

## ARTICLES OF ASSOCIATION

### OF

### THE COLLEGE OF ANAESTHESIOLOGISTS OF SRI LANKA

(A Company Limited by Guarantee incorporated under The Companies Act No. 07 of 2007)

01. The Name of the Company is “The College of Anaesthesiologists of Sri Lanka” (hereinafter referred to as “**The College**”)

#### PRIMARY OBJECTS

02. (1) To achieve and maintain the highest standards of clinical practice of anaesthesia, critical care and pain management in the country.
- (2) To advance the knowledge of, and promote research in anaesthesiology, critical care and pain management in the country.
- (3) To promote and advise on training and education in anaesthesiology, critical care and pain management in the country.

#### REGISTRATION

03. “**The College**” is a Company Limited by Guarantee and hence all the rules and regulations contained in the sections 32 to 35 of part III of the Companies Act No. 07 of 2007, shall apply while the rules and regulations contained in the Third Schedule of the Act shall not apply. The rules contained in First Schedule with the exclusions mentioned in Second Schedule of the Companies Act No. 07 of 2007 shall be the Articles of Association of “**The College**” and be deemed to be incorporated herein except so far as they are hereby expressly or by implication, modified or excluded, declared not to apply, in the event of First Schedule with the exclusions mentioned in Third Schedule being replaced or the rules therein being altered shall apply, subject to the modification herein contained.
04. “**The College**” being a “Voluntary Social Organization” as defined under the Voluntary Social Service Organizations (Registration and Supervision) Act, shall take steps to register under the said Act after the incorporation.

#### SHARES

05. The liability of Members is limited.
06. Every Member of **The College** undertakes to contribute to the assets of **The College** in the event of the same being put into liquidation while he/she is a Member, or within one year after he/she ceases to be a Member for payment of the debts and liabilities of **The College** contracted before he/she 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 (Rs. 100/=).

If upon the dissolution of **The College** 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 College**, but shall be given or transferred to some other institution or institutions having objects similar to the objects of **The College**. Such institution or

institutions to be determined by the Members of **The College** at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some charitable object.

## **THE COUNCIL AND TRUSTEES**

### **07. (a) THE COUNCIL**

The Council of **The College** will be appointed annually at the Annual General Meeting for a period of one year. The Council so appointed shall continue until the next Annual General Meeting. However before expiration of the term they may resign on their own or removed by special resolution by the Members.

The said Council shall for all purposes be recognized as the Board of Directors of **The College** as recognized in the Companies Act.

All the Council members shall have the voting right. The Council shall consist of twenty three members comprised as follows;

- 1. The President**
- 2. The Vice President**
- 3. The Immediate Past President**
- 4. The General Secretary**
- 5. The Secretary Education**
- 6. The Secretary Scientific Affairs**
- 7. The Assistant Secretary**
- 8. The Treasurer**
- 9. The Editor**
- 10. The Assistant Editor**
- 11. Thirteen other Council Members of whom Nine Members shall be representatives of the nine provinces of Sri Lanka**

### **(b) FIRST COUNCIL**

Following shall be the first Council of **The College**;

- 1. DR. JAYANTHA PREMALAL JAYASURIYA**
- 2. DR. PULUKKUTTI RALALAGE KUMUDINI CHANDRAMALA RANATUNGA**
- 3. DR. ANTONETTE GERTRUDE WARNAKULASURIYA**
- 4. DR. MAHABADUGE MARY QUINTILLA ERIN SRIYANIE FERNANDO**
- 5. DR. THALAGAHAWATTAGAMA ARACHCHIGE AJANTHA PERERA**
- 6. DR. EDIRISINGHE APPUHAMILAGE DONA RAMANI EDIRISINGHE PALLEMULLA**
- 7. DR. SAROJA RAMANI JAYASINGHE**
- 8. DR. RAMYA ROHINI HETTIGE AMARASENA**
- 9. DR. CARMEL SHIRANI WISIDAGAMA HAPUARACHCHI**
- 10. DR. ANUJA UNNATHIE ABAYADEERA**
- 11. DR. DEEPTHI ATTYGALLE**
- 12. DR. PUNYASIRI WARUSAVITHARANA**
- 13. DR. WARNAKULASURIYA PATABENDI MUHAMDIRAMGE SHIRANI CARMELINE FERNANDO**
- 14. DR. KUDAHETTIARACHCHILAGE MALA KANTHI KUMARI NANAYAKKARA**
- 15. DR. DUSHYANTHI MICHELLE PERERA**
- 16. DR. SUNDERALINGAM PREMAKRISHNA**
- 17. DR. SIDARSHI NAMALI KODITUWAKKU KIRIWATTUDUWA**
- 18. DR. KASTURIRATNA TENNAKOON APPUHAMILAGE SRIYA KUMARI HERATH**
- 19. DR. JAWANTATHA JAWARANJANA WANIGARATNE**

