

**CONSTITUTION OF THE SRILANKA BUSINESS  
COUNCIL OF JAPAN - SLBCJ**

**Article - 1**

***Establishment and Name***

- a) This organization shall be known as the Sri Lanka Business Council of Japan (SLBCJ) and hereinafter referred to as “The Council’
- b) The Council will be registered as a trade association affiliated to the Sri Lanka Embassy in Tokyo, Japan.
- c) Its office shall be located at the Sri Lanka Embassy in Japan. Or at such other address in Japan as the Committee may from time to time determine.
- d) The Council shall be a non-profit voluntary organization and shall be run by individuals and companies.

**Article - 2**

***Objectives & Purpose***

- a) To promote friendship, goodwill and understanding between the business organizations of Sri Lanka and Japan.
- b) To maintain, support, promote and encourage trade, investment, technical and economic co-operation and tourism between Sri Lanka and Japan.
- c) To encourage and sponsor personnel exchange and training schemes at the private sector level between Sri Lanka and Japan, with the aim of mutually enhancing experience, education and capabilities.
- d) To provide the opportunity for Sri Lankan business people representing Sri Lankan companies with a presence in Japan or working with local

companies in Japan to meet on a regular basis and to act as a forum for the exchange of information related to current and expected business opportunities.

- e) To provide a link with organizations in Sri Lanka dedicated to the development of Japan/Sri Lankan trade and corporate investment.
- f) To assist Sri Lankan companies and business people establishing or contemplating the establishment of a trading base in Japan.
- g) To carry out research studies on any matters affecting or concerning any of the above objectives.
- h) To assist and liaise with the Sri Lanka Embassy and Consulates in their endeavors to further develop/enhance trade opportunities between Sri Lanka and Japan and to work with the Sri Lanka Embassy and Consulate on matters on mutual interest.
- i) The Council may do all lawful things, which may be incidental or conducive to the attainment of the foregoing objectives. The Council shall not attempt to restrict or in any manner interfere with any lawful activity undertaken by any member in Japan. The Council shall not engage in any political activities in Japan or controversy to the objectives set in Article 2 or allows its funds or facilities to be used for political purposes in Japan.

### **Article - 3**

#### ***Membership***

Membership to the Council is open to any Sri Lankan individual or company that lawfully operates in Japan and nominated by a Council member. The Council membership will only consider those nominees that it feels are capable and dedicated to serve in the Council. The final

decision for approving a membership shall remain with the Executive Committee.

1. The three categories of membership are as follows:

- (i) Full Membership
- (ii) Associate Membership
- (iii) Honorary Membership

**1.1. Full Membership**

- a) There are three kinds of full membership: Corporate, Individual and Special. All three types of membership shall have the same rights.
- b) Corporate full membership shall be open to Sri Lankan companies established in Japan having Sri Lankan share holding and management.
- c) Individual full membership shall be open to Sri Lankan citizens who are executives of non-Sri Lankan companies established in Japan.
- d) Special full membership shall be limited to officers of the Sri Lanka Embassy and the Sri Lanka Consuls Generals in Japan.
- e) Each corporate member shall designate an executive to represent the company at the Council meetings.
- f) Each corporate member may also nominate an alternate member who may attend meetings in the absence of the designated representative. An alternate member shall be a Sri Lankan citizen employed by the corporate member. The name and other relevant details of the designated representative and his alternate member shall be supplied to the Executive Committee. Any changes of

representatives or alternate members shall also be supplied to the Executive Committee.

- g) A corporate member may not transfer its membership to another corporation but it may change its designated representative and alternate member in accordance with the provision of this constitution.
- h) There shall be no restrictions on the number of members in the Council.
- i) With the exception of the founding members, every new nomination for membership to the Council as a full member should be proposed and seconded by a Council member.
- j) The Executive Committee will review every application for full membership and shall have absolute discretion in determining eligibility for membership.
- k) Council members shall notify the Executive Committee of any impending change in their status, which might affect their continuing eligibility for membership, and the Executive Committee will, at its discretion, be entitled to review the status of the Council membership from time to time.
- l) Full membership is personal. No member shall be entitled to transfer such membership. Except as provided for in this Constitution, full members are not permitted to nominate alternates to attend meetings in their place.

