

CONSTITUTION
OF THE
VINIVIDA FOUNDATION

VERSION 1.5: COMMENCEMENT DATE: 26TH JANUARY 2022

***"LET US RESONATE IN A SINGLE VOICE AND AS ONE NATION OUR DESIRE TO SEEK
JUSTICE, EQUALITY AND THE SUPREME WELLBEING OF OUR LAND AND OUR
PEOPLE"***

Amendments

Version	Minutes referred to for Amendments	Commencement date
1.3	[06-01-2022] Minutes Annual General Meeting	7th January 2022
1.4	[14-01-2022] Minutes Special General Meeting	16th January 2022
1.5	[25-01-2022] Minutes Special General Meeting	26 th January 2022

1. Introduction

- 1.1. **Name** - The party shall be known as the “Vinivida Foundation”, hereinafter referred to as “Vinivida”, a non-profit political party organization.
- 1.2. **Address** - The registered address of Vinivida shall be 99, Subhadrarama Road, Nugegoda, Sri Lanka.
- 1.3. **Email Address**- The email address for the party shall be: vinivida.padhanama@gmail.com
- 1.4. **Colour** – The party colour shall be maroon.
- 1.5. **Symbol** – The symbol of the party shall be the shield.

2. Vision and Mission

2.1. Vision

The vision of Vinivida:

“is the realization of a truly meaningful representative democracy based on “one country- one law - one nation” and seek to promote social, economic and environmental advancement for the welfare of all citizens”

2.2. Mission:

It is the mission of Vinivida:

- a. To establish a truly democratic government through the implementation of an autochthonous constitution.
- b. To Initiate Legal reforms which promote and uphold the rule of law.
- c. To promote and safeguard fundamental rights and enforcement of directive principles of state policies.
- d. To alleviate poverty and achieve sustainable economic advancement through the implementation of strategic policy which is based on the recognition of the abundance of natural resources, sustainable agricultural policies and human capital available.
- e. To formulate and implement a national framework for the reduction of international debt, dependence on foreign currency and balanced participatory economic policy. Revise and update national policies in relation to infrastructure, health, education, sports to ensure just distribution of resources.
- f. To formulate and implement a national policy for the eradication of corruption.

- g. To formulate and implement a national framework for the advancement of technology.
- h. To actively promote pluralism and participation of citizens in the country's decision making processes.
- i. To celebrate diversity and promote multiculturalism.
- j. To formulate and implement a national policy on Air, Water, and Soil quality.
- k. To recognise the global environmental crisis which threatens the wellbeing of all nations and actively implement an environmental policy that recognises our role as the custodians of this planet for all future generations.
- l. To determine and implement a foreign policy that promotes national interests and fulfil obligations as a global citizen.
- m. To update foreign policy and ratify and implement international treaties so as to work in collaboration with nations of the world for justice, global economic advancement and environmental conservation.
- n. To formulate and implement a national defence and security policy that rebuilds and strengthen national defence mechanisms aimed at maintaining the sovereignty and the territorial integrity of this nation.

3. Actions authorised by the Constitution

- 3.1 To solicit, raise and receive subscriptions, grants, donations, gifts and organise events and/or activities for the purpose of raising funds for the realisation of Vinivida objectives.
- 3.2 To invest funds as the Council of Management (hereinafter referred to as CoM) of Vinivida may think fit and proper from time to time.
- 3.3 To establish and maintain funds for 'specific purposes' and to formulate rules for the disbursement of such funds in the manner approved by the CoM.
- 3.4 To purchase, acquire, rent, construct and otherwise obtain lands and buildings which may be required by Vinivida and dispose of the same as may be deemed expedient by the CoM.
- 3.5 To appoint, dismiss or terminate the services of employees of Vinivida and to pay them such salaries, allowances and gratuities as may be determined by the CoM in accordance with the applicable laws.

