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The Gazette of the Democratic Socialist Republic of Sri Lanka EXTRAORDINARY

අංක 2219/43 - 2021 මාර්තු මස 17 වැනි බදාදා - 2021.03.17
No. 2219/43 - WEDNESDAY, MARCH 17, 2021

(Published by Authority)

PART I : SECTION (I) — GENERAL Government Notifications

CHAMBER OF CONSTRUCTION INDUSTRY OF SRI LANKA (INCORPORATION)
ACT, No. 23 OF 2019

Rules of Management

RULES made by the Chamber of Construction Industry of Sri Lanka under Section 7 of the Chamber of Construction Industry of Sri Lanka (Incorporation) Act, No. 23 of 2019.

Eng.Col(retd) NISSANKA N. WIJERATNE,
Secretary General/ CEO.

Chamber of Construction Industry of Sri Lanka
Red Cross Building, 8th Floor,
No.106, DharmapalaMawatha,
Colombo 07,
31st January 2020.

RULES

1. These Rules may be cited as the Chamber of Construction Industry of Sri Lanka Management Rules of 2020.
2. Further to the provisions in the principal Act, the Chamber shall be managed and administered as provided in these Rules.



3. Interpretations

In these Rules the following words and expressions shall have the under noted meanings, unless the context otherwise requires,

‘The Chamber’	means the Chamber of Construction Industry of Sri Lanka incorporated by this Act.
The Council	means the members for the time being of the Council hereby constituted.
‘Member’	means any body corporate or any person whose application has been approved by the Council and whose name shall have been entered in the Register.
‘Small or Medium Enterprise’	small or medium enterprise means any enterprise with fewer than 50 employees or share capital less than Rs. 5.0 Million with annual turnover less than Rs. 50 Million.
‘Register’	means the Register of Members as provided by the Rules.
‘Month’	means a calendar month.
‘Year’	means a calendar year.
‘The Act’	means the Chamber of Construction Industry of Sri Lanka (Incorporation) Act, No. 23 of 2019.

In these Rules words importing the singular number include the plural number, words importing the masculine gender include the feminine and neuter gender and vice versa.

Words importing persons include natural persons, corporations and unincorporated body of persons.

The Council shall be the sole authority for the interpretation of these Rules made hereunder and the decision of the Council shall be final and binding.

4. No person other than those who are admitted to membership in accordance with these Rules shall be a member of the Chamber, and entered in the register of members accordingly.

5. MEMBERSHIP

- (a) Institutions, associations, institutes, companies, corporations and any other corporate or unincorporated body of persons and natural persons directly or indirectly involved in the construction industry are eligible to become members of the Chamber.

- (b) There are eight categories of membership viz;

Institutional Members - Institutes, Institutions and Associations, who are admitted as Institutional Members by the Council.

Statutory Agency Members – Government Corporations and Statutory Bodies who are admitted as Statutory Agency Members by the Council.

Corporate Members – Corporate entities, engaged in business activities specified by the Council and incorporated under the laws of the Democratic Socialist Republic of Sri Lanka with majority ownership held by Sri Lankans who are admitted as Corporate Members by the Council.

Overseas Corporate Members - Overseas Corporate entities, engaged in business activities specified by the Council in Sri Lanka and incorporated outside Sri Lanka and /or in Sri Lanka who are admitted as Overseas Corporate Members by the Council.

SME Members - Small & Medium Enterprise corporate entities falling into this category as specified and incorporated under the laws of Democratic Socialist Republic of Sri Lanka who are admitted as SME Members by the Council.

Individual Members – Natural persons who are admitted as Individual Members by the Council.

Honorary Members – Persons distinguished in statesmanship, diplomacy, public service, business sector, civil society or persons who have rendered special service to the Chamber or the construction industry admitted as Honorary Members at the discretion of the Council. The Honorary Members shall have no right of nominating or electing Representatives to the Council, or voting at a General Meeting of the Chamber, but have the right to attend and speak at any General Meeting. Such members may be charged a concessionary subscription fee as determined by the Council.