20. DR. GUNASEKERA VITHANAGE CHANDANA JAYANTHA FERNANDO  
21. DR. ASOKA GUNARATNE  
22. DR. KULAPPU ARACHCHIGE PRASANTHA DHAMMIKA  
23. DR. BANDARANAYAKE MUDIYANSELAGE CHANDRA BANDARANAYAKE

(c) **POWERS & DUTIES OF THE COUNCIL**

- (i) Subject to section 185 of the Act which relates to major transactions, the business and affairs of **The College** shall be managed by or under the direction or supervision of the Council. The Council shall have all the powers necessary for managing and for directing and supervising the management of the business and affairs of **The College**.
- (ii) The Council may delegate to a Committee of Council Members or to a Council Member or Employee any of its' powers which it is permitted to delegate under section 186 of the Act.
- (iii) The Council Members have the duties set out in the Act, and in particular;
- (a) Each Council Member must act in good faith and in what he believes to be in the best interests of **The College**.
- (b) No Council Member shall act or agree to **The College** to act, in a manner that contravenes any provisions of **The Companies Act No. 07 of 2007** or the clauses of this Articles of Association.
- (iv) The Council shall be responsible for the general administration of the affairs and the finances of **The College**.
- (v) The Council shall be responsible for the scientific programmes of **The College**.
- (vi) The Council shall have the power to appoint such sub-committees as it deems necessary and to co-opt the services of any person to serve on or assist any such sub committee.
- (vii) The Council shall have the power to elect Ordinary Members and recommend to **The College** persons for election as Honorary Fellow Members.
- (viii) The Council shall have the power to nominate any Member for a vacancy in the Council other than a vacancy for the post of Vice President. A Member so nominated shall hold office until the next election. Any vacancy in the post of Vice –President shall be filled by an election held at a General Meeting.
- (ix) The Council may advice on examinations and courses of study.
- (x) The Council may recommend, as and when necessary, nominees to the Board of Study in Anaesthesiology of the Post Graduate Institute of Medicine after calling for nominations from among Members of **The College** who are either Board certified or eligible for such certification.
- (xi) The Council shall have the power to nominate for any specific purpose a member to represent **The College** on any Board, Committee and /or at any Conference in relation to the objectives of **The College**.
- (xii) The Council shall have the power to accept as well as disburse grants so received in pursuance of the objectives of **The College**.
- (xiii) The Council shall have the power to appoint an Editorial Board as it deems necessary.
- (xiv) The Council shall have the power, after holding such inquiry as it deems necessary, to take disciplinary action as it thinks fit, including expulsion of a Member whose conduct is prejudicial to the good reputation of **The College** and the honor of the Profession in consultation with the Board of Trustees.

**(d) PRESIDENT**

- (i) There will be no election to the post of President and the Vice President shall succeed to the post of President on expiry of the term of office of the outgoing President, which shall be the date of the Annual General Meeting (AGM). The ceremonial induction shall take place at the inauguration of the scientific session.
- (ii) If the President elect is unable to assume office within 2 months of the AGM at which he should succeed to the post of President, the Vice President elected at the AGM shall succeed to the post of President.
- (iii) No Member shall hold the office of President for more than two consecutive years.
- (iv) The President shall preside at all meetings of **The College** and the Council.
- (v) The President shall be an ex –officio Member of all sub committees.
- (vi) The President shall sign the audited statement of accounts.

**(e) VICE PRESIDENT**

- (i) The Vice –President shall be elected by **The College**.
- (ii) The Vice –President shall be the President elect of **The College** and shall succeed to the post of President on expiry of the term of the office of the outgoing President.
- (iii) No Member shall hold office of Vice – President for more than two consecutive years.
- (iv) The Vice – President shall preside at all meetings of **The College** and the Council in the absence of the President.

