the post of President/Vice President

Full Name of nominee	
Name of member Company in which the nominee is employed and designation	
Has the nominee held office on the Executive Committee previously? If so, please state post/s held and the period	
Total number of years previously served on the Executive Committee	
Whether the company is a Member of the Ceylon Chamber of Commerce	Yes/ No
If not a member of the Ceylon Chamber of Commerce, please state - a) Year of incorporation/establishment b) Principal business activities	

Nomination to the post of Committee member

Name of nominee			
Company			
Address of Company			

Signature -

Name of the nominating member-

.....

Designation of nominating member-

.....

Date :

SCHEDULE 3

Section 15.4.3

**SRI LANKA - JAPAN BUSINESS COUNCIL OF THE
 CEYLON CHAMBER OF COMMERCE**

NOMINATION TO POSTS ON THE EXECUTIVE COUNCIL

The Secretary
 Sri Lanka - Japan Business Council of the Ceylon Chamber of Commerce
 No. 50, Navam Mawatha
 Colombo 2.

**We, the members of the Executive Committee wish to submit the following
 nomination for election as President/Vice President -**

Full Name of nominee	
Name of member Company in which the nominee is employed and designation	
Has the nominee held office on the Executive Committee previously? If so, please state post/s held and the period	
Total number of years previously served on the Executive Committee	
Whether the company is a Member of the Ceylon Chamber of Commerce	Yes/ No
If not a member of the Ceylon Chamber of Commerce, please state - a) Year of incorporation/establishment b) Principal business activities	

Signature of President -

Date -

Signature of a Vice President - :

Date -