

# Constitution of Sri Lanka Agripreneurs' Forum

1. The Sri Lanka Agripreneurs' Forum is established as a professional association to serve the agribusiness sector in the country and those engaged in the sector with the objectives and visions listed hereunder. The Forum shall operate as an association of the members under the rules and regulations of this constitution.
2. In these clauses of the constitution unless the context otherwise requires:  
"Forum" means "Sri Lanka Agripreneurs' Forum" which is also be referred to as "SLAF".
3. The Forum is a voluntary association of members in Sri Lanka
4. The Forum has no power to issue shares.
5. The Objects of The Forum are:
  - i. To be the voice of the Sri Lankan Agripreneurs' and represent; growers, farmer organizations, agri-value-addition enterprises, agri-professionals & academics, agri-scientists, local and global marketers of agri-produce, providers of agri-inputs, agri-machinery manufacturers, and local agri-investors.
  - ii. To function as a sector representing institute in the promotion and adoption of advanced, efficient, and sustainable agribusiness practices in the entire scope of agribusiness.
  - iii. To provide overall technical and policy guidance for the Ministries in charge of subjects of Agriculture, Trade and Commerce, and Consumer Affairs and other relevant ministries and organizations on advanced, efficient, and sustainable agribusiness practices and related matters as and when required.
  - iv. To act as a catalyst and think-tank for the promotion of agribusiness and agribusiness practitioners on visionary concepts and practices leading to the advancement of the sector.
  - v. To serve as a technology watch group and share innovations and modern and efficient agricultural practices and promotion of agribusiness development and related activities.
  - vi. To provide advisory services for the preparation of guidelines, codes of practices, standards, research & development, and innovation in all sectors of agribusiness.
  - vii. To build sectoral relationship and engage with the international, national, sub-national institutions and the private sector organizations, civil societies, academics and scientific communities in the promotion and adoption of advanced, efficient, and sustainable agribusiness practices.
  - viii. To facilitate and educate the adoption of advanced, efficient, and sustainable agribusiness practices in the entire scope of agribusiness at all levels.
  - ix. To act as an incubation and business mentor for agribusiness innovations and initiatives.
  - x. To act as a pressure group for the promotion and implementation of advanced, efficient, and sustainable agribusiness practices.
  - xi. To assist and provide guidance to the Members and Non-Members to successfully engage in agribusiness entrepreneurship in all its segments making use of state-of-the-art, advanced, efficient, and sustainable agribusiness practices.

6. Every member of The Forum undertakes to contribute to the assets of The Forum, in the event of its 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 Forum contracted before winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding Rupees Five Thousand (5,000/-)
7. If upon winding up or dissolution of The Sri Lanka Agripreneurs Forum, 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 Forum, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the association. Such institution or institutions to be determined by The Sri Lanka Agripreneurs Forum at or before the time of dissolution and in default thereof by a judge or Government Authority having jurisdiction in regard to charitable funds and if so far as effect cannot be given to the aforesaid provisions, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the organization and the matters in respect of which such receipt and expenditure takes place and the property, credits and liabilities of the organization.
9. The true accounts, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the organization, for the time being, shall be open to the inspection of the individual members.
10. The accounts of the organization shall be examined and the correctness thereof certified every year at least once by a duly qualified Auditor or Auditors.

#### 11. **MEMBERSHIP**

11.1 Any person or institution who has an affiliation or association with any of the activities listed under the objectives of the Forum will be eligible to be inducted in the appropriate category of membership, subject to the approval of the Executive Council

11.2 No person shall be admitted a member of The Forum unless approved by the Executive Council which shall have the full discretion as to such admission, and not be contested in a court of law.

11.3 The membership of the Forum shall not be transferable.

11.4 There shall be three (03) categories of memberships-

##### 11.5 **Individual Members**

These shall be any person fulfilling one or more of the activities listed under the objectives and will be eligible to apply for individual membership under the following subcategories

- Students in Agribusiness
- Individual Farmers
- Micro agribusiness enterprises with less than ten employees
- Agro Professionals, Scientists, and Academics
- International Members

## **11.6 Agribusiness Enterprises in the Small and Medium Enterprise (SME) Sector**

Registered Agricultural enterprises recognized as SME category under the Department of Inland Revenue, engaged in the activities listed under the objects, shall be inducted under this category of membership. Each of such enterprises shall nominate a person of standing in the enterprise to be the representative, who shall not be changed without the express approval of the Executive Council.

