

CONSTITUTION OF S. THOMAS' COLLEGE MT. LAVINIA CLASS OF 1990

1. Name:

- 1.1. The name of the Association shall be "S. Thomas' College Mt. Lavinia Class of 1990" hereinafter referred to as the "Association".
- 1.2. The Association shall be non-political, non-sectarian, non-profit oriented and charitable in nature, and operate on an equal opportunities policy in all its dealings.

2. Objects and Powers:

The primary objects of the Association shall be:

- 2.1. To co-ordinate and promote the interests and development of the Association and to act on behalf of, assist and represent its membership or their immediate families;
- 2.2. To promote, actively seek to ensure, uphold and protect the general well being and welfare, sustenance and development of S. Thomas' College Mount Lavinia (hereinafter at times referred to as "STC") and/or any of its affiliated schools (for avoidance of doubt, St. Thomas' Prep. Colpetty, St. Thomas' Gurutalawa and St. Thomas' Bandarawela - hereinafter at times collectively referred to as "Affiliated Schools"), their respective student bodies or faculties, members or other as deemed most appropriate by this Association;
- 2.3. To carry out all such other activity in so far as it is deemed to be for and towards general charitable purposes:

Provided always that:

- 2.4. all or any of the above activities are carried out in due consultation and subject to the decision of the Executive Committee of this Association (hereinafter at times referred to as "Ex Co") and/or where appropriate, as decided by its general membership, in terms of the stipulated decision making procedure.

In furtherance of the said objects, but not otherwise, the Association may:

- 2.5. Provide services for and on behalf of itself and/or STC and/or any Affiliated School and/or any other such entity, legal or otherwise;
- 2.6. Liaise with other Associations affiliated to STC and/or STC itself and/or any Affiliated School, government or non-governmental organisations, state and any other entity;
- 2.7. Arrange, keep/or provide, or join in arranging and/or providing training courses meetings, exhibitions, seminars and all other events;
- 2.8. Promote and/or carry out, or assist in promoting and/or carrying out Research, surveys and investigations relating to any of the above;
- 2.9. Collect and disseminate information and exchange such information with other bodies having similar objects, whether in this country or elsewhere;
- 2.10. Procure to be written and print, publish, issue and circulate, gratuitously or otherwise, such papers, books, periodicals, pamphlets, or other documents, films or recorded tapes;
- 2.11. Purchase, take on lease or in exchange, hire or otherwise acquire, any property, and any rights and privileges, necessary for the promotion of the said objects, construct maintain and alter any buildings or erections and make regulations as required in respect of such property;
- 2.12. To negotiate, meet and contract, deal, facilitate and/or liaise with any such entity, legal or otherwise, governmental or non-governmental as deemed necessary and appropriate by the Association;
- 2.13. Raise funds, accept gifts, grants or donations, and invite and receive contributions, from any person(s) legal or otherwise, by way of subscriptions, personal or written appeals, public meetings, or in any manner as decided by the Association to carry out the objects of the Association provided that the Association shall not undertake any permanent trading activities that are inconsistent with the nature and objectives of a "charitable organisation" and subject to any such constraints as may be imposed and/or required by law;
- 2.14. At the absolute discretion of the Association, invest moneys of the Association not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit and proper, subject to any conditions as may be for the time being imposed or required by law;

- 2.15.** Carry out, affect or cause to be done all other such things lawful and proper as maybe necessary, prudent or appropriate towards the attainment of the goals, objectives and aspirations of the Association and its membership.

