

ARTICLES OF ASSOCIATION

OF

LANKA SOFTWARE FOUNDATION

1. The Rules contained in Table C of the First Schedule to the Companies Act No. 17 of 1982 (hereinafter called Table C) shall not apply to the Company, except in so far as they are repeated or contained in these Articles, but subject to repeal, alteration or addition by special resolution.

INTERPRETATION

2. In these articles, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof.

WORDS**MEANINGS**

The Company	Lanka Software Foundation
The Act	The Companies Act No. 17 of 1982;
These Presents	These Articles of Association as from time to time altered by special resolution;
Special Resolution	Have the meanings assigned thereto respectively by the Act;
Extraordinary Resolution	Have the meanings assigned thereto respectively by the Act;
The Board	The Directors for the time being of the Company including (where the context so admits or requires) Alternate Directors;
Office	The Registered Office of the Company;
Seal	The Common Seal of the Company;
Month	Calendar Month;
Year	Calendar Year;
In Writing	Written or produced by any substitute for writing, or partly one and partly another;
Secretary/Secretaries	any individual, firm or Company appointed by the Board to perform any of the duties of the Secretary.
Approval of Members	the approval of the majority of members unless otherwise stated

Words importing the singular number only shall include the plural and vice versa, and words, importing the masculine gender shall include the feminine gender, and words importing persons shall include corporations and companies.

Save as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context, bear the same meaning in these presents.

MEMBERS

3. The number of members with which the Company proposes to be registered is ten (10) who shall be the subscribers to the memorandum of association.
4. When any member ceases to be a member no other person shall be admitted in place of such member unless such admittance has first been approved by at least 3/4ths of the remaining members.

5. Any person shall continue to be a member until
- a) the demise of the member,
 - b) the member resigns in writing to the Company,
 - c) the member becomes of unsound mind or mentally deficient,
 - d) the member is requested in writing to resign by at least 3/4ths of the remaining members for the time being,
 - e) the expiry of one year if the person admitted as a member is 70 years of age at the time of admission. Provided that the members may extend the membership of such person on a year by year basis,
 - f) the member reaches the age of 70 years. Provided that the members may extend the membership of such person on a year by year basis.

GENERAL MEETINGS

6. The Company shall in each year hold a general meeting as an annual general meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen (15) months shall elapse between the date of one (1) annual general meeting of the Company and that of the next.

Provided that, so long as the Company holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Board may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on requisition, or, in default, may be convened by such requisitionists, as provided by section 128 of the Act. Where at any time there are not within Sri Lanka sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one (21) days notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen (14) days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify 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 manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are, under the rules of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this rule, be deemed to have been duly called if it is so agreed -

- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an extraordinary general meeting and an annual general meeting with the exception of consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time the meeting proceeds to business: save as herein otherwise provided three (3) members present in person shall be a quorum. Provided that a member may participate at any general meeting via video conferencing or such like electronic communication media whereby all persons participating in the meeting are able to see and hear each other in which event such member or his proxy shall be deemed to be present at the meeting.
13. Where within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and where 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.
14. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company, or, where he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.
15. Where at any meeting no director is willing to act as chairman or where no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
16. The chairman may, with the consent of any members at which a quorum is present (and shall if so directed by the members), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

18. In the case of any equality of votes the chairman of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.

19. Subject to the provisions of the Act, a resolution in writing signed or to which consent has been given by telex, telefax, email, other print system of telecommunication, or by any other expedient means by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held. Such resolution may be in several counterparts. Provided that any approval communicated by way of electronic mail shall only be valid if followed up by the resolution in writing signed by the member delivered to the Company by hand, fax or by post within two (2) weeks after the transmission of the electronic mail.

VOTES OF MEMBERS

20. Every member shall have one vote only.
21. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
22. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or where the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company.
23. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within Sri Lanka as is specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

24. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit -

LANKA SOFTWARE FOUNDATION

I/We of being a member/members of the above named Company hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of 20.. and at any adjournment thereof.

