

MEMORANDUM OF ASSOCIATION
OF
THE OVERSEAS SCHOOL OF COLOMBO

(Updated to 24th March 2009)

1. The name of the Company is **THE OVERSEAS SCHOOL OF COLOMBO.**
2. The registered office of the Company will be situate in the District of Colombo.
3. The objects for which the Company is established are:
 - (1) To establish and carry on an internationally affiliated and accredited school in Colombo or at any other place or places in Sri Lanka in order to provide students from various countries, backgrounds and abilities, an English medium education designed for the needs of the internationally mobile student.
 - (2) To provide for the holding of seminars, conferences, exhibitions, and other activities of a like nature, calculated directly or indirectly to advance the cause of education.

- (3) To provide for a varied extra-curricular and sporting programme to include the arts, music and drama and team games, swimming and other athletic sports and pastimes.
- (4) To carry on any other undertaking whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above.
- (5) To purchase, take on lease or in exchange, hire or otherwise acquire, hold and sell or otherwise dispose of any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licenses, machinery and equipment and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's activities or any branch or department thereof.
- (6) To build, construct, equip, maintain, improve, alter any schools, classrooms, lecture halls, auditoriums, gymnasiums, swimming pools, offices, libraries and any other buildings, structures, roads or other works conducive to any of the Company's objects and to provide a purpose-built campus with appropriate fully equipped air-conditioned classrooms, attractive sports amenities and extensive information technology facilities.
- (7) To appoint, engage, employ, maintain, provide for and dismiss the head of school, teachers, managers, clerks, labourers and other staff and to remunerate any such at such rate and in such manner as shall be thought fit and to provide an experienced and well-qualified faculty recruited both locally and from overseas to offer academic excellence and pastoral care in classes with a favourable staff-student ratio.
- (8) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or their dependents, to establish and maintain or concur in establishing and maintaining trusts, funds, or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, or their dependents and the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees.
- (9) To train or cause to be trained in Sri Lanka or abroad, at the cost and expense of the Company any person whomsoever for any of the objects of the Company carried on or hereafter to be carried on by the Company.

- (10) To award, grant, provide scholarships, prizes, collect and receive monies, school fees or articles by voluntary contributions, collections, gifts, properties, subscriptions and donations from public, members, students and others or from the proceeds of entertainment and to organise, conduct, control and manage any entertainment to collect funds for any of the objects or purposes of the Company.
- (11) To make pecuniary grants by way of donations, subscriptions or otherwise and to support and subscribe to any national, public, educational, cultural, charitable or benevolent organisations which the Company may think desirable.
- (12) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (13) To sell, improve, manage, develop, turn to account, exchange, let on rent or otherwise, grant licenses, easements and other rights in or over and in any manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (14) To make, draw, accept, discount, endorse, negotiate, buy, sell, and issue bills of exchange, cheques, promissory notes and other negotiable or transferable instruments or securities and to open, operate and close savings, current, fixed deposit accounts for the Company.
- (15) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (16) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments, securities or property and in such a manner as may from time to time be determined and to vary, sell or otherwise deal with any such investments, subject nevertheless to such conditions as may for the time being be imposed or required by law :

Provided that :

- a. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- b. The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a Trade Union.
 - c. In case the Company shall take or hold any property, the Company shall not sell, mortgage, charge or lease the same without the prior written authority, approval or consent of the Registrar of Companies and without such authority, approval or consent as may otherwise be required by law, and as regards such property, the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors or Governing Body have been if no incorporation had been effected.
- (17) To buy, sell, mortgage, lease, lend, dispose of any assets of the Company, in whole or in part.
- (18) To do in Sri Lanka or elsewhere all such acts, deeds and such other things as are incidental or conducive to the attainment of the objects of the Company or any of them.
4. The income and property of the Company whensoever derived or wheresoever situated, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid to or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Company; provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding the rate authorised by the Central Bank for the time being on money lent or reasonable and proper rent for premises demised or let by any member to the Company, but so that no member of the Board of Directors shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any of the Directors except reimbursement

of out of pocket expenses, and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Board of Directors may be a member, and in which such member shall not hold more than one hundred part of the Capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies.
6. The fourth and fifth paragraphs of this Memorandum of Association contain conditions on which a licence is granted by the Registrar of Companies to The Overseas School of Colombo in pursuance of section 21 of the Companies Act. No.17 of 1982.
7. The liability of members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for the payment of the debts and liabilities of the Company contracted before he ceased to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Rupees One Hundred.
9. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(Sgd.) P D Finn
PATRICK DOUGLAS FINN,
80, Flower Road, Colombo 7
General Manager, Shell Company of Ceylon, Limited