- 3.6 To establish or contribute to any fund or scheme for the grant of gratuities, pensions, allowances or other benefits to the employees of Vinivida in accordance with the applicable laws.
- 3.7 To enter into any contract with any natural or juristic person or any government body or local authority for the purpose of promoting the objectives of Vinivida.
- 3.8 To carry out any other task that may be necessary or expedient for the proper and effective discharge of Vinivida objectives.
- 3.9 To establish branches of Vinivida where appropriate and to appoint sub-committees to manage them.
- 3.10 To engage subject matter experts to work towards the goals of Vinivida.

4. Membership

4.1. Provisional membership

- a. Any citizen of Sri Lanka is entitled to become a provisional member of Vinivida subject to being of good character and free of any prior criminal record.
- b. Provisional members do not have voting rights.
- c. An applicant seeking to be a provisional member should submit an application in the prescribed form to the General Secretary, who shall as soon as practicable, submit such applications to the CoM for approval. On approval by the CoM, and collection of the relevant subscription fee, the General Secretary, shall enrol the applicant by recording his/her name in the respective membership register.
- d. The General Secretary shall at all times maintain a register of provisional members.

4.2. Full membership

- a. Full membership is by way of application to the CoM by provisional members who have held provisional membership for at least 6 consecutive months immediately prior to the application.
- b. Approval of full membership will be at the sole discretion of CoM and subsequent approval by the General Secretary.

- c. Full members are required to be of good character and moral standing without any prior criminal record.
- d. Concurrent membership of any other political party or membership of an organisation whose mission and vision are in conflict with Vinivida, will be deemed an inherent conflict of interest and be an immediate disqualification for obtaining full membership.
- e. The General Secretary shall at all times maintain a register of full members.

4.3. Honorary membership

Nominations for honorary membership shall be made by a full member to the CoM. Such nomination shall be reviewed by the CoM and subject to their approval, shall then be presented at the special general meeting SGM for the vote of approval

4.4. General powers for grant of membership

Notwithstanding the operation of Articles 4.1, 4.2, and 4.3, the General Secretary shall in his absolute discretion have the power to recommend to the CoM any person for provisional, full or honorary membership of Vinivida.

5. Membership Fee and Voluntary Contributions

- 5.1. The membership fee shall be determined by the CoM. Such fees may be reviewed periodically by CoM.
- 5.2. Members who are in arrears of their membership fee will be given one calendar months' notice in writing and if the arrears are not settled, their name will be removed from the respective register. No such members removed from the membership register are entitled to rejoin without an application in the approved form, for the purpose is approved by CoM.
- 5.3. Vinivida may accept voluntary contributions.

6. Financial Year

- 6.1. The financial year for Vinivida shall be from 1st April of a calendar year to 31st March of the following calendar year.

7. Council of Management (CoM)

7.1. A Council of Management, hereinafter referred to as CoM shall be elected from current full members, at a general meeting.

7.2. The CoM shall be composed of:

- a. General Secretary,
- b. President,
- c. Vice President,
- d. Deputy Secretary,
- e. Treasurer,
- f. Deputy Treasurer,
- g. Immediate past president (ex-officio),
- h. Public relations officer,
- i. National organiser and
- j. A maximum of Ten (10) committee members.

7.3. Both the position titles the General Secretary and the Secretary refer to the same office bearer position i.e. The General secretary.

7.4. The General Secretary shall be deemed to have the casting vote in CoM decisions.

7.5. All CoM members are required to make full disclosure of their assets and liabilities at the commencement of their tenure, before the next general meeting, and be subject to periodic audits from time to time.

7.6. In relation to nominations for positions in the CoM -

- a. The Nominee, the Proposer and the Secunder shall all be members of the Vinivida.
- b. The Proposer and the Secunder shall be deemed to have confirmed that the consent of the Nominee to contest has been received.
- c. The nomination made for any post shall be considered valid only if the Nominee is present on the floor of the house at the time of the election unless valid written reason has been given and accepted by the CoM beforehand.

