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**PARLIAMENT OF THE DEMOCRATIC SOCIALIST REPUBLIC OF**   
**SRI LANKA**

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**KODHAGODA GUNARATHANA NAHIMI FOUNDATION (INCORPORATION)**

**A**

**BILL**

**to incorporate Kodhagoda Gunarathana Nahimi Foundation**

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*Presented by the Hon. Yadamini Gunawardena, M. P.*  
 *on 08th of August, 2024*

(Published in the Gazette on July 30, 2024)

*Ordered by Parliament to be printed*

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**[Bill No. 282]**

PRINTEDATTHEDEPARTMENTOFGOVERNMENTPRINTING, SRILANKA   
TOBEPURCHASEDATTHEGOVERNMENTPUBLICATIONSBUREAU, COLOMBO5

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| --- | --- | --- |
| 2- | **Price : Rs. 24.00** | **Postage : Rs. 150.00** |
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| *Kodhagoda Gunarathana Nahimi Foundation* | 1 |

*(Incorporation)*

AN ACT TO INCORPORATE THE KODHAGODA GUNARATHANA NAHIMI FOUNDATION

WHEREAS a Foundation called and known as the Preamble“Kodhagoda Gunarathana Nahimi Foundation” has   
heretofore been formed in Sri Lanka for the purpose of   
effectually carrying out its objects and transacting all matters   
5 connected with the said Foundation according to the rules   
agreed by its members:

AND WHEREAS the said Foundation has heretofore successfully carried out and transacted several objects and matters for which it was established, and has applied to be 10 incorporated, and it will be expedient to grant the said application:

BE it therefore, enacted by the Parliament of the Democratic Socialist Republic of Sri Lanka as follows:—

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| 15 | **1.** This Act may be cited as the Kodhagoda | Short title |
| Gunarathana Nahimi Foundation (Incorporation) |

Act, No. of 2024.

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| 20 | **2.** (1)From and after the date of commencement of this | Incorporation |
| of the |
| Act, such and so many persons as now are members of the |
| Kodhagoda |
| Kodhagoda Gunarathana Nahimi Foundation (hereinafter | Gunarathana |
| referred to as the “Foundation”) or shall hereafter be admitted | Nahimi |
| Foundation |
| as members of the Corporation hereby constituted shall be a |

body corporate with perpetual succession, under the name and style of the “Kodhagoda Gunarathana Nahimi Foundation” (hereinafter referred to as the “body

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| 25 | corporation”) and by that name may sue and be sued, in all Courts with full power and authority to have and use a |

common seal and to alter the same at its pleasure.

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(2) The body corporate shall be deemed to be a voluntary social service organization within the meaning, and for the purpose of the Voluntary Social Service Organizations

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| 5 | (Registration and Supervision) Act, No. 31 of 1980 and the | Body |
| provisions of the Act shall apply to and in relation to the |
| management of the affairs of the body corporate. |
| **3.** The body corporate shall operates exclusively as a |
| not-for-profit organization and it is solely for the benefit of | corporate |
| operates as a |
| the society and its members. |
| not-for-profit |

Organization

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| 10 | **4.** (1) The general objects for which the body corporate | The General |
| is constituted are hereby declared to be- | objects of the |
| body |

corporate

(*a*) to develop quality relationship between members and beneficiaries of the Kodhagoda Gunarathana Nahimi Foundation;

15 (*b*) to develop human resources and facilitate career development;

(*c*) to create a religious and cultural revival of the   
members of the beneficiaries of the Foundation;

(*d*) to establish appropriate liaison between Kodhagoda 20 Gunarathana Nahimi Foundation and national and international organizations thereby promoting moral and physical development of Kodhagoda Gunarathana Nahimi Foundation;

(*e*) to bring the religious, moral, educational and 25 physical development to the various ethnicities of Sri Lanka;

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(*f*) to develop quality relationship between members of the Foundation and it’s beneficiaries;

(*g*) to facilitate the economic and professional development of the low income community ;

5 (*h*) to work for the advancement of various local cultures; and

(*i*) to fulfill the physical needs of the local people by building reliable relationship internationally.

(2) In the implementation of the objects specified in 10 subsection (1) the Corporation shall ensure that such implementation shall be carried out without any discrimination based on race, religion, language, caste, sex, political opinion, place of birth or any such grounds.