3. Membership:

Membership of this Association shall be open to and determined as follows:

- 3.1.** All old boys of STC who were generally known as being from the "Class of 1990" meaning that they attempted and/or would have, in the usual course of events attempted the G.C.E. A/L examination as candidates of STC in 1990 for the first time, whose names appear on the list maintained by the *pro tem* Ex Co as at March 2008 (the *pro tem* Ex Co named at Schedule 1 to this Constitution) shall be deemed "Initial Members" of this Association;

The following individuals may also apply to the Association for full membership:

- 3.2.** All other old boys of STC who were generally known as being from the "Class of 1990" meaning that they attempted and/or would have, in the usual course of events attempted the G.C.E. A/L examination as candidates of STC in 1990 for the first time;
- 3.3.** All old boys of STC who joined Grade 1 of STC in 1978;
- 3.4.** All old boys of STC who attempted or would have, in the ordinary course of events attempted the GCE O/L examination in 1987;
- 3.5.** All other old boys of STC who, if not for some interim cessation of their schooling at STC or for some other such valid reason, would have attempted and/or would have, in the usual course of events attempted the G.C.E. A/L examination as candidates of STC in 1990 for the first time;
- 3.6.** ONLY for candidatures for membership as mentioned at 3.6 above AND for purposes of evaluating their eligibility for membership, their names shall be endorsed by at least two other old boys of STC falling under any of the above categories 3.1 - 3.5 and for general purposes of guidance, should ALSO have been between the ages of 36 - 38 years old, as at 31st March 2008.

Associate Members:

- 3.7. At its absolute discretion, the general membership may, upon an application being made to that effect in writing to the Secretary by either a spouse/partner or a child of over 18 years at the date of application of a full member, admit such applicant as an "Associate Member" of the Association, who shall neither be eligible to pay any subscription fees, nor be entitled to vote as a Full Member;
- 3.8. Such applications for Associate Membership shall be taken up at the immediately following Annual General Meeting of the Association.

Membership Fees:

- 3.9. There shall be an annual membership fee charged from all members, as decided from time to time by the Association;

Procedure:

- 3.10. Any old boy of STC falling under categories 3.2 to 3.6 above must submit a written application to the Secretary (by letter, fax, email or any other as is most convenient) setting out their intention to become a member and under which category (3.2-3.6) they fall for purposes of obtaining membership;
- 3.11. The Association may at its absolute discretion, request reasonable information from an applicant before granting membership, The Executive Committee shall not reject an application without good and sufficient cause;
- 3.12. On approval of the application such person (applied) OR such "initial members" as at 3.1 above will be deemed to have registered with the Association and be known as a "Member";
- 3.13. Any Member may resign from the Association by written notice to the Secretary;
- 3.14. The Executive Committee shall have the right, with good and sufficient cause, to suspend any privileges of a Member, provided that such Member has been granted a hearing into the matter in question and he shall have the right of appeal to the general membership by way of a simple motion, to exercise their vote on the matter at the immediately following AGM. The vote required for the passing of such a motion shall be a general majority (1/2 of those present).

4. Management:

4.1. The Association shall be managed by an Executive Committee (hereinafter called the "Committee") consisting of:

- A President
- Vice President
- Secretary
- Treasurer
- 06 Members including 01 member nominated by either the membership OR the Chair to represent those Members of the Class of 1990 who have had their initial (or part of primary) education at St. Thomas' Prep, Colpetty

who shall collectively be known as the Executive Committee (Ex Co) of the Association.

4.2. Where there is a lack of nominations or candidates volunteering for nominations, the Chair may nominate or appoint any Member to any such post, as is required;

4.3. Each member of the Ex Co shall be deemed a Trustee thereof and shall be vested with relevant fiduciary duties in respect of the Association and its funds;

4.4. The Ex Co shall be elected annually at the Annual General meeting (hereinafter at times referred to as "AGM") of the Association;

4.5. At the first meeting after an AGM the Ex Co shall ask the appointed Treasurer to maintain proper accounts of the finances of the Association. The appointed Treasurer shall always be a Member of the Association with voting rights, and the term of office shall be for twelve months, or until another Treasurer is appointed. The Ex Co shall also have the power to dismiss the Treasurer if a proposal to do so is received from a member of the Ex Co and is carried by a majority vote of the Committee;