## 1.2 **Associate Membership**

- a) The Executive Committee may consider applications for Associate Membership from individuals or companies who are neither Sri Lankan citizen nor Sri Lankan companies who are agents trading in Japan on behalf of Sri Lankan companies. In all such cases, however, the application must be accompanied by a written request from the said Sri Lankan Company requesting the Executive Committee to consider its agents for associate membership. In addition, the applicant shall provide an outline of its overall business operation paying particular regard to the proportion of its activity that is related to the promotion/sale of goods or services originating in Sri Lanka.
- b) The Executive Committee at its sole discretion, and upon unanimous vote may accept applications for nomination as associate members from individuals who have certain close connection with Sri Lanka, and who have demonstrated an affinity towards Sri Lanka for a period of time.
- c) Every new nomination for membership to the Council as an associate member shall be proposed and seconded by a Council member.
- d) The Executive Committee will review every application for associate membership and shall have absolute discretion in determining eligibility for associate membership.
- e) Associate members shall be liable for the same fees as full members. They shall be eligible to attend and speak, but not to vote at General Meetings of the Council.

- f) Associate membership is personal. No Associate member shall be entitled either to transfer such membership or to nominate alternates to attend meetings in their place.

### **1.3 Honorary Membership**

- a) The Sri Lanka Ambassador, Officer in Charge of Commercial Section of the Embassy and the Consuls-Generals and their nominees shall be honorary members.
- b) Non-Sri Lankan citizens resident in Japan and Japanese nationals holding senior positions in the public or private sector may be invited by the President after obtaining the unanimous approval of the Executive Committee to become Honorary Members of the Council.
- c) Honorary Members shall not have the right to vote at the Annual General Meeting or at an Extraordinary General Meeting of the Council.
- d) Honorary Members shall not be liable to pay membership fees and the Executive Committee shall determine the regulations governing Honorary Members.
- e) Honorary membership is personal. No Honorary member shall be entitled either to transfer such membership or to nominate alternates to attend meetings in their place.

## **Article - 4**

### ***Resignation***

- a) Any member intending to resign from the Council shall signify his/her intention to do so in writing to the Secretary, or shall otherwise be liable for the succeeding year's membership fee.

- b) Resignation shall not relieve the resigning member from their obligation to pay any outstanding membership fees or other monies due or payable to the Council at the time of such resignation. No refund will be made from any membership fee that may have been due and already paid by the resigning member.

## **Article - 5**

### ***Disqualification***

The Council in a General Meeting may on the recommendation of the Executive Committee suspend or terminate any membership for non-payment of subscription or for any other action deemed by the Executive Committee to be contrary to the best interests of the Council.

## **Article - 6**

### ***Executive Committee***

- a) The affairs of the Council shall be administered by an Executive Committee consisting of 01 President, maximum of 11 Vice Presidents, 01 Secretary and 01 Treasurer. In addition, the immediate Past-President of the Executive Committee, Ambassador, officer in charge of Trade Division of the Embassy, Consuls-General of the Sri Lankan Consulates in Japan, the Senior Resident Officer of National Carrier, the Sri Lanka Tourist Board shall be invited to join the Executive Committee as ex-officio members.
  
- b) The composition of the Executive Committee shall be as follows:

The President shall be the Chief Executive of the Council and shall be responsible for the proper functioning of the Business Council while ensuring the overall strategic goals are met. He/she shall preside at all meetings of the Council and of the Executive Committee. During the

absence of the President, shall nominate a member of the Executive Committee to preside at the meeting.

The Secretary together with the Officer in charge of the Trade Division of the Embassy shall be responsible for all correspondence, convening of meeting, recording of minutes, and maintenance of membership register, membership drive and all other administrative functions subject to the control of the Executive Committee.

The Treasurer shall be responsible for all financial matters of the Council. He/she shall maintain proper records of financial transactions and shall function in close liaison with the President and the Executive Committee.