7.7. Tenure of Office

- a. Members of the CoM shall be elected for a period of 1 year.
- b. Notwithstanding the operation of 7.1 the composition of CoM can be varied by a majority decision of the CoM, during the first year of registration of Vinivida as a political party, pursuant to Parliamentary Elections (Amendment) Act, No. 58 - 2009.

7.8. Remuneration

- a. All persons elected to the CoM shall serve in an honorary capacity.

7.9. Delegation of Powers:

- a. Where necessary delegation of power by CoM can only to another member(s) of CoM.

7.10. Convene every three months:

- a. The CoM shall convene at least once every three months.

7.11. Vacation of office

- a. Any member of the CoM (other than the immediate past president), who fails to attend 03 consecutive CoM meetings without reasonable cause or explanation, or fails to attend the AGM without notice, shall cease to hold office in the CoM.

7.12. Procedure for filling of vacancies among office bearers that arise between one AGM and the next

- a. For all positions other than that of the immediate past president (which is ex-officio), the CoM shall elect, at the earliest possible meeting, the replacements for such vacancies from full members of Vinivida.

7.13. Sub-Committees

- a. The CoM shall have the power to delegate any of its functions or duties or specific tasks to sub-committees appointed by it. Every such committee shall report and be responsible to the CoM.
- b. If any function/project involves inflow/outflow of funds, the Chairperson of such sub-committee shall report the financial details to the CoM regularly.
- c. Once such a function/project has been completed, the Chairperson of that sub-committee, shall table an income & expenditure statement, listing out the receivables & payables at the 2nd CoM meeting following the completion of such function/ project and thereafter take necessary action to clear up all Receivables and Payables to enable the CoM to take a decision on any write-offs within a reasonable time.

7.14. Vacancies

- a. Procedure for filling of vacancies among office bearers that arise between one AGM and the very next for all Positions other than that of the Immediate Past President (which is ex-officio), the CoM shall elect, at the earliest possible meeting, the replacements for such vacancies from among Members of the Association who are eligible.
- b. Whenever a General Secretary or Treasurer vacates office and a new General Secretary or Treasurer takes over, the handing-over / taking-over Certificate relating to custody of the Files, Documents, Registers etc. detailed in Appendix A (for Secretary) and Appendix B (for Treasurer) shall be exchanged, and the 'taking-over' Certificate tabled at the earliest CoM Meeting, detailing any missing item/s and filed by the incoming-Member, and missing items traced in collaboration with the outgoing-Member.

8. Establishment of an Executive Committee (EXCO)

- 8.1. The Executive Committee (hereinafter referred to as EXCO) shall be responsible for determining the road map and policies of the Vinivida.
- 8.2. The EXCO shall consist of 6 members, who have been nominated by the General Secretary and approved by the CoM with a majority of votes.
- 8.3. Nominations for the EXCO can be made from full members and honorary members of the Vinivida Foundation
- 8.4. The General Secretary is the head of the EXCO and will have the casting vote in decisions.
- 8.5. All members of EXCO shall make full disclosure of their assets and liabilities in the prescribed form at the commencement of their tenure and be willing to submit to periodic audits from time to time.
- 8.6. Members of the EXCO can attend CoM meetings and engage in all CoM activities authorised under article 7 of the Constitution.
- 8.7. Any member of the EXCO, who fails to attend 03 consecutive EXCO meetings without reasonable cause or explanation or fails to attend the AGM and SGM without notice, shall cease to hold office in the EXCO.
- 8.8. Tenure of EXCO
 - a. Members of the EXCO shall be elected for a period of 1 year.
- 8.9. Remuneration
 - a. All persons elected to the EXCO shall serve in an honorary capacity.
- 8.10. Convene every three months:
 - a. The EXCO shall convene at least once every three months.