**(f) IMMEDIATE PAST PRESIDENT**

- (i) The Immediate Past President shall be a member of the Council.
- (ii) He/She shall not hold the office of President for more than two consecutive years.
- (iii) The Immediate Past President shall have the voting rights.

**(g) GENERAL SECRETARY**

- (i) The General Secretary shall be elected annually. No Member shall hold office as General Secretary for more than three consecutive years.
- (ii) The duties of the General Secretary shall be;
  - (a) The General Administration of the affairs of **The**
  - (b) To convene meetings of **The College** and the Council with the concurrence the President.
  - (c) To keep minutes of such meetings.
  - (d) To maintain a list of members of **The College** and send a revised list of Members to the entire membership at least once in two years.
  - (e) To maintain the records of **The College**.
  - (f) To maintain an inventory of all **The College** property and be responsible for their safety.
- (iii) The General Secretary shall be an ex-officio Member of every sub –committee appointed by the Council.

**(h) SECRETARY- EDUCATION**

- (i) The Secretary –Education shall be elected annually.  
No Member shall hold office as Secretary-Education for more than three consecutive years.
- (ii) The duties of the Secretary-Education shall be the organization and conduct of all educational courses of **The College**.

(iii) To assist the General Secretary.

**(i) SECRETARY - SCIENTIFIC AFFAIRS**

- (i) The Secretary - Scientific Affairs shall be elected annually. No Member shall hold office as Secretary - Scientific Affairs for more than three consecutive years.
- (ii) The duties of the Secretary- Scientific Affairs shall be the organization and conduct of the annual scientific sessions and all workshops conducted by **The College**.

**(j) ASSISTANT SECRETARY**

- (i) The Assistant Secretary shall be elected annually. No Member shall hold office as Assistant Secretary for more than three consecutive years.
- (ii) The duties of the Assistant Secretary shall be to assist the Secretary-Education and Secretary Scientific Affairs. He or She will be responsible for the academic activities of **The College** along with the Secretary-Education and Secretary Scientific Affairs.

**(k) TREASURER**

- (i) The Treasurer shall be elected annually. No Member shall hold office as Treasurer for more than three consecutive years.
- (ii) The duty of the Treasurer shall be the management of the finances of **The College**. The Treasurer shall circulate a duly audited statement of accounts of **The College** to the membership two weeks prior to the Annual General meeting at which the Treasurer shall present the same.

**(l) EDITOR**

- (i) The Editor shall be elected annually.
- (ii) The Editor shall be responsible for the publication of the "*Sri Lankan Journal Of Anaesthesiology*" and all other publications of **The College**.

**(m) ASSISTANT EDITOR**

- (i) The Assistant Editor shall be elected annually.
- (ii) The Assistant Editor whilst assisting the Editor shall be responsible for the publication of the "*Sri Lankan Journal of Anaesthesiology*" and all other publications of **The College**.

**(n) OTHER COUNCIL MEMBERS**

- (i) The other Members of the Council shall be elected for a term of one year and shall be eligible for re-election for a period not exceeding three consecutive years.
- (ii) The other Members of the Council will have to function as Chairpersons of subcommittees appointed by the Council.
- (iii) Any Member who absents himself for three consecutive meetings of the Council without a valid excuse shall cease to be a Member of the Council.
- (iv) The responsibilities of outstation Council Members include the organization of educational activities and improvement of anaesthetic services in their respective provinces.
- (v) At the Annual General Meeting, a report must be presented by the outstation Council Member for the Western Province, of the education activities and improvements in anaesthetic services carried out during the year in all provinces.

## 8. ALTERNATIVE DIRECTORS

A Director who is out of Sri Lanka or about to go out of Sri Lanka or if, he is unable to attend to his duties, as a Director, may by notice in writing under his hand and subject to the approval of the Board of Directors, appoint any person to be an alternate Director of **The College** to act for him. A Director may by notice in writing under his hand and at any time remove alternate Director and appoint another person as his alternate Director, subject to the approval of the Board of Directors.

## 9. COUNCIL MEETINGS AND QUORUM

- (i) The Council shall meet at least five times in a year.
- (ii) Notice of a Council Meeting together with the agenda and the minutes of the previous Council Meeting shall be circulated to the Members of the Council and the Trustees of **The College** at least seven working days before the date of the proposed meeting.
- (iii) The quorum for a meeting of the Council shall be 1/3<sup>rd</sup> of the Council Members.