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| 15 | **5.** The objects of the body corporate shall be carried out in | Body |
| such manner so as not to create any conflict between the work | corporate to |
| ensure no |
| of the Corporation and any work being carried out |
| conflict with |
| 20 | simultaneously by any Ministry or Department of the | work of |
| Ministry or |
| Government or any Provincial Council |
| Department |
| of the Central |
| Government |
| or Province |
| **6.** (1) Subject to the provisions of this Act the body |
| Management |
| corporate shall be carried out by a Board of Management | of the affairs |
| of the body |
| 25 | (hereinafter referred to as the “Board” consisting of such |
| corporate |
| number of office bearers as may be specified by the rules |
| made under Section 8. |
| (2) (*a*) The Board of Management of the Foundation that |
| holds office on the day immediately preceding the date of |
| commencement of this Act, shall function as the Board of the |
| body corporate until the first Board is appointed or elected in |
| the manner provided for by rules made under Section 8. |

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(*b*) The first board of the body corporate shall be appointed or elected within one year of the date of commencement of this Act.

(3) (*a*) Every office bearer of the Board including the

5 patrons and advisors, shall be appointed or elected for a period of three years and any such office bearer, patron or advisor shall be eligible for re-appointment or re-election after lapse of the said period of three years;

(*b*) In the event of a vacancy occurring due to the death,

10 resignation, incapacity or removal from office of an office bearer, the Board shalll having regard to the rules of the body corporate, elect or appoint a person to fill such vacancy;

(*c*) The person elected or appointed under paragraph (*b*) shall hold office only for the unexpired portion of the term of

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| 15 | office of the member whom he succeeds. | Powers of the |
| **7.** Subject to the provision of this Act and any other written |
| law, the body corporate shall have the power to do, perform | body |
| corporate |
| and execute all such acts and matters as necessary or |

desirable for the promotion or any one of them, including the

20 power -

(*a*) to purchase, acquire, rent, construct, remove and

otherwise obtain lands or buildings which may be

required for the purpose of the body corporate and

to deal with or dispose of the same as may be deemed

25 expedient with a view to promoting the objects of

the body corporate;

(*b*) to raise funds and receive grants, gifts or donations,

in cash or kind with or without security:

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provided that, the Board shall obtain the prior written approval of the Department of External Resources of the Ministry of the Minister assinged the subjects of Finance, in respect of all foreign grants, 5 gifts or donations made to the body corporate;

(*c*) to make, draw, accept, discount, endorse, negotiate, buy, sell and issue bills of exchange, cheques, promissory notes and other negotiable instruments

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| 10 | and to open, operate and close accounts in any banks; |

(*d*) to invest any funds not immediately required for the purposes of the corporate in such manner as the Board may determine;

(*e*) to undertake, accept, execute, perform and administer 15 any lawful trust or any real or personal property with a view to promoting the objects of the body corporate;

(*f*) to appoint, employ, dismiss or terminate the services

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| 20 | of officers and servants of the body corporation and | Rules of the |
| exercise disciplinary control over them and to pay |
| 25 | them such salaries, allowances and gratuities as may |
| be determined by the body corporate; and |
| (*g*) to do all other things as are necessary or expedient |
| for the proper and effective carrying out the objects |
| of the body corporate. |
| **8.** (1) It shall be lawful for the body corporate, from time |
| to time, at any general meeting and by the votes of not less | body |
| corporate |
| than two thirds of the members present and voting, to make |

rules, not inconsistent with the provisions of this Act or any 30 other written law, for all or any of the following matters:-

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(*a*) the classification of membership, admission, withdrawal, expulsion or resignation of members and fees payable by members;

(*b*) the election of office bearers of the Board or vacation

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| 5 | of or removal from office of office bearers and the powers, duties and functions of the office bearers; |

(*c*) the terms and conditions of appointment, powers,   
functions and duties of the various officers, agents   
and servants of the body corporate;

10 (*d*) the procedure to be followed at the summoning and holding of meetings of the Board, or any sub- committee thereof, notices and agenda of such meetings, the quorum and the conduct of business thereat;

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| 15 | (*e*) the qualifications and disqualifications to be a members of the Board and the body corporate; |

(*f*) the administration and management of the property   
 of the body corporate; and

(*g*) the management of the affairs of the body corporate 20 and the accomplishment of its’ objects and dissolution of the body corporate.

(2) The rules made by the body corporate may be amended, altered, added to or rescinded at a like meeting and in like manner as a rule made under subsection (1).

25 (3) The members of the body corporate shall at all time be subject to rules of the body corporate.

(4) The rules made under this section shall be published

in the Government Gazette.

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| **9.** The Board shall maintain a register of members in which name, address and other essential details of the | Register of  members |

members be inscribed.