9. CODE OF CONDUCT

- 9.1. All members shall be subject to a code of conduct as set out in Appendix 1.
- 9.2. The decision of CoM in relation to disciplinary matters is final.
- 9.3. To avoid doubt, any member found to be guilty of serious misconduct will be expelled from Vinivida immediately.

10. Amending the Constitution

The constitution of Vinivida may be amended at a general meeting by a special resolution requiring 2/3 approval in a ballot.

11. Annual General Meeting (AGM)

- 11.1. Annual General Meetings: The General Secretary shall summon the Annual General Meeting at least once a year from the date of the last AGM and the following shall form the agenda:
 - a. Adoption of the minutes of the previous AGM presented by the General Secretary.
 - b. Tabling of the annual report by the General Secretary.
 - c. Tabling of the Audited Statement of Accounts of the most recently concluded financial year by the Treasurer.
 - d. Tabling of a Draft Statement of Accounts of the 1st quarter of the Current Year, approved by the COM, by the Treasurer.
 - e. Tabling of the annual budget for the next financial year by the Treasurer.
 - f. Approval of Honorary Members.
 - g. Election of members to the CoM.
 - h. Appointment of an external auditor.
 - i. Adoption of resolutions received.
 - j. Any other business.
- 11.2. Notice of the AGM shall be dispatched by the General Secretary by ordinary mail or in person or email to all members, 28 calendar days before the date of AGM, enclosing -

- a. The agenda
 - b. Proposed resolution
 - c. proposed changes to the constitution.
- 11.3. At the AGM, the General Secretary shall provide minutes of the previous AGM and the agenda for the current meeting to members.
- 11.4. At the AGM, the annual report of the Vinivida shall be tabled by the General Secretary.

12. External Auditor

Vinivida shall appoint an external auditor and such external auditor should be and an “Authorized Representative” according to the provisions of the Inland Revenue Act No.10 of 2006 and any subsequent amendments thereto, who has been selected by the outgoing CoM, after calling for quotations and who has consented to take up the assignment, shall be elected at the AGM, with the CoM having the authority to approve the remuneration of such external auditor.

13. Quorum for Meeting

- 13.1. The quorum for General Meeting shall be the greater of 7 members or 30% of full members.
- 13.2. The quorum for the CoM meeting shall be 5 members.

14. Audited Statements of Accounts

- 14.1. The Treasurer shall ensure that copies of the
- a. Audited Statements of Accounts for the most recently concluded financial year is presented to all members at the annual general meeting.

15. Special General Meetings (SGM)

- 15.1. A Special General Meeting may be called for by the General Secretary, for the consideration of any matter he or she deems necessary. Additionally, the General Secretary will call a special general meeting where:

- a. such a request is made by the President, stating the purpose OR
- b. within 30 days on receipt of a written request from not less than fifteen (15) members stating the business for which they desire such a meeting,
- c. and 7 calendar days' notice shall be given to the membership stating the business to be brought up at the meeting.

16. Voting Procedure

- 16.1. All issues shall be decided by ballot requiring a majority vote of the members present, voting by a show of hands, or secret ballot.
- 16.2. If a deadlock occurs in a decision the General Secretary shall have the casting vote.

17. Eligibility for Voting at Annual / Special General Meeting

Eligibility to vote at AGMs and SGMs shall devolve only on full members of Vinivida.

18. Resolutions

A full member desiring to move a resolution at a general meeting (GM) of the Vinivida shall deliver or dispatch by registered post, a notice of such resolution duly signed by named members as proposer and seconder, to reach the General Secretary 14 calendar days prior to such meeting, provided however that if the resolution relates to any alteration, amendment or addition to the constitution, such resolution shall reach the Secretary by at least 14 calendar days before the date of the GM.

19. Minutes

- 19.1. Minutes of all meetings shall be maintained by the General Secretary or the Deputy Secretary(s) and be submitted for confirmation at a subsequent meeting.
- 19.2. A draft of the minutes of the AGM, SGM, and CoM being tabled at the next CoM meeting following it, to ensure proper record keeping.