4.6. The Ex Co shall hold office until the conclusion of the next Annual General Meeting after their election, but shall be eligible for re-election up to a maximum of 3 consecutive years for the same post on the Ex Co;

4.7. In addition, the Ex Co may co-opt further members, the number of which shall not exceed one quarter of the total number of the Committee. Such co-opted

- members shall have voting rights and shall serve until the next Annual General Meeting after their co- option, or otherwise at the discretion of the Committee;
- 4.8.** The Association may appoint one or more Auditors and may determine their remuneration, if any;
- 4.9.** Any casual vacancy on the Ex Co may be filled from amongst the Membership by the Ex Co, and any person appointed to fill such a vacancy shall hold office until the conclusion of the next Annual General Meeting, and shall be eligible to stand for election at that meeting and his term of office during such casual appointment shall not be counted as a “full year” for purposes of the 3 year limit on holding a post on the Ex Co;
- 4.10.** The proceedings of the Ex Co shall not be invalidated by any accidental failure to elect or any accidental defect in the election, appointment, co-option or qualification of any member;
- 4.11.** The Ex Co may appoint any paid staff as may, in its opinion, be necessary. It may fix the remuneration, duties and conditions of service of such staff, and may lawfully dismiss such staff, as appropriate. No member of the Ex Co or any Representative Member shall be employed by the Association;
- 4.12.** The Ex Co shall have the power to enter into contracts for the purposes of the Association, on behalf of the Association;
- 4.13.** The Ex Co may appoint such special or standing committees as may be deemed necessary and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Ex Co fully, promptly and minuted;
- 4.14.** All members of the Ex Co shall be entitled to an indemnity out of the assets of the Association for all expenses and other liabilities properly incurred by them in management of the affairs of the Association. This indemnity shall not extend to liabilities arising from wilful and individual fraud, wrongdoing or wrongful omission on the part of a member sought to be made liable.
- 4.15.** If deemed necessary by the Ex Co, an indemnity insurance may be taken out in respect of the Ex Co or any of its members for projects exceeding Rs. 5,00,000/- ;

Impeachment / Motion of No Confidence:

- 4.16.** Any Member may move, by notice in writing addressed to the Secretary accompanied by signatures of at least 1/4th of the full membership, for the removal of any member of the Ex Co, or the Ex Co itself, and where such a motion has been duly handed over to the Secretary all further activities of the Association shall immediately be suspended until such time an Extraordinary General Meeting (EGM) is held to decide on the matter;
- 4.17.** Such EGM shall be called within 14 days of receipt of such notice by the Secretary, where both parties shall be entitled to address the Membership on the matters in issue;
- 4.18.** The notice shall thereafter be placed before the Membership for vote, and may be passed by a simple majority (more than ½) of those present and voting at such EGM and upon such passing of such resolution, the impeached Member or Ex Co shall stand defeated and shall stand down from such office and a new Member or Ex Co elected in terms of this Constitution, or appointed to fill such vacancy until the immediately following AGM.

5. Voting:

- 5.1.** Each Member and Ex Co Member shall have voting rights;
- 5.2.** Each Member shall be entitled to 01 vote at General Meetings of the Association (EGM or AGM). If the Member cannot attend a meeting then a nominated Member may assume his voting rights “through proxy”;
- 5.3.** No other person shall have voting rights;
- 5.4.** Voting on issues under discussion shall be by simple majority of those present at a meeting with voting rights. Normally this will be by a show of hands, but may extend to a ballot at the discretion of the Ex Co. No person shall exercise more than one vote. In the event of equality of vote on any issue except elections, the Chairperson will exercise a second and casting vote. Chairperson's decision shall be final.
- 5.5.** All elections of the Ex Co may also be by a show of hands or secret ballot, as deemed most appropriate by the Ex Co.