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| 5 | **10.** (1) The Body corporate shall have its own Fund. | Fund of the |
| (2) All moneys received by way of gift, bequest, donation, | body |
| corporate |

subscription, contribution, fees, or grants for an account of

the body corporate shall be deposited in one or more Banks

approved by the Board to the credit of the body corporate.

(3) There shall be paid out of the Fund all sums of money

10 as are required to defray any expenditure incurred by the

body corporate in the exercise, performance and discharge

of its power, duties and functions under the Act.

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| 15 | **11.** (1) The financial year of the Body Corporate shall be | Accounts |
| the calendar year. | and the |
| Auditing |
| (2) The Body corporate shall cause proper accounts to be |

kept of income and expenditure, assets and liabilities and all other transactions of the Body corporate.

(3) The accounts of the Body corporation shall be audited

by Auditor General or by a qualified auditor appointed by

20 Auditor General in terms of Article 154 of the Constitution.

(4) For the purpose of this section “qualified auditor”

means -

(*a*) an individual who being a member of the Institute of Chartered Accountants of Sri Lanka, or any other 25 institute established by law, possesses a certified to practice as Accountant issued by the Council of such Institute; or

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| 5 | (*b*) a firm of Accountants, each of the resident partners | Annual |
| of which being a member of the Institute of |
| Chartered Accountants of Sri Lanka or of any other |
| institute established by law, possesses a certificate |
| to practice as an Accountant, issued by the Council |
| 10 | of such Institute. |
| **12.** (1) The Board shall prepare a report of the activities of the Body corporate for each financial year and submits |
| Report |
| such report together with the audited statement of accounts |
| to the Secretary of the Ministry of the Minister assigned the |
| 15 | subject of Social Services and to the Registrar of Voluntary |
| Social Services Organizations appointed under the Voluntary |
| Social Service Organization (Registration and Supervision) |
| Act, No. 31 of 1980 before the expiration of six months of the |
| year succeeding the year to which such report relates. |

(2) A separate account relating to the foreign and local moneys received by the Body corporate during the financial year shall be attached to the report referred to in subsection (1).

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| 20 | **13.** All debts and liabilities of the Foundation existing | Debts due by |
| on the day preceding the date of commencement of this Act, | and payable |
| to the |
| shall be paid by the Body corporate hereby constituted, and |
| Foundation |
| all debts due to, and subscriptions and contributions |

payable to the Foundation on that day shall be paid to the

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| 25 | Body corporate for the purpose of this Act. | Body |
| **14.** Subject to the provision of this Act, the Body |
| 30 | corporate shall be able and capable in law, to take and hold | corporate |
| may hold |
| any property movable or immovable which may become |
| property |
| vested in it by virtue of any purchase grant, gift, testamentary | movable and |
| disposition or otherwise, and all such property shall be held | immovable |
| by the Body corporate for the purposes of this Act, and |

subject to the rules of the Body corporate made under

section 8, with power to sell, mortgage, lease, exchange or

otherwise dispose of the same.

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| **15.** The moneys and property of the Body corporate however derived shall be applied solely towards the promotion of the objects of the Body corporate and no | Application of money  and property |

portion thereof shall be paid or transferred directly or

5 indirectly by way of dividend, bonus or profit to the members

of the Body corporate

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| 10 | **16.** The Seal of the Body corporation shall not be affixed | Seal of the |
| to any instrument whatsoever, except in the presence of two | Body |
| corporate |
| members of the Body who shall sign their names to the |
| instrument in token of their presence and such signing shall |

be independent of the signing of any person as a witness.

(2) The Seal of the body corporate shall be in the custody

of an office bearer of the Board as may be decided by such

Board.

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| 15 | **17.** (1) If upon the dissolution of the body corporate | Property |
| there remains after the satisfaction of all its debts and liabilities, | remaining on |
| dissolution |
| any property whatsoever, such property shall not be |

distributed among the members of the Body corporate but

|  |  |
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| 20 | shall be given or transferred to any other Foundation having objects similar to those of the Body corporate, and which is |

by the rules thereof, prohibited from distributing any income or property among its members.

(2) For the purpose of this subsection (1) the appropriate

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| 25 | institution shall be determined by the members of the body corporate immediately before the dissolution at a general |

meeting by the majority of votes of the members present.

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| **18.** Nothing in this Act contained shall prejudice or affect the rights of the Republic or anybody politic or corporate. | Saving of the Rights of the Republic and others |

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*(Incorporation)*

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| **19.** In the event of any inconsistency between the Sinhala and Tamil texts of this Act, the Sinhala text shall prevail. | Sinhala text  to prevail in case of  inconsistancy |

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Department of Government Printing