(Sgd.) R J Hoover
ROBERT JOHNSON HOOVER,
6, Cambridge Place, Colombo 7.
Managing Director, Caltex Ceylon Limited

(Sgd.) E Chanson
EDMOND ROBERT CHANSON
47, Ward Place, Colombo 7.
Accountant

(Sgd.) K E Van Der Mandele
KAREL ENGELBRECHT VAN DER MANDELE,
92, Rosmead Place, Colombo 7.
Minister Plenipotentiary of the Netherlands.

(Sgd.) Virginia Djoemena
VIRGINIA DJOEMENA
Indonesian Legation, 48, Vajira Road, Colombo 5.
Wife of the Minister of the Republic of Indonesia

(Sgd.) H J Kelly
HERBERT JOHN KELLY,
4, Hewa Avenue, Colombo 7.
British Council Liaison Officer,
United Kingdom High Commissioner's Office

(Sgd.) Ba Lwin
MAHA THRAY SITHU U BA LWIN
87, Horton Place, Colombo 7.
Minister Plenipotentiary of Burma

Witness to the above signatures at Colombo this Thirty first day of March, 1958.

(Sgd.) JOHN C. BYRNELL,
Proctor,
S.C.,
Colombo.

ARTICLES OF ASSOCIATION
OF
THE OVERSEAS SCHOOL OF COLOMBO

(Updated to 24th March 2009)

PRELIMINARY

1. In these regulations

*As amended by
Special Resolution
on 24.03.2009*

“The Act” means the Companies Act, No.7 of 2007 and all amendments thereto including all regulation made thereunder and every other act or ordinance for the time being in force concerning companies and affecting
~~The Company~~

“The Company” (sometimes referred to as “The School”) means THE OVERSEAS SCHOOL OF COLOMBO.

*As amended by
Special Resolution
on 24.03.2009*

“These Presents” - these Articles of Association as herein adopted or as from time to time altered by Special Resolution

“Ordinary Resolution/ Special Resolution and Extraordinary Resolution” - have the meanings assigned thereto respectively by the Act)

“Directors” means the Board of Directors of the Company including Alternate Directors.

“Board Designated Director” means a Director possessing special expertise, appointed by the Board from outside the Company membership.

“Secretary” means any person appointed to perform the duties of the Secretary of the Company and includes any corporate body or group of persons acting as such.

“Parents” means mother and father and is taken to include legal guardian(s) (not exceeding two persons for each child).

“Office” means the registered office for the time being of the Company.

“Seal” means the Common Seal of the Company.

*As amended by
Special Resolution
on 24.03.2009*

“Rules and/or By Laws” means the Rules and/or By Laws presented by the Directors from time to time including amendments thereto in connection with the conduct, management or operation of the Company

“Month” means calendar month.

“Year” means calendar year.

“In writing” means written, printed, lithographed or photographed or any other mode representing words in a visible form.

In the construction of these regulations, words importing the masculine gender only, shall include the feminine gender and words importing the singular number only, shall include the plural number and vice versa.

2. These regulations supersede and replace all previous Articles of Association as passed and amended by the Company membership since the Company’s inception and shall be the sole operative Articles of Association for the Company.
3. The number of members with which the Company is registered is One Thousand but the Directors may from time to time register an increase of the number of members.

*As amended by
Special
Resolution
on 24.03.2009*

4. No person shall be admitted as a member of the Company unless at least one child or dependant of such person shall be registered as a pupil of the school, subject to the required undertaking under Section 3(c) of the Act¹ being given, established and run by the Company. Admission to the Company shall be conferred automatically upon acceptance of the child as a pupil of the school. For the purposes of this article, both parents of such child shall be deemed to be members and to be bound by the Articles of Association.
5. Membership is effective only for the duration of the enrolment of the member's child/children in the school.

*As amended
by Special
Resolution
on
23.03.1999*

6. Parents of pupils attending the school on a non-full fee paying basis or receiving tuition grant assistance from the school for any given billing period shall not have voting rights within the company so long as the pupil remains in non-full fee paying status or during the period for which the tuition grant assistance is received. Such parents may, however, attend General Meetings of the company. Members otherwise eligible to vote at a General Meeting shall be excluded from doing so if overdue payments of tuition and fees are outstanding.
7. Any member may be removed from the Company by a Resolution of the majority of at least three-fourths of the Directors present and voting at a Special Meeting of the Board at which not less than 75 percent of the Directors shall be present. A member so removed shall forthwith cease to be a member of the Company.