## **11.7 Corporate and Institutional Members**

Corporate entities including partnerships and incorporated companies and Institutions not categorized as SME entities, engaged in the activities listed under the objectives, shall be inducted under this category of membership

## **11.8 Membership Rights**

### **11.8.1 Fee Paying Individual Members excluding Student Members**

- (a) Only the fee-paying Individual members shall have the right to exercise their vote in matters relating to the affairs of the Council.
- (b) To be eligible for any elective or appointive office of the Council.
- (c) To participate in deliberations of the members' meetings and express his/her opinion in any matter under discussion.
- (d) To avail him/herself of the facilities and services of the Council.
- (e) To exercise the right to examine the books of accounts and other records of the Council during working days and office hours, with the authority of the Executive Council and after serving due notice to the Secretary and Treasurer.
- (f) The international members shall be treated as Individual Members in enjoying the above rights.

### **11.8.2 Individual Members and Student Members**

The individual members who have opted to remain as non-fee-paying members are entitled to the following rights;

- a) Receipt of information leaflets and notices of events of interest published by the Forum.
- b) Participation in non-fee levying seminars, workshops, discussions, and activities arranged for the promotion of the agribusiness sector and dissemination of information.
- c) Access to publications and help desk maintained by the Forum.
- d) Right to become fee-paying members and thus enjoy the additional privileges of that segment of the membership.

### **11.8.3 Agricultural Enterprises in the SME Sector**

Members in this category shall be eligible for all the rights enjoyed by the fee-paying Individual Members

### **11.8.4 Corporate and Institutional Members**

Members in this category shall be eligible to nominate two (02) ex-officio representatives who are not individual members of the Council and shall exercise all the rights of Individual Members, except the right of eligibility to elective positions. Such representatives shall not be changed

without the express approval of the Executive Council. However, each entity shall be eligible for only one vote.

#### **11.8.5 Student Members**

Student Members shall be eligible only to avail himself/herself /themselves of the facilities and services of the Forum.

#### **11.9 Duties of Members**

- (a) To attend meetings, conferences, seminars, and other activities of the Forum.
- (b) To pay all dues and/or fees required by the Executive Council of the Forum unless opted to remain as a non-fee paying member.
- (c) To permit the Forum to use and share their contact details and any other information made available to the Forum, only for the purposes leading to activities designed to upgrade the status of the Agribusiness sector and its practitioners.
- (d) To submit details of their activities and expertise in the agribusiness sector as detailed in the application form to be included in the database of the Forum.
- (e) To comply with the provisions of the by-laws, membership agreement, and the rules and regulations promulgated by the Executive Council.
- (f) To initiate and promote sustainable, modern, and efficient agribusiness practices and related activities within and outside the Forum.
- (g) To promote the achievements of the objectives of the Forum using their knowledge and position in the agribusiness field and to safeguard the interests of the Forum.
- (h) To refrain from any activity, expression of views, or publications in written or electronic media, which may have a detrimental impact on the reputation and achievement of the vision and objectives of the Forum.

#### **11.10 Suspension Termination and Withdrawal of Membership**

A member may be suspended or his/her membership terminated on the recommendation of the Executive Council after due hearing which shall be inter alia for willful violation of the Constitution of The Forum, acting against the objectives of The Forum, for neglect of duties, professional misconduct or non-payment of membership fees for three (03) consecutive years. Such suspension or termination shall be notified in writing. Such a decision by the Executive Council shall be final.

Any member shall have the right to withdraw his/her membership by sending a letter of resignation to the Honorary Secretary of the Forum, upon clearing any liabilities owed to the Forum, if any.

#### **11.11 Membership Fees**

The membership fees shall be decided by the Executive Council from time to time in the manner decided by the Executive Council and ratified at the subsequent Annual General Meeting of the members by a simple majority. The annual subscription fees payable for each category of members at the inauguration of The Forum shall be:

Non fee-paying Individual members and Student members	- Free
Fee-paying Individual members other than Student members	- Rs. 2,000.00
Agricultural enterprises in the SME Sector	- Rs. 5,000.00

Corporate and Institutional Members	- Rs. 30,000.00
International Members	- US\$ 200.00

#### **11.12 Annual Subscriptions**

The subscription shall be paid by individual members upon admission to membership and every year thereafter at the beginning of the calendar year.