Signed this day of 20...

25. Where it is desired to afford members an opportunity of voting for or against a resolution at the meeting the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit -

LANKA SOFTWARE FOUNDATION

I/We of being a member/members of the above named Company, hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf *for/or *against the resolution at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of 20.. and at any adjournment thereof. Signed this day of 20...

Note - *Strike out which ever is not desired. (Unless otherwise instructed the proxy will vote as he thinks fit.)

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

27. (i) The Board of Directors of the Company shall comprise of not less than seven nor more than fifteen (15) directors (including the Executive Director and the directors holding executive office).
- (ii) The first directors of the Company shall be determined in writing by the subscribers to the memorandum and articles of association.

- (iii) The Chairman of the Company shall be appointed by the members from among the Directors.
28. Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
29. Any director of the Company may be or become a Director or other officer of, or otherwise interested in any Company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in such other Company, unless the Company otherwise directs.

EXECUTIVE DIRECTORS

30. (I) The Board shall appoint with the approval of the members a person as a director who shall be employed to hold executive office who shall be designated as the Executive Director and in whom shall be vested all executive functions of the Company. The Executive Director shall be a technically competent person and may delegate executive functions to any other director or employee of the Company.
- (II) The Board may appoint any one or more persons as directors who shall be employed to hold executive office to whom the Executive Director may delegate any one or more of his executive functions.
- (III) The appointment of any person to hold the office of Executive Director or executive office will automatically cease if for any reason he ceases to be a director but without prejudice to any claim he may have for damages for breach of any contract of employment between him and the Company.

ALTERNATE DIRECTORS

31. I) Any Director (other than the Executive Director and directors holding executive office) may at any time by notice in writing left at the Company may with the approval of the Board of Directors, appoint any person including another director to be an Alternate Director of the Company to act in his place. The following provisions of this Article shall apply to any person so appointed.
- II) A person appointed to be an Alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company but Directors may repay the Alternate Director such reasonable expenses as he may incur in attending and returning from meetings of the Directors which he is entitled to attend or which he may otherwise properly incur in or about the business of the Company or may pay such allowance as they may think proper in respect of these expenses.

III) An Alternate Director shall (on his giving an address for such notices to be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting (except where otherwise specifically provided in these presents) to perform all the functions of his appointor as a Director in the absence of such appointor.

IV) An Alternate Director may be appointed for a specified period or until the happening of a specified event but he shall ipso facto cease to be an Alternate Director in any of the following events that is to say:

(a) if his appointor ceases for any reason to be a Director; provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;

(b) if the Alternate Director shall have a receiving order made against him or compound with his creditors or is adjudicated an insolvent;

(c) if the Alternate Director be a lunatic or become of unsound mind;

(d) if the appointment of the Alternate Director is revoked by notice in writing left at the Office by his appointor or by a notice purporting to have been sent by his appointor or by a notice purporting to have been sent by his appointor and received at the Office.

POWERS AND DUTIES OF DIRECTORS

32. The business of the Company shall be managed by the Board of Directors generally through the Executive Director who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act, or by these rules, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and to such rules being not inconsistent with the aforesaid rules or provisions, as may be prescribed by the Company in a general meeting; but no rules or provisions made by the Company in general meeting shall invalidate any prior act of the director which would have been valid if that rule had not been made.

Provided that none of the following matters shall be implemented unless approval has first been obtained from the members :

- (i) changing the name of the Company,
- (ii) amalgamation of the Company with any other company or firm,

- (iii) taking over or otherwise acquiring and undertaking any other business,
 - (iv) agreeing to settle litigation or arbitration proceedings involving an amount in excess of Rupees One Million (Rs.1,000,000/-).
33. The directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these rules) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
34. The Company may exercise the powers conferred by section 37 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Board.
35. The Company may exercise the powers conferred by sections 116 to 119 (both inclusive) of the Act, with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such rules as they may think fit respecting the keeping of any such register.
36. A director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board in accordance with the provisions of section 203 of the Act.
37. A director who has declared his interest as aforesaid shall not be precluded from voting in respect of any contract or arrangement in which he is interested.
38. A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or proposed director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested, be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

39. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.
40. Any director may act by himself in a professional capacity for the Company and he shall be entitled to remuneration for professional services as if he were not a director provided that nothing herein contained shall authorize a director to act as auditor to the Company.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys, paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
42. The directors shall cause minutes to be made in books provided for the purpose -
- (a) of all appointments of officers made by the Board,
 - (b) of the names of the directors present at each meeting of the Board and of any committee of the directors,
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board, and of committees of the Board, and every director present at any meeting of the Board or committee of directors shall sign his name in a book to be kept for that purpose.
43. The Board on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

DISQUALIFICATION OF DIRECTORS

44. The office of director shall be vacated if a director
- a) ceases to be a director by virtue of the provisions of section 180 or 181 of the Act; or
 - b) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
 - c) becomes prohibited from being a director by reason of any order made under the provisions of section 186 of the Act; or
 - d) becomes of unsound mind or mentally deficient; or
 - e) resigns by notice in writing to the Company; or
 - f) is requested in writing to resign by 3/4ths of the members, or
 - g) being the Executive Director or director holding executive office ceases to hold such office or is terminated for whatever reason.

45. The directors shall have power at any time, and from time to time with prior written approval of the members to appoint any person to be a director, to fill a vacancy of a director. Any director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation.

For this purpose, it shall be sufficient that such approval is made in writing by at least 2/3rds of the total number of members for the time being.

PROCEEDINGS OF DIRECTORS

46. (I) The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the Board. It shall be necessary to give notice of a meeting of the Board to any director whose email address or facsimile number are known.
- (II) Meetings of the Board of Directors may take place by exchange of electronic mail. For this purpose, directors may either transmit messages to each director but in such manner that all the directors have access to such messages either directly or through an electronic mail distribution apparatus set up to distribute messages among such directors. The Secretary or other person taking minutes of the meeting shall record all messages.
47. a) The quorum necessary for the transaction of the business of the Board shall be seven directors.
- b) The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the rules of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
- c) Where at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their members to be Chairman of the Meeting.
- d) If the Chairman is not present within five minutes after the time appointed for holding a Meeting and if the Vice-Chairman is present then the Vice Chairman shall be the Chairman of the Meeting.
- e) The Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any rules that may be imposed on it by the Board.

- f) A committee may elect a chairman of its meeting, and if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
- g) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- h) All acts done by any meeting of the Board or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
- i) A resolution in writing, signed or to which consent has been given by telex, telefax, email, other print system of telecommunication, or by any other expedient means, by all of the directors shall be as valid and effectual as it had been passed at a meeting of the Board duly convened and held. Such resolution may be in several counterparts. Provided that any approval communicated by way of electronic mail shall only be valid if followed up by the resolution in writing signed by the director delivered to the Company by hand, telefax or by post within two (2) weeks after the transmission of the electronic mail.

SECRETARY

- 48. i) The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.
- ii) No person shall be appointed or hold office as secretary who is -
 - (a) the sole director of the Company; or
 - (b) a corporation, the sole director of which is the sole director of the Company; or
 - (c) the sole director of a corporation which is the sole director of the Company.
- iii) A provision of the Act or these rules requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

BORROWING POWERS

- 49. The Directors may from time to time at their discretion raise, borrow, or secure the payment of any sum or sums of money and obtain other accommodation for the purposes of the Company and may give security for the same by mortgage or pledge or issue of bonds debentures or debenture-stock of the Company or other form of security charged upon all or any part of the Company both present and future including its uncalled capital for the time being or in such other manner and upon such terms and conditions in all respects as the Directors think fit.