6. Elections:

- 6.1. Only Members shall be eligible for nomination for election as Ex Co Members;
- 6.2. A completed Nomination Form must be submitted to the Secretary of the Association by each Member seeking election to the Ex CO not less than seven days before the AGM. Such Nominations may be transmitted to the Secretary in the most appropriate manner (such as fax or email) indicating the post for which election is sought, together with satisfactory evidence that such candidature is endorsed by at least two (02) other Members of the Association;
- 6.3. No person seeking election may be nominated for more than one post at any election;
- 6.4. A ballot will ordinarily only be held for those posts where the number of nominations received are in excess of three (03) for the same post. Otherwise, nominees for posts shall be deemed to have been elected either by a show of hands or unanimously as the case may be;
- 6.5. In the case of a ballot, each Member will be issued with a separate ballot paper for each post subject to vote, with the names of all persons who have accepted nomination for such post printed thereon. The incumbent office holder will be highlighted. Each voting Member will be required to signify their choice by marking a cross, or crosses in the case of Executive Members, against the name of the nominee(s) of their choice. All completed ballot papers will be placed in a sealed ballot box provided for the purpose, and shall not be removed until all ballot papers for all posts subject to a vote have been cast;
- 6.6. In the case of a ballot absent or postal votes shall not be permitted. However in a case where there are only two nominees the Ex Co may decide to allow those Members domiciled abroad to signify their preference by email etc, which may be considered as a "vote through proxy" in favour of either candidate;
- 6.7. All nominees may each address the meeting, subject to a maximum time of 10 minutes if they so wish, prior to a vote being taken;
- 6.8. Counting will be carried out by two members nominated by the general membership which two members will not exercise their votes at such an election. Spoilt papers will not be considered in the count and the Chairperson's decision as to what is a spoilt paper will be final. In the case of an equality of votes for a post the matter will be decided by lots (e.g. the toss of a coin or the like).

7. Meetings:

- 7.1. The Annual General Meeting (AGM) of the Association shall ordinarily be held prior to and on the same evening as the “stag night” of each year, just before the commencement of the evenings festivities. The “stag night” (for avoidance of any doubt) is the annual gathering of old boys of STC belonging to any of the categories as in 3.1-3.6 above, usually held on the Friday evening immediately preceding the annual Royal-Thomian cricket encounter;
- 7.2. It is expressly stated that although an AGM may be open for attendance to any “Associate Member” this does not entitle such Associate Member to attend the following festivities of the “stag night”;
- 7.3. The date and the venue for an AGM shall be arranged by the Ex Co and notification of the meeting will be given to the membership at least twenty one days before the meeting. Each Annual General Meeting will be held not less than twelve months and not more than fifteen months after the previous one;
- 7.4. The business of an Annual General Meeting shall include:
 - 7.4.1. Election of the Executive Committee
 - 7.4.2. The appointment of Auditors
 - 7.4.3. Consideration and acceptance of the audited accounts;
 - 7.4.4. Consideration and acceptance of an Annual Report of the work done by, or under the auspices of the Committee;
 - 7.4.5. When necessary, consideration of and voting on proposals to alter/amend the Constitution.
- 7.5. The Chairperson may at any time, at his or her discretion call an Extraordinary General Meeting (EGM). The Secretary may also call an EGM if it is impractical or inexpedient to expect the Chairman to call for such EGM. The Chairman or Secretary (as the case may be) shall also call for an EGM if a request to do so is received by the Secretary, stating the purpose of the meeting, signed by not less than seven (07) Members. Such a meeting will be arranged within twenty-eight days of receiving the request;
- 7.6. The Executive Committee will meet at least four times a year;
- 7.7. A quorum for a General Meeting of the Association shall be not less than one fifth (1/5th) of those Members ordinarily domiciled in Sri Lanka and quorum for an Executive Committee meeting, or any special or standing committee, shall be

decided by the respective committees, but shall not ordinarily be less than one half (1/2) of the membership of such committee including the President and/or Secretary;