#### **11.13 Life Members**

Life membership is available only for those categorized as fee paying Individual Members and Agribusiness enterprises in the SME Sector after a continued membership for a minimum of five years. The enrolment fee for life membership shall be the amount due for the balance period up to ten years at the rate of annual subscription prevailing for the particular category of membership.

Such life members shall continue to enjoy the rights as the respective individual members.

### **12. NOTICE OF GENERAL MEETINGS**

12.1 Annual General Meetings shall be called not later than 30<sup>th</sup> June each year, by providing minimum of Fifteen (15) working days' notice, specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business shall be given in a manner hereinafter mentioned or in such other manner as may be prescribed by the general meeting, to such persons as are under the regulations of The Forum, entitled to receive such notice, but with the consent of all the members entitled to receive notice, a meeting may be convened by such shorter notice and in such manner as those members may think fit. Such notice may be sent electronically to those members who have consented to such means of communication,

#### **12.2 Attendance at General Meetings**

Only the members of the fee paying categories shall be eligible for attendance at the General Meeting of the Forum

12.3 In exceptional circumstances the virtual General Meetings may be held with the consent of a simple majority of the members eligible for participation in the General Meeting. Such consent shall be sought at the time of notice of meeting being issued if the Executive Council deems prudent.

12.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceeding of any meeting.

### **13. PROCEEDINGS AT GENERAL MEETINGS**

13.1 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. One fourth (1/4<sup>th</sup>) out of the total number of voting members or fifteen (15) voting members, present in person, whichever is less, shall be a quorum.

13.2 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 a time and place to be decided by the Executive Council, 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.

13.3 The Honorary President, or in his/her absence, either the Honorary Vice President, or in their absence, any other Member of the Executive Council, shall preside at every General Meeting of the Forum. In the event of none of the above of them being present, the members present shall choose one among them to preside at the meeting.

13.4 The Chairperson may, with the consent of any meeting at which a quorum is present (and if so directed by the meetings) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business on which the adjournment took place.

Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of the adjournment, or of the business to be transacted at an adjourned meeting.

13.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands. In the case of an equality of votes the Chairperson shall be entitled to cast a second vote in addition to the vote to which he may be entitled to, as a Member.

#### **14. EXECUTIVE COUNCIL**

14.1 The affairs of The Forum shall be managed by an Executive Council who shall hold honorary positions, in whom shall be vested all executive authority and shall be headed by the Chairperson of the Board. The number of members in the inaugural Executive Council shall be eleven (11), which number can be changed by resolution of the members.

14.2 The Executive Council shall be elected by the Forum at each Annual General Meeting from among the fee paying Members of the Forum, to hold office until the next Annual General Meeting, unless they vacate by resignation, vacation of membership or otherwise. The members of the first Executive Council only shall hold office for a two year period. Six of the members of the Council shall retire in rotation at the AGM and shall be eligible for re appointment subject to the limitation of tenure noted below. Any member of the Council shall be eligible for reappointment only for three years consequently.

14.3 The Executive Council shall appoint other office bearers to the Council as may be required for the efficient working of the Council. The officers of the Executive Council shall be the Honorary Chairman, Honorary Vice Chairman, Honorary Secretary and the Honorary Treasurer.

14.4 The Executive Council shall meet as and when necessary. Five (5) members of the Executive Council (which shall include at least two office bearers) shall constitute a quorum, for a meeting of the Executive Council. In exceptional circumstances the Executive Council may hold virtual meetings, after a majority decision to do so by on line voting.

14.5 Save as herein otherwise provided, questions arising at any meeting of the Executive Council shall be decided by a majority of votes. Voting shall be by show of hands and in the case of

equality of votes, the Chairperson of the meeting shall have a second or casting vote in addition to his original vote as a member.

14.6 The Executive Council shall have the right to enlist the services of any person to assist or advise them in regard to their functions or special projects, such persons may participate in Council Meetings but shall have no voting rights.