- c) The Executive Committee shall be responsible for planning future policy, meetings, speakers and events.
- d) The Executive Committee shall be responsible for establishing the “Action Plan” and the “Calendar of Events” for the financial/working year and implementing them. The activities will have a direct impact on achieving the overall purpose of the Council.
- e) All resolutions taken in the Executive Committee or in an Annual General meeting shall be passed by a simple majority of those present and eligible to vote in the absence of an express provision to the contrary in this constitution.
- f) The Executive Committee shall be responsible for scrutinizing applications for granting of membership and will not be obliged to give any reason for its decision.
- g) The Executive Committee is authorized to open and operate bank accounts in the name of the Council and to appoint any two persons from

the Executive Committee to be authorized as joint signatories to such bank accounts.

- h) The Executive Committee may appoint sub-Committees and invite any members of the Council to assist the Executive Committee or serve on any such sub-committee. Any duly appointed sub-committee would report to the Executive Committee.
- i) The Executive Committee may engage staff and obtain office and other related facilities, as it considers necessary for its business. These costs shall be paid out of the funds of the Council.

## **Article - 7**

### ***Election of Executive Committee***

- a) The Executive Committee shall be elected annually from amongst the paid up Full Members of the Council following the receipt of valid nominations to the Executive Committee. The first Executive Committee shall consist of the founding members to serve until the first Annual General Meeting. Elections shall take place by voting at the Annual General Meeting of the Council.
- b) A 3-member committee selected by members of the Council will administer elections.
- c) Nominations shall not be valid unless a member shall have been a paid Full Member of the Council for a minimum of 01 year and his/her nomination has been duly proposed and seconded by other Ordinary Members of the Council.
- d) In the event of equality of votes, the person presiding, at such meeting shall have a casting vote.

- e) The Executive Committee shall serve for one year and members of the Executive Committee may be elected for a subsequent term. An Executive Committee member is not eligible to serve for any more than three consecutive terms without standing down for one full term, before being eligible for re-nomination for election to the Executive Committee.
- f) If for any reason a member of the Executive Committee is unable to serve a full year, the vacancy may be filled by the Executive Committee from its other members or co-opting on to the Executive Committee another member of the Council.
- g) If for any reason the Annual General Meeting could not be held within a six months period of the due date, the Patron will call upon the members to hold an Executive Meeting.

## **Article - 8**

### **Fees**

- a) Every member shall pay an annual membership fee as fixed by the Executive Committee. Annual membership fees shall be for a period January to December. New Members joining January to June shall pay 100% of the fee, while new members joining July to December shall pay 50% of the annual fees.
- b) The fees shall be applied towards administrative and other costs, as the Executive Committee shall from time to time determine. The Executive Committee shall have the right to levy additional fees if membership fees are inadequate to cover administrative costs of the Council.
- c) No refund shall be made if a member resigns.

- d) Members will be expected to pay a commercial rate for food or refreshment for themselves and for their guests at all luncheons or meetings. The Council shall not subsidize these costs.
- e) The annual membership fee for the forth coming year shall be payable on or before December 20 each year.
- f) Membership will be deemed to have lapsed if the annual fee is not paid within the time prescribed by this Constitution or prior to the Annual General Meeting, whichever is earlier.
- g) Should membership lapse due to non-payment of annual fee, the member affected may reapply to the Executive Committee for readmission. Upon approval of any such application by the Executive Committee, the outstanding fees for the current year, administration fee decided by the Executive Committee shall become due and payable forthwith. However, the Executive Committee will have the option to implement the charging of penalty on case-by-case basis.

## **Article - 9**

### ***Meetings***

- a) Executive Committee meetings shall be held not less than once in two months and the next meeting to be held should be decided at the current meeting. General Meetings will be held not less than once a year. The date and time of all meetings and the program for the meetings will be notified to members in advance.
- b) At all meetings of the Executive Committee, the quorum shall consist of minimum of half of the Executive Committee members.
- c) The Executive Committee may arrange meetings open to non-members.

- d) The Executive Committee may arrange extraordinary meetings.
- e) The Executive Committee may take appropriate action against members who fail to attend three (3) consecutive meetings.