## 10. NOMINATION

- (i) Nominations for election of the Council shall be called for 8 weeks before the proposed date of the Annual General Meeting, and should reach the General Secretary at least 28 days before the Annual General Meeting.
- (ii) Nomination for a vacancy in the post of Vice President shall be called for within one month of such vacancy occurring and should reach the General Secretary within 2 weeks.
- (iii) Nominations shall be in writing and signed by two Members of **The College** and should include the consent given by the candidate with his signature. The candidate and the two Members signing the nomination should not be in default of their membership fee.
- (iv) No Member shall be nominated for more than one post.
- (v) Where no nominations have been received for any vacancy such vacancy will be filled at the Annual General Meeting.

## MEMBERS OF THE COLLEGE

### 11. CATEGORIES OF MEMBERS

(a) **The College** shall consist of the following categories of Members:-

- (i) Founder Members
- (ii) Ordinary Members
- (iii) Honorary Fellow Members

(b) FOUNDER MEMBERS

A specialist in anaesthesiology who applied for membership within one month of the inaugural meeting and has been enrolled as a Member.

(c) ORDINARY MEMBERS

Any registered Medical Practitioner who holds a postgraduate qualification in anaesthesiology from a body recognized by **The College** and who applies for membership may be duly elected by the Council as an Ordinary Member.

(d) HONORARY FELLOW MEMBERS

**The College** may from time to time admit on the recommendation of the Council distinguished non anaesthesiologists as Honorary Fellow Members of **The College** in

recognition of their exceptional service to the specialty of anaesthesiology. Such Honorary Fellow Members shall not be eligible to hold any office and shall not be entitled to vote at meetings of **The College**.

## **12. FEES**

- (i) The fee payable by Ordinary Members shall be an amount decided at an Annual General Meeting on the recommendation of the Council.
- (ii) Members who are in default of membership fees for a period of 2 consecutive years are liable to lose their privilege of membership on a decision by the Council.
- (iii) Payment of Rupees Five Thousand (Rs.5,000.00) will entitle any Member to enjoy the privileges of membership for life.

## **13. FACULTIES**

- (i) The Council shall have the power to establish a Faculty of Critical Care Medicine and a Faculty of Pain Medicine as it deems necessary.
- (ii) The Faculties will function under the administrative and financial control of **The College**.
- (iii) Members of **The College** with an interest in Critical Care Medicine or Pain Medicine will be eligible to apply for membership of the relevant Faculty.
- (iv) (a) The Members of the Faculty will elect a Committee of five Members one of whom will function as the Head of the Faculty.
  - (b) The Members of the Committee of the Faculty will be elected annually.
  - (c) Such election in the first instance will take place at a meeting of Members who have applied for membership of the Faculty which will be summoned by the General Secretary and presided over by the President.
  - (d) The Committee of the Faculty shall meet at least five times in a year.
- (v) The Head of Faculty will be an ex-officio Member of **The College** Council and shall;
  - (a) Report on the activities of the Faculty at each meeting of **The College** Council and
  - (b) Present an annual report of the activities of the Faculty at the Annual General Meeting of **The College**.
- (vi) The President, General Secretary and Treasurer of **The College** will be ex-officio Members of the Committee of the Faculty.
- (vii) The functions of the Faculty would be to achieve and maintain highest standards of clinical practice; to advance the knowledge and promote research to promote and advice on training and education in Critical Care or Pain Medicine. The Faculties would carry out these functions within the ambit of the objectives of **The College** as laid down in the Constitution.

## **MEETING OF MEMBERS**

### **14. GENERAL MEETINGS**

- (i) General Meetings shall be of two types namely Extra Ordinary and Annual.
- (ii) The quorum for a General Meeting shall be 20.
- (iii) Copies of minutes of all General Meetings shall be sent to Members within thirty days of such a meeting with the exception of the Annual General Meeting which shall be sixty days.

## **15. EXTRAORDINARY GENERAL MEETING**

An Extraordinary General Meeting shall be convened by the General Secretary at the request the President or the Council or on receipt of a written request signed by at least 10 Members of **The College**. Notice of such a meeting together with the agenda and resolutions to be moved at such General Meeting shall be circulated at least 10 working days before the date of the proposed meeting.