*As amended by
Special Resolution
on 24.03.2009*

Footnote:

¹

Section 3(c) of the Companies Act reads as follows: A company that does not issue shares, the members of which undertake to contribute to the assets of the Company in the event of its being put into liquidation, in an amount specified in the Company's Articles (in this Act referred to as a "Company Limited by Guarantee").

GENERAL MEETINGS AND NOTICES

*As amended by
Special
Resolution
on 24.03.2009*

8. The Company shall in each calendar year hold a general meeting as its Annual General Meeting which shall be held not later than six months after the Balance Sheet date of the Company and not more than fifteen months after the previous Annual General Meeting. The notice convening the Annual General Meeting shall specify the meeting as such and be called by the Chairman of the Board of Directors of the Company.
9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

*As amended by
Special
Resolution
on 24.03.2009*

10. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on requisition as provided by Section 134 of the Act.

*As amended
by Special
Resolution
on
24.03.2009*

11.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called with a minimum of 15 working days notice in writing. A meeting other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called with a minimum of 10 working days notice in writing. The notice shall be exclusive of the day on which it is served and of the day for which it is given.

11.2 The Notice shall specify the place, the date, and the hour of the meeting, and, in case of special issues to be addressed, the general nature of such issues shall be given and shall be sent to all the Members of the Company.

11.3 If a general meeting of the Company is called by shorter notice than is specified in this article, it will be deemed to have been duly called if it is so agreed to ó

(a) In the case of an Annual General Meeting by all the Members entitled to attend and vote thereat, and

(b) In the case of any other meeting by the Members having a right to attend and vote at the meeting, being members together carrying not less than 95% of the voting rights, on each matter to be considered and voted on at that meeting.

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

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, and the report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the appointment and fixing of the remuneration of the Auditors.

*As amended
by special
Resolution
on
14.12.2000*

13. 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, thirty voting members present in person shall be a quorum.

14. If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved, in any other case 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 Directors 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.

Footnote: 2 By members of the Company representing not less than one-tenth of the total voting rights of all the members having at the said date a right to vote at General Meetings of the Company.

15. The Chairman of the Board of Directors shall preside as Chairman at every General Meeting of the Company
16. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the Directors present shall elect one of their number to be Chairman.
17. The Chairman may, with the consent of 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 adjourned meeting other than the business left unfinished at the meeting from which 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 an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

*As amended
by special
Resolution
on
24.03.2009*

- 17A. A resolution in writing signed by 85% of the members who would be entitled to receive notice of, attend and vote on that resolution at a general meeting (including at an Annual General Meeting) and who together hold not less than 85% of the votes entitled to be cast in respect of such resolution shall be as valid as if the same resolution had been passed at such general meeting.

VOTES OF MEMBERS

18. Every member or person entitled to vote shall have one vote.

*As amended
by special
Resolution
on
24.03.2009*

- 18A. A member shall be entitled to vote at any general meeting provided that such member is not in violation of any Rules and/or By Laws of the Company and whose membership has not been suspended pursuant to These Presents.

19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, or by a secret ballot as decided by the Chairman or at the request of not less than 26 members present. A declaration by the Chairman that a resolution has, on a show of hands, or by secret ballot, as the case may be, 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 the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
20. In the case of an equality of votes, the Chairman of the meeting at which the show of hands takes place, shall be entitled to a second or casting vote.
21. A member of unsound mind, or in respect of whom an order has been made, by any Court having jurisdiction in lunacy, may vote, by his manager, curator, or other person in the nature of a manager or curator appointed by that Court, and any such manager, curator, or other person may vote by proxy.
22. The instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy shall be a member of the Company. The Board designated Director shall not be entitled to vote by proxy.
23. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
24. An instrument appointing a proxy may be in the following form, or any other form which the Directors shall approve:

The Overseas School of Colombo

I, of being a member of the Overseas School of Colombo and entitled to vote, hereby appoint of being a member of the Company, or failing him, the duly appointed chairman of the meeting as my proxy to vote for me and on my behalf at the (ordinary, extraordinary or annual, as the case may be) General Meeting of the Company to be held on the day of and at any adjournment thereof.

Signed this day of

Stamp

.....