Honorary Life Members –Persons who have contributed to the local construction industry in an outstanding manner and served the Chamber significantly for over 5 years admitted as Honorary Life Members at the discretion of the Council. Such Honorary Life Members shall have no right of nominating or electing representatives to the Council. But they could attend the Council or General Meetings, Vote at Council or General Meetings on other matters and speak at these meetings. Such members shall be exempted from the subscription fees.

Non-Voting Members- Body of persons, corporate or incorporated and natural persons admitted as Non-Voting Members by the Council. Such members shall have no voting rights and may be charged a concessionary subscription fee as determined by the Council.

- (c) The Council may lay down rules relating to the criteria for admission to membership of the Chamber and any application for membership shall be in the form prescribed in such rules.
- (d) The Council shall decide on such applications on the basis of the aforesaid rules and any decision of the Council shall be final and conclusive.
- (e) Notwithstanding anything to the contrary Members of the Chamber prior to its incorporation by the Act shall be deemed to be Members and exercise and enjoy the rights and privileges relative to that category of membership held by such Members and be subject to the corresponding obligations contained in the Rules and the Act.

6. CESSATION OF MEMBERSHIP

- (i) A Member shall ipso facto cease to be a Member for any of the following reasons
 - (a) If a Member is adjudicated a bankrupt or suspends payments or compounds with his creditors;
 - (b) If a Member neglects to pay the Annual Subscription before the due date or if he persistently neglects or refuses to pay any other dues to the Chamber. He may however be readmitted to membership by resolution of the council upon his paying the subscription or other dues in arrears;
 - (c) If a Member fails to comply with any provision in the Act or the Rules of the Chamber, within two weeks after the Council through the Secretary General/Chief Executive Officer has notified him by registered letter to do so.

- (ii) Any member may resign giving one calendar months' notice in writing to the Secretary General/Chief Executive Officer, but such member shall be liable for half the annual subscription if he resigns on any day between the 1st day of January and 30th day of June of any one calendar year, both days inclusive. If he resigns after the 30th day of June of any one calendar year, he shall be liable for the entire amount of the annual subscription.
- (iii) An Extraordinary General Meeting of the Chamber convened for the purpose upon a requisition of the Members in terms of Section 14(b)(ii) may by resolution passed by majority of the proxy holders of the Members present and voting thereat, or in the case of Individual Members, by such Members personally or through their proxies, expel any Member whose conduct renders such Member unsuitable to be a Member of the Chamber or whose actions are prejudicial to the interest of the Chamber. Any Member so expelled shall thereafter cease to be a Member. It would be sufficient for the purposes of this section if a resolution is passed to this effect and duly recorded in the Minutes of that meeting and certified by the President and Secretary General/Chief Executive Officer of the Chamber.
- (iv) The Council may by majority decision suspend a member and recommend to an Extraordinary General Meeting, the expulsion of any member whose conduct in its opinion renders such member unsuitable to be a member of the Chamber. The Secretary General/Chief Executive Officer shall summon an Extraordinary General Meeting to consider such recommendation for a date not less than 21 days after such decision was taken by the Council. The Chamber may by resolution passed by a majority of the proxy holders of the members present and voting thereat, and in the case of individual members, by such members personally or through their proxies, expel the member concerned. Any member so expelled shall thereafter cease to be a member.
- (v) Where membership has been suspended or where there is a cessation of membership in terms of this Article, all rights attaching to membership shall ipso facto cease.

7. FEES

(a) Enrollment fees -

Enrollment fees shall be charged from every member as the Council may from time to time determine.

(b) Subscription fees -

There shall be charged an annual subscription fee based on calendar year from every category of member as the Council may from time to time determine.

Members shall pay the annual subscription fee for any one year within first 3 months of the year, as informed by the Chamber. The representatives of such member who is in arrears shall not be entitled to attend or participate at any meeting of the Council, Chamber, Standing Committee or any other committee nor function as an office bearer of the Chamber or serve as a member of its Council, Standing Committees or any other committee as the case may be unless the subscription for that year has been received within first 3 months.