## **16. ANNUAL GENERAL MEETING**

- (i) The Annual General Meeting of **The College** shall be held before the 31<sup>st</sup> of March each year.
- (ii) Notice of every resolution to be moved at such meeting should reach the General Secretary at least 21 days before the date of such meeting.
- (iii) The agenda for the meeting shall include the election of the Council, an Auditor, the presentation of the Annual Report of Audited Statement of Accounts, the report of the Council, the report of the Board of Study, the reports of Faculties of Critical Care Medicine and Pain Medicine, and resolutions if any. The agenda for such meeting shall be circulated to members of **The College** at least 15 working days before the date of the meeting together with the nominations for the different post of the Council duly proposed and seconded.
- (iv) The minutes of the AGM should reach the members within 60 days of the AGM.

## **17. VOTING**

- (i) The right to vote at all meetings shall be restricted to those Members of **The College** who are not in default of their membership fees.
- (ii) Voting at any election or resolution before the house will be by a show of hands. However any two Members present may request a secret vote on any issue before the house and such a secret vote will then be held.
- (iii) A Member who is unable to attend the Annual General Meeting may request a ballot paper at least two weeks before the Annual General Meeting. A ballot paper will be issued to such a Member if he is not in default of his membership fee and the ballot paper should be returned to reach the General Secretary before 12.00 noon on the day of the Annual General Meeting

## **RESOLUTION BY MEMBERS**

18. Subject to provisions of act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meeting expressly consenting or dissenting thereto shall be as valid and effective as if the same had been passed at a General Meeting of **The College** duly convened and held. An expression by any member of consent or dissent by telex, facsimile or email transceiver shall be deemed for all purposes to be equivalent to such a member signing a resolution for the purposes of this Article.

## **CONSTITUTION**

19. (i) Any amendment to the Constitution shall only be made at a General Meeting convened for that purpose after giving fifteen working days notice to the Members.
- (ii) Any such amendment, to be effective, shall require a 3/4<sup>th</sup> majority of those present and eligible to vote at the meeting.



## SEAL

20. The Directors shall provide a common seal for the purpose of **The College**. The seal of **The College** shall not be affixed, to any instrument, except on the authority of the Directors and in the presence of two Directors or one Director and the Secretary or an Officer authorized by the Directors of **The College**.

## FINANCE AND AUDIT

### 21. FINANCIAL CONTROLLING AND ACCOUNTING

- (i) The financial year for the purpose of balancing accounts shall be the 30<sup>th</sup> of September of each year.
- (ii) The funds of **The College** shall be deposited in the name of “**The College of Anesthesiologists of Sri Lanka**” in a Bank /Banks approved by the Council.
- (iii) The cheques on behalf of **The College** shall be signed by the Treasurer and either the President or the General Secretary.
- (iv) The funds of **The College** may be used for any lawful purpose approved by the Council for the furtherance of the objectives of **The College** subject to a limit of Rupees Five Hundred Thousand (Rs.500,000/=) in the case of scientific sessions without the sanction of the Trustees.
- (v) Investments  
To invest the moneys or funds of **The College** not immediately required for its purposes in or on such investments, securities and/or property as may be thought fit subject nevertheless to such conditions as may for the time being be imposed by law.

Provided that –

- (a) **the College** shall not support with its funds or otherwise any object of a partisan political nature;
- (b) **The College** shall deal with or invest in any property devolving upon it from a trust solely in a manner allowed by the terms of the trust and the relevant provisions of the law, having regard to such trusts;
- (c) **The College** shall not support with its funds any object or endeavour to impose on its Members or others any regulation, restriction or condition which in the opinion of **The College** would make it a trade union.
- (d) **The College** shall not sell, mortgage, charge or lease any immovable property which it may hold without the written consent of the Registrar and without such authority, consent or approval as may otherwise be required by law and as regards such property the Council of **The College** or other governing body 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 such Council or body would have been if no incorporation had been effected.
- (vi) Accounts - Sections 148, 149, 150, 151, 152, 153 of the Companies Act No. 07 of 2007 shall apply to **The College**.
- (vi) The accounts of **The College** shall be audited by a licensed auditor elected by **The College** at its Annual General Meeting. Sections 154 to 165 of the Companies Act No. 07 of 2007 shall apply to **The College**.