Signature

DIRECTORS AND THEIR ELIGIBILITY TO SERVE

25. Until otherwise determined by a General Meeting, the number of Directors shall be at least nine but not more than ten. Nine of the Directors will be elected by the Company membership at the Annual General Meeting. If it is deemed to be necessary, one additional Designated Director may be appointed by the Board from inside or outside of the Company membership for his ability to provide the Board with specialised expertise provided the total membership (including this Director) does not exceed ten and conditional on ratification by the Company membership at the next Annual General Meeting. Directors elected by the Company are elected for three year terms. The Designated Director shall serve a one year term although he may be re-appointed by the Board for up to two additional one year terms subject to the aforementioned ratification process.
26. The Board shall have power at any time to appoint any person eligible under these Articles to be a Director either to fill a vacancy created by the resignation of either an elected or appointed Director. Although the Board is not required to fill every such vacancy, at no time may the Board allow the number of serving Directors to fall below eight. Nor shall the total number of Directors at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting at which point they may seek election through the nomination process or, if the Board so chooses, be submitted for ratification by the Company as the Board Designated Director. The term of the member of the Board who has been appointed by the Board shall begin at the date of his appointment by the Board.
27. Not more than two nationals of any country shall be Directors at any time.
28. All elected Directors must be voting members of the Company.
29. An individual in a beneficial contractual relationship with the school or whose family member is in such a relationship shall not be eligible to serve as a Director.
30. An individual receiving grant assistance from the school for tuition and/or fees or whose family member is receiving such assistance shall not be eligible to serve as a Director.
31. Any qualified Company member seeking election as a Director, including a retiring Director seeking re-election, must provide written notice and consent duly signed on the appropriate form, which shall be lodged at the School not less than 21 days prior to the Annual General Meeting.

*As amended
by Special
Resolution
at the EGM
of
03.10.2006*

32. If more persons than there are vacancies on the Board are proposed to fill such vacancies on the Board, a poll shall be taken in such manner as may be directed by the Chairman. If the number of persons proposed is equal to or less than the number of vacancies, however, the Chairman may recommend their election to the Board by acclamation or whatever method is agreeable to the Meeting.

ALTERNATE DIRECTORS

33. A Director who is or is about to go out of Sri Lanka temporarily may with the approval of the Directors by notice in writing under his hand appoint any member to be an alternate Director during his absence from Sri Lanka subject to approval of the Chair. Such appointee whilst he or she holds office as an Alternate Director shall be entitled to notices of meeting of Directors and to attend and vote thereat accordingly. An alternate Director may be removed from office by a resolution of the Board and shall automatically vacate office if and when the Director for whom he or she is substituting returns to Sri Lanka, vacates his office as a Director, or removes the appointee from office. In no case shall a temporary Director be allowed to serve for a period of more than six months.

BORROWING POWERS

34. The Board may exercise all the powers of the Company to borrow money and may mortgage or charge its undertaking or property as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

35. The business of the Company shall be managed by the Directors either by themselves or through a Head of School or person designated by the Head of School subject to the Directors' approval or with the assistance of an Agent or Agents and Secretary or Secretaries of the Company. The Directors shall also have power to make and may make such rules and regulations for the management of the property of the Company as they shall from time to time think proper and shall carry on the business of the Company in such a manner as they may think most expedient.

*As amended
by special
Resolution on
24.03.2009*

36. A resolution in writing signed by all the Directors for the time being in Sri Lanka (provided such number of Directors in Sri Lanka shall constitute a valid quorum of Directors as hereinafter set out) shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Provided always that a resolution faxed and emailed under their respective signature/s shall be deemed to have been signed by them for all purposes hereof and shall be as effective as a resolution duly voted on at a meeting of the Board.
37. The Directors may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting including power from time to time to make alter and repeal all such rules, regulations and bye-laws and fix such fees and employ and dismiss such Manager, Head of School, Principals, Teachers, Instructors, and other employees as they may deem necessary, expedient or convenient for the proper conduct, management, control and direction of any School or Schools conducted by the Company subject nevertheless to any regulations of these presents, to the provisions of the Act and to such Regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Ordinary Resolution of the Company but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made: provided however that the Directors shall not without the authority of an Ordinary Resolution of the Company arrange terms for the amalgamation of the Company with any other Company or individual or sell or dispose of the business or undertaking of the Company.

The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

38. Without prejudice to the general powers conferred by Article 37 and the other powers conferred by these Articles it is hereby expressly declared that the Directors shall have the following powers, that is to say:
- (a) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit.
 - (b) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company.
 - (c) To institute, conduct, defend compound or abandon any legal proceedings by or otherwise concerning the affairs of the

Company and also to compound and allow time for payment of satisfaction of any debt due and of any claims or demands by or against the Company.