- (c) At the enrollment Members admitted to the Chamber shall pay the enrollment fees and subscription fees for one year. On completion of the first year such Members shall pay a prorated subscription to renew the membership upto 31st December of the relevant year. Thereafter annual subscription will be due from 01st January of every year.
- (d) The Council may from time to time vary the amount of the enrollment fee, the annual subscription fee and levy on the Members and vary from time to time any other fee in the interest of the Chamber.

8. REPRESENTATIVES OF MEMBERS IN THE COUNCIL

(a) Institutional Members

- (i) Each Institutional Member shall be entitled to nominate ONE (01) representative to the Council who will have voting rights, and such nominees shall hold office until the conclusion of the Annual General Meeting of the next year.
- (ii) The nomination of the representative may be revoked by the Institutional Member concerned at any time and another appointed in his place provided such other person is also a Member of the governing body of the Institutional Member concerned.
- (iii) At any meeting of the Council, irrespective of the number of representatives present of each Institutional Member, each Institutional Member shall be entitled to exercise only one vote through its representatives present at the meeting.
- (iv) If a representative of a Member is unable to attend any meeting due to absence from Sri Lanka, illness or any other reason justifying his absence, he shall be entitled to nominate another representative being a member of its governing body to participate at such meeting of the Council and act for him in all respects during his absence.

- (b) All the Statutory Agency Members acting together shall be entitled to elect FOUR (4) representatives to the council to represent their collective interest and such elected representatives shall have one vote each.
- (c) All Corporate Members acting together shall be entitled to elect EIGHT (8) representatives to the council to represent their collective interest and such elected representatives shall have one vote each.
- (d) All Overseas Corporate Members acting together shall be entitled to elect ONE (1) representative to the council to represent their collective interest and such elected representatives shall have one vote each.
- (e) All SME Members acting together shall be entitled to elect upto TWO (2) representatives to the Council to represent their collective interest, on the basis of one representative per twenty five (25) SME Members, and such elected representatives shall have one vote each.
- (f) All the Individual Members acting together shall be entitled to elect ONE (1) representative to the council to represent their collective interest and such elected representative shall have one vote each.
- (g) Each of the representatives referred to in (a), (b), (c), (d), (e) and (f) above shall be entitled to one vote at a meeting of the Council.

The members of the Council prior to the incorporation by the Act shall hold office until the conclusion of the first Annual General Meeting of the Chamber, after the incorporation by the Act, but being eligible may offer themselves for re-election. Thereafter the said representatives shall hold office until the conclusion of the next Annual General Meeting. Any vacancy arising in the office of these representatives during the tenure of their office shall be filled by the Council from amongst the representatives of the relevant category of membership, and the person so filling the vacancy shall hold office until the conclusion of the next Annual General Meeting.