THE SEAL

50. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorized by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

51. The Board shall cause proper books of accounts to be kept with respect to -
- a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - b) all sales and purchases of goods by the Company; and
 - c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if these are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

52. The books of accounts shall be kept at the registered office of the Company, or, subject to the provisions of sub-section (3) of section 143 of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
53. The directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorized by the directors or by the Company in general meeting.
54. The directors shall from time to time, in accordance with the provisions of sections 144, 146 and 152 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

55. A printed copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report shall not less than twenty one (21) days before the date of the meeting be sent to every member of the Company provided that this rule shall not require a copy of these documents to be sent to any person of whose address the Company is not aware.

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with the provisions of sections 156 to 159 of the Act.

NOTICES

57. A notice may be given by the Company to any member either personally or by sending it by post or telefax to him or to his registered address or to the address, if any, supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of notice of a meeting at the expiration of twenty-four (24) hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by telefax, it is effective upon transmission of the telefax to the correct telephone number, regardless of when or whether the notice was actually received.
58. Notwithstanding the provision of rule 59, any member whose registered address is not within Sri Lanka, may name an address within Sri Lanka which, for purposes of notices shall be considered as his registered address.
59. Notice of every general meeting shall be given in any manner wherein before authorized to-
- a) every member except those members who (having no registered address within Sri Lanka) have not supplied to the Company a valid telefax address for the giving of notices to them,
 - b) the auditor for the time being of the Company, and
 - c) the Registrar.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

60. If upon the winding up or the dissolution of the Company there remains after the settlement of all the debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company, and which shall prohibit the distribution of its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 of the memorandum of association hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in default thereof by a judge having jurisdiction in regard to charitable funds and if in so far as effect cannot be given to the aforesaid provisions then to some charitable object.

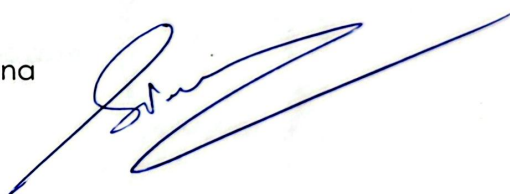
We the several persons whose names and address are subscribed being subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

Names, Addresses and Description of Subscribers

Signature

1. Jayasuriya Totage Vijitha Sanjiva Weerawarana
248/201, Hill Street,
Dehiwela.

Scientist



2. Jivaka Weeratunge
108/3, Lake Drive,
Colombo 08.

Chartered Accountant



3. Dr. Indrajith Coomaraswamy
27, Pedris Road,
Colombo 07.

Economic Advisor



**Names, Addresses and
Description of Subscribers**

Signature

4. Dr. Dangedera Gamage Kamal Edger Weeraperuma
27, Kinross Avenue,
Colombo 04.



Company Director

5. Leslie Ralph de Lanerolle
61/1, Dharmapala Mawatha,
Colombo 03.



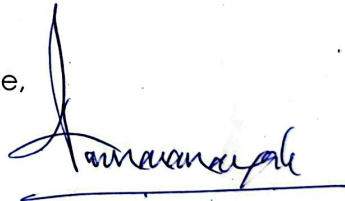
Chief Executive Officer.

6. Saman Amarasinghe
86, Morton Street, Waltham,
MA 02453
Unites Stata of America.

SAMAN AMARASINGHE
BY HIS ATTORNEY
Hallika Amarasinghe

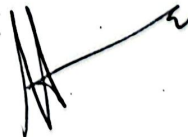
Computer Scientist

7. Professor Vanniarachchige Kithsiri Samaranayake,
University of Colombo,
School of Computing,
35, Reid Avenue,
Colombo 07.




Computer Scientist

8. James Henry Paul Ratnayake
59, Gregory's Road,
Colombo 07.



Attorney-at-Law

9. Dr. Hemantha Kumar Wickramasinghe
1261 Echo Valley Drive,
San Jose, California,
U.S.A.

Dr. Hemantha Kumar
Wickramasinghe
By his Attorney


Scientist

10. Dr. Yohan Malik Weerasuriya,
75/8, Bandu Peiris Place,
Kalalgoda,
Pannipitiya.



Scientist

Witness to the above signatures at Colombo, this ^{13th} day of *August*
Two Thousand and Three.



Notary Public