- (d) To refer any claim or demand by or against the Company to arbitration and observe and perform awards.
- (e) To determine who shall be entitled to sign, make, negotiate and endorse on behalf of the Company all cheques, promissory notes, bills of exchange, negotiable instruments, receipts, releases, contracts and documents.
- (f) To invest and deal with any of the moneys of the Company not immediately required for the purpose thereof, in or upon such investments or securities and in such manner as they may think fit and from time to time to vary or realise such investments.
- (g) To execute in the name and on behalf of the Company in favour of any Bank or lending institution or any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit and any such mortgages may contain a power of sale and such other powers, covenants and provisions as shall be agreed on.
- (h) From time to time to make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.
- (i) To enter into, all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.
- (j) To establish and maintain and to concur with associated companies in establishing and maintaining any schemes or funds for providing pensions sickness or compassionate allowances, life assurances or other benefits for employees of the Company and for the Widows or other dependents of such persons and to make contributions out of the Company's moneys to any such schemes or funds.

DISQUALIFICATION OF DIRECTORS

*As amended
by special
Resolution on
24.03.2009*

39. The office of Director shall be vacated if the Director:
- (a) without the consent of the Company in General Meeting holds any other office of profit under the Company;
 - (b) becomes insolvent or bankrupt; or
 - (c) becomes prohibited from being a Director by reason of any order made under Section 202 of the Act;
 - (d) is required in writing by all the other serving Directors to resign;
 - (e) becomes of unsound mind or mentally deficient;
 - (f) resigns his office by notice in writing to the Company;
 - (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 192 of the Act;
 - (h) shall be absent from three consecutive meetings of the Board without the permission of the Board of Directors;
 - (i) be absent from regular monthly meetings of the Board (whether or not any alternate Director appointed by him attends) for five consecutive months;
 - (j) being a member he ceases to be a member of the Company under Article 5.

ROTATION OF DIRECTORS

40. At the Annual General Meeting in every year, three of the elected Directors shall retire from office.
41. The Directors to retire in every year shall first be those who have completed a three year term since their election to the Board at an Annual General Meeting. If additional Directors are required to retire to reach the requisite number of three, then first those elected Directors who have stepped down since the last Annual General Meeting shall be counted and then those wishing to leave the Board at the time of the Annual General Meeting. Finally, should at least three Directors for retirement not be identified through the above process, then the additional Director(s) to step down shall be those who have

served longest on the Board, but between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

42. A Director may not serve more than a total of nine years on the Board.

PROCEEDINGS OF DIRECTORS

*As amended
by special
Resolution on
24.03.2009*

43. The quorum necessary for transaction of business of the Directors may be fixed by the Directors, and unless so fixed shall be five.

PROVIDED however that in the event of a quorum not being present within One (01) hour from the time appointed for the meeting, the Meeting shall be adjourned until the next week at the same time and at the same place.

44. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company.

45. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

46. The Directors shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors, and of committees of Directors;

and every Director present at any meeting of Directors or Committees of Directors shall sign his name in a book to be kept for that purpose.

47. The Directors shall elect a Chairman who shall preside at their meetings. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

48. The Directors may delegate any of their powers to committees consisting of such persons whether members or not as they shall think fit to appoint and may recall or revoke any such delegation or appointment. Any such Committee shall, in the exercise of the powers so delegated conform to any regulations that may be prescribed by the Directors.
49. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the Meeting.
50. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.
51. All acts done by any Meeting of the Directors or of a Committee of Directors or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.
52. A Director who is appointed by the Board, whether a member of the Company or not, shall have all the responsibilities, obligations and powers, of elected Directors. Such appointed Directors shall be given notice of all meetings of the Company shall be entitled to attend, speak and vote thereat. This applies both to those Directors appointed to those positions reserved for Board selection and to those Directors appointed by the Board to fill out the term of elected Directors who have stepped down in-between Annual General Meetings.
53. A Director shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so his vote will not be counted.

SECRETARY

54. The Secretary of the Company shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
55. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as or in place of, the Secretary.

THE SEAL

56. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of two Directors or one Director and the Secretary or such other person as the Directors may appoint for the purpose all of whom shall attest the sealing thereof.

ACCOUNTS

57. The Directors shall cause proper books of account to be kept with respect to:

All sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place;

All sales and purchases of goods by the Company; and

The assets and liabilities of the Company.