9. THE COUNCIL

- (a) The Council shall be responsible for formulating all policy decisions of the Chamber and to delegate all executive functions to the Secretary General/Chief Executive Officer.
- (b) The Council shall comprise of the following:
- (i) 8 office bearers comprising the President, President Elect, four Vice Presidents, the immediate Past President and the President's Nominee Vice President, each of whom shall have one vote at a council or any other meeting.
 - (ii) The representatives of the Members of the Chamber appointed in terms of Section 8.
 - (iii) Up to (10) persons to be nominated as and when required by the President from the Member Associations or from the Corporate Sector or any other Special Invitee who could contribute to the Chamber. Such nominees shall hold office until the conclusion of the Annual General Meeting of next year, and will not have voting rights, and could be re-appointed if necessary.
 - (iv) Provided that there is nothing to preclude any representative of a Member from functioning as or being an office bearer. Provided further that as regards the nominees of the President of the Chamber, the President may at any time withdraw the nominations and appoint in writing any other person to fill the vacancy.
- (c) The following procedure shall apply for the receipt of nominations and election of representatives of the Statutory Agency Members, Corporate Members, Overseas Corporate Members, SME Members and Individual Members
- (i) The Secretary General/ CEO shall fix a date two weeks before the Annual General Meeting for the receipt of nominations from the Members of the Chamber for the election of the representatives of the Statutory Agency Members, Corporate Members, Overseas Corporate Members, SME Members and Individual Members.
 - (ii) The nominees for representatives of the Statutory Agency Members, Corporate Members, Overseas Corporate Members, SME Members and Individual Members will require three Signatories, One(1) Signatory from his Institute/ Association/ Corporate body and Two (2) Signatories from the other Institutional, Statutory Agency or Corporate Members.
 - (iii) The persons nominated shall communicate to the Secretary General/Chief Executive Officer in writing his acceptance of such nomination.
 - (iv) Secretary General/CEO shall issue a notice to the Members containing a statement of nominations duly received, arranged in alphabetical order of names and listed under each office, together with the notice convening the Annual General Meeting.
 - (v) The representatives of the Statutory Agency Members, Corporate Members, Overseas Corporate Members, SME Members and Individual Members shall be elected by a majority vote taken among the proxy holders of the Members present and voting at the meeting by secret ballot.
 - (vi) At the Annual General Meeting the President and the Secretary General/CEO, or two other scrutinizers appointed by the Council from amongst the Members of the Council shall examine the ballot papers and the President shall announce at the meeting the persons so elected by a majority vote.
 - (vii) If any person elected declines to accept office, the person who has accumulated the next largest number of votes shall be deemed elected.

(viii) Representatives elected as aforesaid shall hold office until the conclusion of the Annual General Meeting of next year.

(d) The Institutional Members shall inform their nominees to the Council in writing to the Secretary General/CEO within three weeks from the conclusion of the Annual General Meeting. Representatives nominated as aforesaid shall hold office until the conclusion of the Annual General Meeting of next year.

10. BOARD OF MANAGEMENT

(a) The Affairs of the Chamber shall be managed and administered by the Board of Management who may exercise all such powers of the Chamber except those required by these Rules or by the Act to be exercised by the Chamber with approval of the Council or approval at a General Meeting.

(b) The Board of Management (then known as Board of Directors) prior to the incorporation by the Act shall continue in office until the first Council meeting after the first Annual General Meeting to be held after the incorporation by the Act. These office bearers being eligible, may be elected by the members of the Council to the Board of Management even after wards.

(c) The Board of Management shall comprise of the following 9 office bearers:

- (i) President
- (ii) President Elect
- (iii) Four Vice Presidents
- (iv) Immediate Past President
- (v) Vice President Nominated by President
- (vi) Secretary General / Chief Executive Officer

(d) There shall be a Vice President nominated to serve the Board of Management and Council out of the Ten (10) Council Members elected to the Council by the invitation of the President. Such Vice President will be entitled to one vote.

(e) The President Elect shall be appointed President without an election on the retirement or vacation of the President. The Term of Office of the President will be limited to a total of Three (03) Terms of approximately one year each, after statutory incorporation. One "Term" shall be the period between the first Council Meetings immediately after two consecutive Annual General Meetings, the duration of which will be approximately one year.

(f) The office of President falling vacant during the tenure of office shall be filled by the President Elect without an election at a special Council Meeting convened by the Secretary General/CEO.

(g) The President Elect, shall be elected by the constituted Council at the first meeting after the Annual General Meeting by majority vote. The said President Elect should have served the Council as a Vice President for not less than two years and once elected shall continue in office without an election until he is appointed President.

(h) Any vacancy in the office of the President Elect during the tenure of office shall be filled by a majority vote at a special meeting of the Council convened for the purpose and the provisions of Section 10 (g) shall mutatis mutandis apply.

(i) The President and President Elect shall be qualified persons recognized under the section 26 of Construction Industry Development Act, No. 33 of 2014 or persons professionally fully qualified in legal and accountancy fields.