## **Article – 10**

### ***General Meetings***

- a) The Executive Committee shall also call an Annual General Meeting once each year. The Executive Committee shall also provide the membership not less than twenty one (21) days notice in writing that an Annual General Meeting has been called for. Business at the Annual General Meeting shall include (but not limited to) a Report of the Executive Committee, and the audit report by the Accounts Division of the Embassy, Election of the President, Treasurer, Secretary and seven other members of the Executive Committee and determine membership fees for the following year. The Accounts Division of the Embassy will audit the accounts.
- b) The Executive Committee may also call an Extraordinary General Meeting if it becomes aware of matters of sufficient importance to the Council, which should, in the Executive Committee's opinion, be put to the members for a vote and where such time frame does not coincide with the Annual General Meeting.
- c) The Executive Committee will also call an Extraordinary General Meeting if it receives written notification signed by no less than seven (7) paid up full members of the Council that they wish an Extraordinary General Meeting to be called. Such notification must include an outline of the matter, which the group wishes to be put before the members for a discussion and a vote if deemed necessary.

- d) The Executive Committee shall provide the membership not less than twenty one (21) days notice in writing that a General Meeting has been called. General Meetings may be called to coincide with a luncheon meeting or any other event.
- e) Only paid up Full Members of the Council who have paid their membership fees two (2) weeks prior to the date of the Annual General Meeting shall be entitled to vote at the Annual General Meeting.
- f) The quorum at a General Meeting shall be at least one third of the total paid up members.

### **Article - 11**

#### **Information**

- a) The Executive Committee shall maintain an up-to date list of all members.

### **Article – 12**

#### **Finance & Audit**

- a) The funds of the Council shall be deposited in a bank account in accordance with the directions of the Executive Committee. The funds of the Council shall be used only to meet the expenses and to carry out the Objectives of the Council. The President and the Treasurer will be authorized jointly to operate the bank accounts.
- b) The Council's financial year shall commence on 1<sup>st</sup> January and end on the 31<sup>st</sup> day of December in each year. The Council shall keep proper books of account as necessary to give a true and fair view of the state of affairs of the Council. The accounts shall consist of a balance sheet and statement of income and expenditure. Accounts are to be prepared by the Treasurer and audited by the Accounts Division of the Embassy.

- c) The Accounts Division of the Embassy shall have a right of access at all times to the books and accounts and vouchers of the Council and shall be entitled to require from the office and office bearers of the Council such information and explanations as he/she thinks necessary for the performance of the duties of the auditor.
- d) The Accounts Division of the Embassy shall make an audit report to the members of the Council on the accounts examined by him/her at the Annual General Meeting.

### **Article – 13**

#### **Chief Patron and Honorary Chairman**

- a) The Sri Lankan Ambassador shall be the Chief Patron and a position of Honorary Chairman of the Sri Lanka Business Council.

### **Article – 14**

#### ***Amendments/Changes to the Constitution***

- a) Proposed changes to the Constitution shall be submitted to the Executive Committee with a request for consideration prior to the Annual or an Extraordinary General Meeting. The Executive Committee shall circulate the proposed changes with the notice convening the meeting. All changes shall require a proposer and seconder and shall be adopted if approved by a two-thirds majority of the members present at the meeting.

## Article – 15

### Miscellaneous

- a) Every member shall notify the Executive Committee in writing of any impending change in his or her status that might affect eligibility for membership.
- b) The Executive Committee shall from time to time and in its absolute discretion review the status of members and notify the members accordingly of any change in category of membership.
- c) In the event that it is resolved that the Council be dissolved, the resolution effecting such dissolution shall prohibit the payment of distribution of any surplus assets among the members of the Council and shall require any such surplus assets to be given or transferred to some other institution or institutions having objects similar to the Council's objectives as described in this Constitution.
- d) The members shall have the right to appoint any other member of the Council to act or assist on his/her behalf at the Annual General Meeting.

\*\*\*\*\*

Adopted by : Mr Lalaka Silva,  
Aluthgamage President,  
Ernest Trading

Seconded by: Mr Udaya  
President  
We Do Trading

Co Date: 11<sup>th</sup> July 2003 at the Sri Lanka Embassy, Tokyo

## **Annexure**

(i) **Annual Membership Fee**

Annual Membership fee to be decided during the Annual General Meeting of the Business Council.