- 7.8. The Ex Co may make, amend and repeal such rules as they consider may be necessary for the conduct of the business of the Association at its meetings, provided that they shall at all times be consistent with this Constitution;
- 7.9. The decision of the Chairperson of any such meeting shall be final in the application of such rules;
- 7.10. Minutes shall be recorded by the appropriate Secretary of the Committee, and, all other committees, and kept as a record of all proceedings and resolutions. Such minutes will be distributed to members and agreed interested parties and organisations;
- 7.11. Any Executive Committee member not attending three consecutive meetings, absent without apology or genuine reasons in the opinion of the Ex Co will be deemed to have resigned. Any excuses for absence shall be tendered in writing as far as practicable, to the Secretary or to any other member of the Ex Co at least one (01) day prior to the meeting;

8. Finance:

- 8.1. All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and not otherwise, provided that nothing herein shall prevent the prompt payment of all lawful debts for services rendered to the Association;
- 8.2. The Ex Co shall have the power to authorise payment of remuneration of staff employed by it, and any approved expenses of any Member incurred whilst carrying out duties on behalf of the Association or any such employee of the Association. A mechanism for payment of such expenses shall be adopted by the Ex Co and administered by the Treasurer. Payment of remuneration of employed staff shall be in accordance with any employment legislation prevailing at the time;
- 8.3. A bank account shall be maintained in the name of the Association with the "Standard Chartered Bank" or any other such bank as the Ex Co may from time to time decide. Three members of the Ex Co shall be the authorised signatories on the account, one of whom shall be the Treasurer. All cheques and

instructions to the bank will be signed by at least two of the three authorised signatories subject strictly to all payments exceeding in total Rs. 1,00,000/- having been duly ratified and approved previously by two members of the Ex Co who will not be authorised signatories for the purposes of banking;

- 8.4. The financial year for the Association shall be from 1st January to 31st December;
- 8.5. The accounts of the Association shall be audited at the end of each financial year by the Auditor(s) appointed at the previous Annual General Meeting, and the Treasurer will submit for approval, at the AGM the audited Statement of Accounts, approved by the Ex Co for the previous financial year.

9. Amendments to the Constitution:

- 9.1. Proposals for amendments/alterations to the Constitution will normally be debated at the Annual General Meeting and should be sent to the Secretary in writing, with sufficient time for them to be circulated to members at least twenty one days before the meeting;
- 9.2. Any proposed alteration/amendment to the Constitution shall only be approved if two thirds of the voting members present at the Annual General Meeting vote in favour;
- 9.3. Requests for an EGM to consider urgent alterations in the Constitution must be submitted in accordance with 7.5 above;
- 9.4. No amendment/alteration shall be made which would have the effect of causing the Association to cease to be a charity at law, or cease in its existence.

10. Dissolution

If the Ex Co at any time decide by simple majority vote, either of its own volition or having been requested to do so by the Membership, that on the ground of expense or otherwise, it is necessary and/or advisable to dissolve the Association, it shall call a General Meeting. Notice of such a meeting, with details of resolution to dissolve the Association will be sent to each Member of the Association at least twenty one days before the date of such meeting. If the resolution to dissolve the Association is approved by a two thirds majority of those Members present at the said General Meeting, the Committee shall have the power to dispose of all assets over which the Association has control. Any assets remaining after the satisfaction of all lawful and proper debts and liabilities shall be given or transferred to STC or any of its affiliated schools, as deemed most suitable and appropriate by the membership.

Schedule 1

Pro tem Ex Co as at 31st March 2008:

1. President : Suren de Chickera
2. Vice President : Dinuk Fernando
3. Secretary : Nirupan Wijeyanathan
4. Treasurer : Nalaka Rambukpota
5. Committee Member: Ravi Tissera
6. Committee Member: Eraj Fernando
7. Committee Member: Vasantha Wnigasooriya
8. Committee Member: C.Guhashanka
9. Committee Member: Vajira Dias
10. Committee Member: S.Prabhu
11. Legal Advisor : Chrishmal Warnasuriya