(j) The following procedure shall apply for the receipt of nominations and election of office bearers.

- (i) Office bearers shall be appointed at the first Council Meeting to be held not later than four weeks after the Annual General meeting.
- (ii) The Secretary General/ CEO shall fix a date not later than two weeks after the Annual General Meeting for the receipt of nominations from the Members of the Chamber for the election of the four Vice Presidents.
- (iii) Two representatives from Institutional Members and one representative from Statutory Agency, Corporate, Overseas Corporate or SME Members acting together shall sponsor the nominations for Vice Presidents.
- (iv) The four Vice Presidents shall be elected annually by the constituted Council at the first meeting after the Annual General Meeting by majority vote taken among the Council Members with the right to vote. The Vice Presidents shall be elected for one term at a time. One "Term" shall be the period between the first Council Meetings immediately after two consecutive Annual General Meetings, the duration of which will be approximately one year. Any Council Member to be eligible for election as a Vice President must have served the Council for at least two years.
- (v) The Council may re-elect the Vice Presidents who held office in the outgoing Board of Directors or elect any Council member with the right to vote.
- (vi) Any office other than the office of the President, President Elect and Immediate Past President falling vacant during the tenure of office shall be filled at the next meeting of the Council on an interim basis from within the existing members of the Council by a majority vote. The person so filling the vacancy shall hold office until the conclusion of the first Council Meeting after next Annual General Meeting. The vacancy so created shall be filled at this Council Meeting and the provisions of Section 10 (g) shall mutatis mutandis apply.
- (k) The Immediate Past President shall function ex officio as an office bearer. Accordingly his election shall not form the business or any part of the business of any General Meeting.

11. DUTIES OF OFFICE BEARERS

(a) **President**

In addition to his powers and functions contained elsewhere in these presents, the President shall normally chair all meetings of the Chamber. He shall also be entitled to represent the Chamber in its dealings with outside persons or organizations local or foreign in any forum, and/or speak on behalf of the Chamber on any matter affecting or relating to the affairs and activities of the Chamber.

(b) **President Elect**

The President Elect shall assist the President in his functions and shall chair the meetings of the Council and the Board of Management in the absence of the President. He shall monitor the activities of the Chamber and shall be the Chairman of the Management Committee.

(c) **Vice Presidents**

The Vice Presidents shall assist the President in his functions and shall discharge specific responsibilities assigned to them by the Board of Management.

12. MEETINGS OF THE BOARD OF MANAGEMENT

- (a) The Board of Management shall meet, as and when necessary, and at least once a Month.
- (b) The Secretary General/Chief Executive Officer shall convene Meetings of the Board of Management
- (c) At least seven clear days written notice of a meeting shall be given, and the Notice shall specify the business to be transacted and the place, date and time of meeting.
- (d) The quorum will be three (3) members of the total membership of the Board of Management
- (e) Unless otherwise specified, a question shall be determined by a simple majority of members present and voting
- (f) A Special Meeting of the Board of Management shall be convened on the direction of the President or in his absence by the President Elect or on the written requisition of three members of the Board of Management. The Meeting shall not consider any business of which notice has not been given. Where the purpose of such meeting is deemed to be one of urgency, at least forty-eight hours' notice shall be given.
- (g) In the event a Board of Management member is absent for 3 consecutive meetings without a valid reason, his membership of the Board of Management shall cease automatically and thereafter the Council shall appoint a new member to the Board of Management.

13. MEETINGS OF THE COUNCIL

- (a) The Council shall meet, as and when necessary, and at least once a Month
- (b) The Secretary General/Chief Executive Officer shall convene Meetings of the Council
- (c) At least seven clear days written notice of a meeting shall be given, and the Notice shall specify the business to be transacted and the place, date and time of meeting
- (d) The quorum will be one fifth ($1/5^{\text{th}}$) of the total membership of the Council
- (e) Unless otherwise specified, a question shall be determined by a simple majority of members present and voting
- (f) A Special Meeting of the Council shall be convened on the direction of the President or in his absence by a Vice President or on the written requisition of five members of the Council. The Meeting shall not consider any business of which notice has not been given. Where the purpose of such meeting is deemed to be one of urgency, at least forty-eight hours' notice shall be given.
- (g) In the event a Council member is absent for 3 consecutive meetings without a valid reason, his council membership shall cease automatically and thereafter the Council shall appoint a new Council member.