14.7 The inaugural Executive Council shall be;

1. Mr. Rizvi Zaheed	Honorary Chairman
2. Dr. Selvanathan Anojan	Honorary Secretary
3. Mr. Adheesha Perera	Honorary Treasurer
4. Mr. Anura Weerakoon	Executive Council Member
5. Mr. Bandula Nissanka	Executive Council Member
6. Mr. Jayantha Rajapakse	Executive Council Member
7. Mr. Miller Alexander	Executive Council Member
8. Mr. Niranjana Dissanayake	Executive Council Member
9. Eng. Parakrama Jayasinghe	Executive Council Member
10. Mr. Sachithra Yapa	Executive Council Member
11. Mr. Sharm De Alwis	Executive Council Member

## 15. **POWERS OF THE EXECUTIVE COUNCIL**

The Executive Council shall have the following powers;

15.1 To determine the membership of the organization.

15.2 To determine the policies and activities.

15.3 To approve annual event calendar and budgets.

15.4 To appoint staff considered necessary to carry out the objects of the Council efficiently, to frame rules and regulations to govern their selection, appointments, leave, remuneration, provident fund, travelling and other allowances, privileges and dismissal of services.

15.5 To do all such acts that are necessary or conducive or incidental to the carrying out the objects of the Forum.

15.6 To meet the working expenses of the management, establishment charges and salaries and wages of the employees of the Forum

15.7 To make such rules, by-laws and regulations as it may consider necessary for the proper conduct of work, provided such rules, regulations and by-laws may be adopted by the Annual General Meeting of the Forum.

15.8 To finance, borrow and contract with institutions or organizations whether locally or internationally for the furtherance and implementation of the objects of the Forum.

15.9 To open, maintain and operate deposits, current and savings accounts at licensed commercial banks as may be decided by the Executive Council in the name of the Forum duly authorized by a resolution of the Executive Council.

15.10 To receive and accept movable or immovable property of whatsoever kind or nature, by way of gift, grant, bequest, devise or otherwise for the benefit of the Forum and the attainment of its primary objects.

15.11 To acquire by purchase, build on, improve, repair, maintain and hold on, take on lease movable, and immovable property of every description and to mortgage, lease, sell or otherwise dispose of such property.

15.12 To raise funds as may be required for the attainment of its primary objects by way of borrowing, donations, subscriptions and offerings, and in any manner, as it shall decide.

15.13 To invest the monies or funds of the Forum not immediately required for its purposes in or upon such investments, securities and/or properties as may be thought fit subject nevertheless to such conditions as may for the time being be imposed by Law.

Provided that:

- (1) The Forum shall not support with its funds or otherwise any object of a partisan political nature.
- (2) The Forum 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 trust.
- (3) The Forum shall not support with its funds any object, or endeavor to impose on its members or others, any regulation, restriction or condition which if an object of the Forum would make it a Trade Union.
- (4) The Forum shall not sell, mortgage, or lease any immovable property which it may hold without the written consent of the Department of Social Services and without such authority, consent or approval as may otherwise be required by law and as regard such property the Executive Council of the Forum. 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 members of the Forum or body would have been if no incorporation had been effected.

## **16. TITLE DEED EXECUTION**

All deeds, agreements, leases, releases, mortgages or documents of whatever nature, relating to or affecting the properties or interest of the Forum shall be taken and stand in the name of the Forum. All documents of the Forum shall be jointly executed by any four members of the Executive Council duly authorized by an Executive Council Resolution.

## **17. RESOLUTION WITHOUT MEETING VALID**

A Resolution in writing signed by the majority of members of the Executive Council shall be as valid and effectual as if it had been passed at a meeting of the Executive Council.

## **18. SEAL**



18.1 There shall be a Seal known as the Common Seal of the Forum. It shall be in the custody of the Executive Council.

18.2 The Seal shall not be fixed to any Instrument except by the authority of a resolution of the Executive Council.

## **19. INCOME AND EXPENDITURE**

19.1 The income of The Forum from its property, donations or subscriptions whatsoever derived, shall be applied solely towards the promotion of the objectives of the Forum as set out in this constitution.

19.2 The Executive Council shall cause proper books of accounts to be kept with respect to, all sums of monies received and expended by the organization, and the matters in respect of which the receipt and expenditure takes place; and all assets and liabilities of the Forum .

19.3 The books of accounts shall be kept at the Registered Office of the Forum and shall be open to the inspection of any member of the Executive Council with due notice.

19.4 The Executive Council shall from time to time determine whether and to what extent and at what time and place and under what conditions and regulations the accounts and books of the Forum or any of them shall be opened to the inspection of members. No person not being an individual member of the Council or the Executive Council shall have any right to inspect any accounts or books or documents of the Forum except as conferred by statute or authorized by the Executive Council or by the Forum in General Meeting.