58. The books of account shall be kept at the Registered Office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors;

59. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

*As amended
by special
Resolution
on
24.03.2009*

60. The Directors shall in accordance with the provisions of the Act cause to be prepared within 6 months of the Balance Sheet date of the Company (or such other extended time as may be determined by the Registrar General of Companies under Section 150 of the Act), Financial Statements, Group Accounts, if any, and any Reports that may be necessary in compliance with the provisions of the Act including an Annual Report (signed in the manner prescribed) on the affairs of the Company during the accounting period ending on such Balance Sheet date.

61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditor's Report shall not less than twenty one days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

62. The income of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in its Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

64. A notice may be given by the Company to any member either personally or by sending it by post to him to his Registered Address, or (if he has no Registered Address within the Island) to the address, if any, within the island supplied by him to the Company for the giving of notices to him.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and unless the contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of post.

65. Notice of every General Meeting shall be given in some manner hereinbefore authorised to every member except those members who (having no Registered Address within the island) have not supplied to the Company an address within the island for the giving of notices to them.

*As amended
by special
Resolution
on
24.03.2009*

- 65A. In the event of any dispute between members inter se or members and non members of the Company or in the event of any doubt or ambiguity relating to the interpretation of the provisions herein contained or any clarification on any matters not covered by these Articles of Association or the Rules and/or By Laws of the Company including amendments hereto, the decision of the Board of Directors shall, so long as the same is not in conflict with any substantive provision of the law as set out in the Act, be final and binding on such members inter se or members and non members of the Company as aforesaid.

INDEMNITY

*As amended
by special
Resolution
on
24.03.2009*

- 66.1 The Company may indemnify a Director or employee of the Company or a related company, for any costs incurred by him in any proceeding-
- a) that relates to liability for any act or omission in his capacity as a director or employee; and
 - b) in which judgement is given in his favour or in which he is acquitted or which is discontinued or in which he is granted relief under section 526 of the Act.
- 66.2 The Company may also indemnify a Director or employee of the Company or a related Company in respect of-
- a) liability to any person other than the Company or a related company for any act or omission in his capacity as a director or employee; or
 - b) costs incurred by that Director or employee in defending or settling any claim or proceeding relating to any such liability, not being a criminal liability or in the case of a director, liability in respect of a breach of the duty specified in section 187 of the Act.
- 66.3 The Company may with the prior approval of the Directors effect insurance for any one or more of the Directors or an employee or employees of the Company or related company in respect of-
- a) liability not being criminal liability, for any act or omission in his capacity as a director or employee;
 - b) costs incurred by that director or employee in defending or settling any claim or proceeding relating to any such liability; or
 - c) costs incurred by that director or employee in defending any criminal proceedings in which he is acquitted

WINDING UP

67. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 of the Memorandum of Association, such institution or institutions to be

determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

In witness whereof the subscribers to the Memorandum of Association have hereto set and subscribed their names at the places and on the dates hereafter written.

Names, Addresses and Descriptions of Subscribers

(Sgd.) P D Finn
PATRICK DOUGLAS FINN,
80, Flower Road, Colombo 7
General Manager, Shell Company of Ceylon, Limited

(Sgd.) R J Hoover
ROBERT JOHNSON HOOVER,
6, Cambridge Place, Colombo 7.
Managing Director, Caltex Ceylon Limited

(Sgd.) E Chanson
EDMOND ROBERT CHANSON
47, Ward Place, Colombo 7.
Accountant

(Sgd.) K E Van Der Mandele
KAREL ENGELBRECHT VAN DER MANDELE,
92, Rosmead Place, Colombo 7.
Minister Plenipotentiary of the Netherlands.

(Sgd.) Virginia Djoemena
VIRGINIA DJOEMENA
Indonesian Legation, 48, Vajira Road, Colombo 5.
Wife of the Minister of the Republic of Indonesia.

(Sgd.) H J Kelly
HERBERT JOHN KELLY,
4, Hewa Avenue, Colombo 7.
British Council Liaison Officer,
United Kingdom High Commissioner's Office.

(Sgd.) Ba Lwin

MAHA THRAY SITHU U BA LWIN
87, Horton Place, Colombo 7
Minister Plenipotentiary of Burma.

Witness to the above signatures at Colombo this Thirty first day of March,
1958.

(Sgd.) JOHN C. BYRNELL,
Proctor,
S.C.,
Colombo.