14. GENERAL MEETINGS

(a) Annual General Meeting

- (i) The Chamber shall in each year in addition to any other General Meetings hold a General Meeting as its Annual General Meeting, and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held within six months from the expiry of the financial year on such day in each calendar year as the Council may determine.
- (ii) The Annual General Meeting shall be held for the following purposes
 - (a) Receive the report of the Council
 - (b) Receive the Audited Statement of Accounts and Balance Sheet for the preceding financial year.
 - (c) Elect representatives for the Statutory Agency Members
 - (d) Elect representatives for the Corporate Members
 - (e) Elect representative for Overseas Corporate Members
 - (f) Elect representatives for the SME Members
 - (g) Elect a representative for the Individual Members
 - (h) Appoint auditors
 - (i) Any other business of which due notice shall have been given.
- (iii) Together with the notice convening the Annual General Meeting the Council shall send to the Members the following documents,
 - (a) The names of the persons nominated by the Statutory Agency Members, Corporate Members, Overseas Corporate Members, SME Members and the Individual Members for election to the Council
 - (b) The names of the President, Immediate Past President and President Elect.
 - (c) Annual Report and Audited Accounts for the preceding financial year

(b) Extraordinary General Meetings

- (i) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (ii) An Extraordinary General Meeting shall be convened on the direction of the President, the Council or on the written requisition of not less than 1/10th of the Members on the Register.
- (c) Any Annual General Meeting or Extraordinary General Meeting shall not consider any business of which due notice has not been given.

(d) Notice of General Meetings

An Annual General Meeting shall be called with Twenty One (21) days' notice in writing at the least. An Extraordinary General Meeting shall be called with fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business shall be given in the manner hereinafter mentioned or in such other manner if any, as may be prescribed by the Chamber in General Meeting to such persons as are, under the Constitution entitled to receive such notices from the Chamber. A special resolution could be passed at an Annual General Meeting provided due prior notice is given.

Provided that a meeting of the Chamber shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed-

- (i) In the case of a meeting called as the Annual General Meeting, by all the Members on the Register entitled to attend through their representatives and vote threat; and
- (ii) In the case of any other meeting by a majority in number of the Members on the Register having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the members on the Register.

The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- (d) A Notice may be given by the Chamber to any Member either personally 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 Chamber for the giving of notice to him or by email. 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, and to have been effected in the case of notice of a meeting at the expiration of twenty four 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.

(f) Voting at a General Meeting

Every member including the elected representatives to the Council shall have one (1) vote and be entitled to appoint one (1) proxy in the form prescribed for the purpose by the Council to represent such member and vote at any General Meeting. Each proxy holder shall be entitled to speak at such General Meeting, and each proxy holder present shall be entitled to one vote.

Provided that no member shall be eligible to vote or be elected to Council or Board of Directors at an Annual General Meeting unless such Member has paid the Annual Subscription Fee before the 31st day of March of the current year.

(g) Quorum

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 30% of the total number of members on the register present in person or by proxy holder, who have paid the Annual subscription fee and having the right to vote, shall form a quorum.

In the event there is a lack of a quorum, the meeting shall be adjourned for 15 minutes and shall be reconvened with those members present, but with not less than 7 who shall form the quorum.

- (n) In the case of a meeting convened upon the requisition of Members, 1/3rd of the number of Members on the Register present through its proxy holder, and having the right to vote shall form a quorum. If no quorum is present within half an hour from the time appointed for the meeting, the meeting shall be dissolved:

As regards any other meeting it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council 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 Members present shall be a quorum.