### **FIRST AMENDMENT TO THE SRI LANKA BUSSINESS COUNCIL IN JAPAN (SLBCJ) CONSTITUTION**

In pursuant to the Article -14 of the SLBCJ Constitution, following amendments/changes have been made by the members of the SLBCJ at the Annual General Meeting (AGM) held on 08th December 2019;

The following amendments /changes will be an integral part of the SLBCJ Constitution:

**Amending the Article -3.1.1.b) - Full Membership;**

Corporate full membership shall be open to Sri Lankan companies established in Japan having shareholding and management by Sri Lankan Citizen or Japanese Citizen with Sri Lankan Origin.

**Amending the Article -3.1.1.c) - Full Membership;**

Individual full membership shall be open to Sri Lankan Citizens or Japanese Citizens with Sri Lankan Origin who are executives of non- Sri Lankan companies established in Japan.

**Amending the Article -3.1.2.a) - Associate Membership;**

The following paragraph to add as the second paragraph of Article 3.1.2.a);

“Individual Associate membership shall be open to Sri Lankan citizens who are non-executives of non-Sri Lankan companies established in Japan.”

**Amending the Article -3.1.2 (e) - Associate Membership;**

e) Associate members shall be liable for the same fees as full members. They shall be eligible to attend and speak, but not to (delete) , vote at all meetings including the Annual General Meeting (AGM)

### **Amending the Article -6 Executive Committee**

The following paragraph to add as the second paragraph of Article 6.a);

“The elected President in consultation with the members present at the AGM will nominate two members to act as Additional Secretary and Additional Treasurer to support the activities of the Secretary and Treasurer elected through the voting process”.

### **Adding the Article -16 – Disciplinary Inquiry**

- a) In the conduct of matters pertaining to the SLBCJ and its members, any concerned members who believe an inquiry is warranted on some matters or members may first write to the President of the council requesting such inquiry.
  
- b) Upon the receipt of such request from a member or members, President may appoint a committee with three SLBCJ full members along with the Commercial Officer of the Embassy to act as an observer to the committee.
  
- c) The three members Committee shall submit an independent report to the President of the SLBCJ.

**CIRCULATION AGM**  
**CHANGES TO THE CONSTITUTION OF SLBCJ**

**Preamble:**

Recognizing the SLBCJ`s existence for 19 years meeting its cardinal objectives of promotion Japan-Sri Lanka business promotion:

Noting the contribution made by its founding members and subsequent pioneer members and need for recognition of their contribution:

understanding the need for adapting to new world realities and best practices of similar organizations:

I Saman Priyankara as a member of SLBCJ wish to submit below proposals for the amendments of the existing SLBCJ constitution for the consideration at the next AGM.

**Proposed Amendments:**

**Article 3.1**

The four categories of membership are as follows;

1. Pioneer membership
2. Full membership
3. Associate membership
4. honorary membership

**3.1.1 Pioneer membership**

**(a)** Pioneer membership will be offered to the [15] most senior full members of the SLBCJ

**(b)** In the event of vacating of a pioneer membership, the next most senior SLBCJ full member will be offered the vacant membership

**(c)** Pioneer members are also liable to place additional Yen 50,000 as a deposit upon acceptance of the such membership apart from their annual membership as a full member.

**Article 7**

**(a).1**

The Executive Committee except the positions of the President, Secretary and Treasurer shall be elected annually .....

**(a).2**

The nominations for the positions of the President, Secretary and Treasurer shall be called from the Pioneer Membership and to be elected annually alongside with other executive committee positions.

**Article 7(c)**

Nominations shall not be valid unless member shall have been a paid pioneer member or full member of the council for a minimum of 01year and his/her nomination has been duly proposed and seconded by other ordinary members of the council and shall accompany with the prescribed format in Appendix I of this constitution.

**Article 14**

amendments/changes to the constitution

14. a) Proposed changes .....

b) Notwithstanding to the provision of Article 14(a) in amending the constitution with two-third majority of the members present at the meeting; such amendments shall come into force only after majority of pioneer members are endorsed such amendments.

14. Article. 7(d)

- 1.Members to be appointed or elected to the executive committee shall be liable to uphold their professional integrity being a member of the Council and respond in good faith for any such matters that may brought to the notice of Council by other member or third party through a formal communication In the event of such communication, president may appoint a committee to probe the veracity of such communication directly with such member. President may present committee finding to the Pioneer members for the final decision