19.5 The Executive Council shall from time to time cause to be prepared and laid before the Forum in an Annual General Meeting such Income and Expenditure accounts.

19.6 A copy of every Income and Expenditure (including every document required by law to be annexed thereto) which is to be laid before the Forum in Annual General Meeting together with a copy of the Auditor's Report shall, not less than 14 days before the date of the meetings, be sent to all persons entitled to receive notices of General Meetings.

## **20. FINANCIAL YEAR**

The Financial Year shall unless otherwise resolved by the Executive Council shall terminate on the thirty first (31) day of March in each year. This date shall be the 31<sup>st</sup> March 2022 for the inaugural year of formation of the Forum.

## **21. AUDITORS**

Auditors shall be appointed and their duties regulated in accordance with the statutory regulations in place. The Executive Council shall appoint the first Auditors.

## **22. RESERVE FUNDS**

The Executive Council may set aside out of the funds of the Forum, such amounts as they think proper as Reserve Funds to meet contingencies or for repairing or improving or maintaining any

properties of the Forum or for such other purposes as the Executive Council may, in its absolute discretion, think conducive to the welfare of the Forum.

### **23. NOTICES**

23.1 A notice may be given to any member either personally or by sending it by post or by email with provision for acknowledgement of receipt, to the address in Sri Lanka registered in the books of the Forum except in case of International Members who shall register their address for correspondence with the Hony. Secretary.

23.2 No person other than a member, his legal representative, the Auditor of the Forum and the Department Social Services is entitled to receive notice of meetings.

23.3 Any notice, if served by post or by email, shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as prepaid.

### **24. ALTERNATE EXECUTIVE COUNCIL MEMBER**

A Member of the Executive Council who is out of Sri Lanka, or about to be out of Sri Lanka or if he or she is unable to attend to his/her duties as a Member of Council, may by notice in writing under his/her hand, left at the Registered office of the Forum, appoint any person appointed by ordinary resolution to be Alternate Member of the Executive Council, to act for him/her. The said notice of appointment may specify a date or event upon the happening of which such person shall cease to be his/her Alternate Director.

Such Executive Council member may by notice in writing under his or her hand at any time remove the Alternate Director and appoint another person as his or her Alternate Director.

### **25. STATUTORY LIMITATIONS ON PAYMENTS EXPENDITURE**

25.1 The Executive Council shall apply the income and property whatsoever derived solely towards the promotion of the objects of the Forum as set forth in this Constitution 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 Forum

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Forum or to any member of the Executive Council, in return for any services actually rendered to the Forum, but so that no member of the Executive Council or governing body (by whatever name called) of the Council shall be appointed to any salaried office of the Council or any office of the Council paid by fees; and that no remuneration or other benefit in money or monies worth shall be given by the Council to any member of the Executive Council or governing body for such office except repayment of out of pocket expenses or reasonable and proper rent for premises demised or let to the Council provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Executive Council or governing body may be member in which such member shall not hold more than one hundredth part of the capital.

25.2 No alteration, addition or amendment shall be made to or in the provisions of the Constitution of the Forum, for the time being in force unless the same shall have been previously submitted to and approved by the Department of Social Services.

**26. THE LIABILITY OF MEMERS IS LIMITED**

We the members of the proposed Forum herby agree to the foregoing Constitution

	<b>Names of members participated at the inaugural meeting</b>
1.	A. K. Mohamed Arshad
2.	Adheesha Perera
3.	Annes Junaid
4.	Anojan Selvanathan
5.	Arjuna Jayasinghe
6.	Aruna Weerakoon
7.	Harsha Jayasekera
8.	Jayantha Rajapakse
9.	Jayeni Hiti Bandaralage
10.	Nilushana Sooriyaarachchi
11.	Niranjana Dissanayake
12.	Nirmal Hettiarachchi
13.	Parakrama Jayasinghe
14.	Rizvi Zaheed
15.	Sachithra Yapa
16.	Sarada de Silva
17.	Sarrah Sammoon
18.	Sharm De Alwis
19.	Suresh Ellawala

**Ver-1.0** Adopted on, Thursday, 29<sup>th</sup> day of October, 2020.

**Rev-1.1** Revised on Friday, 18<sup>th</sup> day of February, 2021- to include non-fee paying membership category.