(i) Chairman of the Meeting

- (i) The President of the Council and in his absence the President Elect and in his absence any one of the other Vice Presidents shall preside as Chairman at every General Meeting of the Chamber. In the absence of any of the above office bearers, the Secretary General/Chief Executive Officer shall preside as Chairman. Where there is no such Chairman, or if the President, President Elect or any of the Vice Presidents or Secretary General/Chief Executive Officer shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect a member present to be Chairman of the Meeting.
- (ii) The Chairman may, with the consent of those members present at any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjournment meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of a new meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- (iii) Unless otherwise specified, at any general meeting a resolution put to the vote of the meeting shall be decided by a simple majority and on a show of hands.
- (iv) A declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Chamber shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (v) In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
- (j) A resolution in writing signed by all the Members on the Register for the time being entitled to receive notice of and to attend and vote at General Meetings, shall be as valid and effective as if the same had been passed at a General Meeting of the Chamber duly convened and held.

15. STANDING COMMITTEES

- (a) The Council may appoint Standing Committees which shall be composed exclusively of Representatives of Members of the Chamber, or in the case of Individual Members such Members to be primarily in charge of allotted subjects as determined by the Council
- (b) A Standing Committee may invite a person outside the Chamber for advice and consultation;
- (c) A Standing Committee shall elect its Chairman and Convenor annually, from among the members of the Council, and communicate the election to the Council;
- (d) A standing Committee shall report on any matter in its purview to the Board of Management through its Chairman or Secretary General / Chief Executive Officer.
- (e) In any matter of special urgency the Chairman of a Standing Committee may, on his own, make such a report to a meeting of the Board of Management.
- (f) Standing Committee shall meet as and when necessary, and at least once every month;

- (g) The Convener of each Standing Committee shall summon meetings of the Standing Committee as directed by its Chairman
- (h) Seven clear days' written notice of a meeting shall be given and the notice shall specify the business to be transacted and the place, date and time of the meeting. An Emergency Meeting may be convened with forty-eight hours' notice.
- (i) A Standing Committee shall fix its own quorum
- (j) A question shall be determined by a simple majority of members present and voting.
- (k) In the event of an equality of votes the Chairman shall have a casting vote.

16. ACCOUNTS

- (a) The Secretary General/Chief Executive Officer shall cause proper books of accounts to be kept with respect to:
 - (i) All sums of money received and expended by the Chamber and the matters in respect of which the receipt and expenditure taken place
 - (ii) All sales and purchase of goods by the Chamber and;
 - (iii) The assets and liabilities of the Chamber;
- (b) The Secretary General/ Chief Executive Officer shall ensure that the accounts of the Chamber are audited by the Auditor appointed by the Auditor General and the final audit report is available well in time to hold the Annual General Meeting within Six (6) months of the expiry of the financial year.
- (c) the Books of Accounts shall be kept at the Registered Office of the Chamber, or at such other place or places as the Council think fit, and shall always be open to the inspection of the Council Members
- (d) The Council shall from time to time, determine whether and to what extent and at what times and places and what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of Representatives of Members not being Council Members and no Representative of Members (not being a Council Member) shall have any right to inspect any account or book or document of the Chamber, except as conferred by the Act or authorized by the Council or by the Chamber in a General Meeting.
- (e) The Secretary General/Chief Executive Officer shall cause to be prepared and to be laid before the Chamber in General Meeting such profit and loss accounts and balance sheets of the Chamber for the preceding Financial Year.
- (f) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Chamber in General Meeting, together with a copy of the Auditor's report shall not less than twenty One (21) days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Chamber and to every person or any other person who is entitled to receive notices from the Chamber under the Articles, provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Chamber is not aware but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.
- (g) Once at least in every year, the accounts of the Chamber, shall be examined and the correctness of the profit and loss accounts and the balance sheet shall be ascertained by one or more auditors.