20. Contingencies

In the event of any question or matter arising, not provided for above, the decision of the majority of full members present will prevail.

21. Funds

21.1. General Funds

- a. All funds of Vinivida shall be deposited in a bank approved by the CoM.
- b. The account shall be in the name of Vinivida Foundation and shall be operated on by the President or the General Secretary jointly with the Treasurer or Deputy Treasurer in accordance with the directions of the CoM and any such resolution that may be passed by Vinivida from time to time.

21.2. Special Purpose Funds

- a. Subject to the grant of approval by the General Membership at a General Meeting, The CoM shall have the power to create special purpose funds in order to achieve the aims and objectives of the Vinivida.
- b. All monies accruing to such fund or funds shall be credited in a bank account and created in the dedicated name approved by the CoM.
- c. The bank account shall be operated by the General Secretary jointly with Treasurer or Deputy Treasurer in accordance with the directions of the CoM and where applicable, relevant resolutions that may be passed by Vinivida from time to time.

22. Disciplinary Procedure

22.1. In the event of a member being reported to the CoM for an alleged breach of the Code of Conduct the General Secretary is empowered to report him to the CoM and the CoM is authorised to hold an inquiry into the matter. If the CoM is satisfied that there are substantial grounds for further inquiry, the General Secretary may temporarily suspend such member with immediate effect and report such suspension to the CoM.

22.2. The CoM is empowered to summon the member who is the subject of the alleged breach, to appear in person before it, provide his explanation in writing, summon witnesses and/or produce documents in his defense.

- 22.3. A minimum of 7 calendar days' notice shall be given to the member before such Inquiry is conducted to present himself for the Inquiry.
- 22.4. At the conclusion of an inquiry the CoM may either warn and discharge the member or may caution, suspend, call for the resignation or expel such member from Vinivida.
- 22.5. Members so suspended or expelled shall as soon as practicable, receive notice, in writing, signed by the General Secretary and sent by registered post to their last known address and also E-mailed.
- 22.6. A Member shall be suspended for a specified period of time from membership, called upon to resign or expelled from Vinivida by CoM and the decision of the said Council shall always be a majority decision.
- 22.7. Any disciplinary action sanctioned by the CoM may be subject to appeal

23. Appeals

- 23.1. In the event of any person desiring to appeal for revision against expulsion/withdrawal of membership from Vinivida, such a person shall give notice thereof in writing to the General Secretary within fourteen days (14) of the receipt by him/her of the notice of expulsion/withdrawal of membership.
- 23.2. In the event of any such appeal the CoM shall consider such appeal for revision within 30 calendar days of the receipt of notice by the General Secretary and the decision of the CoM shall be final.

24. Seal of the Foundation

The seal of the Foundation shall not be affixed to any instrument whatsoever except in the presence of General Secretary, who shall sign their names to the instrument in token of their presence, and such signing shall be independent of the signing of any person as a witness.

25. Limitation of Liability of Members

No member of Vinivida shall, for the purpose of discharging the debts and liabilities of Vinivida or for any other purpose, be liable to make any contribution exceeding the amount of such membership fees as may be due from such members as at that time.

26. Vesting / Distribution of Property Upon Dissolution

If upon the dissolution of Vinivida and the payment of all its debts and liabilities, there remains, any property whatsoever, such property shall not be distributed among the members of Vinivida but shall be given or transferred to some other institution or institutions having objects similar to those of Vinivida, and which is or are by the rules thereof prohibited from distributing any income or property among its or their members. Such institution or institutions shall be determined by the members of CoM at or immediately before the time of the dissolution of the Foundation. If such property or any part thereof cannot be disposed of in accordance with the provisions of this section, such property or part thereof shall be applied to some charitable object which shall be determined by the CoM.

27. Interpretation

If there is any ambiguity arises about any of the Articles in the Constitution, decision of the CoM shall be final.

APPENDIX 1: Code of conduct