17. AUDITORS

- (a) The number of Auditors, the person or persons to fill the office of Auditor or Auditors shall be decided by the Auditor General. Similarly, the remuneration of the Auditor and his or their term of office will be determined by the Auditor General.
- (b) If due to unsatisfactory performance a resolution is passed at an Annual General Meeting requesting to appoint some other Auditor or Auditors then in such event the Chamber shall request the Auditor General to appoint some other person or persons as the Auditor or Auditors.
- (c) the Auditor or Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any Member is entitled to receive, and to be heard, at any General Meeting, on any part of the business of the meeting which concerns him or them as Auditor or Auditors.
- (d) All accounts, books and documents whatsoever of the Chamber shall at all times be open to inspection by the Auditor or Auditors for the purpose of audit.

18. SECRETARY GENERAL/CHIEF EXECUTIVE OFFICER

The Council may appoint a Secretary General/Chief Executive Officer on such terms and conditions as they think fit, and terminate the services of such person at any time. The Secretary General/Chief Executive Officer shall be responsible for the general administration and management of the Chamber and shall be the head of the executive staff of the Chamber. The Secretary General/CEO should be answerable to the Board of Management and through the Board to the Council.

19. COMMON SEAL

- (e) The Common Seal of the Chamber shall be determined and devised by the Council and may be altered in such manner as may be approved by the Council.
- (f) The Common Seal of the Chamber shall be in the custody of Secretary General / Chief Executive Officer.
- (g) The Common Seal of the Chamber shall not be affixed to any instrument whatsoever, except in the presence of the President or the President Elect and the Secretary General/Chief Executive Officer of the Chamber or any two members of the Board of Management 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 witness.

20. ARBITRATION

Where a dispute has been referred to the Chamber for Arbitration, a Committee appointed by the Council may make an award in accordance with the rules that may be framed for the purpose by the Council.

21. EXCLUSION OF DISCUSSION ON PROHIBITED MATTERS

The Chairman of any Meeting of the Chamber or the Council or any of the Standing Committees shall exclude from consideration or discussion any matter brought before it which in his opinion has a political bearing.

22. ADDITIONS, ALTERATIONS OR AMENDMENTS TO RULES

No addition, alteration or amendment shall be made to the Articles of Association for the time being in force, unless the same shall have been first agreed by the Council and submitted to and approved by the Registrar of Companies. However, any addition, alteration or amendment to take effect shall be adopted by a resolution passed by two-thirds of the proxy holders of the members entitled to be present and to vote at general meetings, and voting thereat, or in the case of individual members, by personal or through their proxies at an Annual General Meeting or an Extraordinary General Meeting

23. DISSOLUTION

If upon the winding up or dissolution of the Chamber 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 Chamber but shall be given or transferred to some other institution or institutions, having objects similar to the Chamber and which shall prohibit the distribution of its or their income and property amongst its or their member such institution or institutions to be determined by the Members of the Chamber at or before the time of dissolution and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

24. INDEMNITY

If any prosecution, action or a suit of law be commenced against any member or members of the Council or office bearer for anything done by him or them in the proper or reasonable discharge of their duties for the Chamber, such person or persons shall be defended and indemnified by at the cost of the Chamber from all damages, costs and expenses which may be identical to or result from such prosecution, action or suit of law and the property and funds of the Chamber may be applied for such purpose as may be directed by the Chamber from time to time.

25. REGISTER

The Chamber shall have a Register of Members giving (i) the name and address of each Member (ii) the date when the name of the Member was inscribed in the Register, and (iii) the date when a Member ceased to be a member and such other information as decided by the Council.

26. AUTHENTICATION OF DOCUMENTS

Unless otherwise specified in the Rules, the President or the President Elect and the Secretary General/Chief Executive Officer of the Chamber or any two members of the Board of Management shall have power to authenticate any documents affecting the Chamber and any resolution passed by the Chamber or by the Council and any books, records, documents and accounts relating to the business of the Chamber and also to certify copies thereof or extracts therefrom as true copies or extracts.