



COLOMBO CLUB

CONSTITUTION BYE-LAWS AND CODE OF CONDUCT

01ST OCTOBER 2024

THE COLOMBO CLUB

The brainchild of British Ceylon's first Governor Frederick North, the genesis of the Colombo Club came about through a letter written to Colonial Secretary Lord Hobart, which explained the need for colonial life to be viewed in the context of social pursuits in idyllic surroundings.

In February 1871, "a few gentlemen met to start a Club in Colombo". Invitations were extended by them to the Heads of Departments, both Civil and Military, the two Senior Officers and Surgeons of each Regiment and the Partners of European Mercantile Firms in Colombo to meet and constitute themselves into a Club. It was further proposed that all Officers of the Garrison should be admitted to membership upon special terms and that the advantages of the Club should be extended to upcountry members. Tentative arrangements were made to lease the new building on Galle Face from the Colombo Assembly Rooms Company, with the provision that it should be available for occasional public entertainments and for use as a Grand Stand at race meetings. This building was, up to 1960, the main premises of the Colombo Club.

As a result of this invitation, a meeting was held in March 1871, at which the following Resolution was passed:

"That a Club be formed for the purpose of establishing and maintaining reading, billiards, card and refreshment rooms in Colombo for the benefit of the members and generally for the carrying out of all purposes incidental to social clubs of the above description and that the Club be called Colombo Club".

In April 1871, a further meeting of the promoters of the Club was held at the Galle Face House under the Chairmanship of the Honourable Mr. J. Douglas at which sixty gentlemen, including the Governor, Sir

Hercules Robinson, intimated their desire to join the Club and were duly enrolled as Original Members.

The Club was inaugurated on October 5th, 1871 and shortly afterwards it was stated in the local Press to be “in full operation in a style which affords very general satisfaction to the members”.

The Colombo Club admitted its first Ceylonese member in 1955.

The first Ceylonese Chairman was appointed in 1971. The first lady member was admitted in 1995.

As one of the oldest clubs in Sri Lanka, created as an iconic establishment serving the upper echelons of society of the then colonial Ceylon, it is now transformed into a domain for Sri Lanka’s corporate elite – a modern space, providing facilities for business meetings, wining and dining and general relaxation in an ambiance of sophistication.

Today, compelled to move out of its original premises in 1960, the Club is back home, albeit in a different location at the Taj Samudra Hotel. The grand wooden spiral staircase that leads into the Club’s recently refurbished foyer, lounge, restaurant, bar and meeting rooms are a stark reminder that the Club continues to be an exclusive abode for ladies and gentlemen of high calibre.

LIST OF ORIGINAL MEMBERS ON FORMATION OF THE CLUB IN 1871

Adams, A.Y.	Harrison, G.D.B.	Robertson, J.
Bell, J.A.	Hedges, J.R.	Robinson,
Berwick, T.	Helmer, T.	H.E. Sir
Buchanan, H.C.	Hume, W.W.	Hercules
Byrne, H.	Irving, Hon'ble H.T.	Robinson, J.D.
Campbell, G.W.R.	Jervois, Lt. Col. J. G.	Rose, W.
Carver, W.J.	Jones, Keppel	Rudd, H.
Chapman, Capt. G.H.	Kramer, T.	Saunders, F.R.
Cayley, R.	Lambe, Capt. G.V.	Saunders, H.S.
Charsley, W.P.	Lawson, Hon'ble J.	Schultsze, N.D.
Coghill, J.D.M.	Leake, W.M.	Smither, J.G.
Crowe, R.	Leechman, G.B.	Smith, W.B.
Dickson, J.F.	Leechman, W.C.	Stewart, H.C.
Douglas, Hon'ble J.	McCarthy, W.J.	Strong, E.G.
Duncan, J.	Mercer, L.	Sutherland, J.M.
Drewe, Col. F.E.	Morris, R.W.T.	Symons, C.E.H.
Dunlop, R.V.	Morgan, Hon'ble R.F.	Thomas, M.H.
Findlay, J.S.	Newman, F.	Thomson, J.G.
Folkard, A.C.	Noad, W.R.	Wall, G.
Gordon, J.L.	Riach, A.	Watson, Capt. R.C.
Grindrod, B.	Renny, Major General	Wise, A.
Halliley, W.	Robinson, E.	Wright, T.

LIST OF PAST PRESIDENTS AND CHAIRMEN

PAST PRESIDENTS – 1872 TO 1886

H.E. Sir Hercules Robinson	15 TH July 1871
The Right Hon. Sir William Henry Gregory, K.C.M.G.	4 th March 1872
Sir James Robert Longden, G.C.M.G.	4 th September 1877
The Hon. Sir Arthur Hamilton Gordon, G.C.M.G.	3 rd December 1883

PAST CHAIRMEN - FROM 1886

T. Berwick	...	20 th April 1886
R. Webster	...	8 th September 1886
F.R. Saunders	...	2 nd September 1887
W.T. Holmes	...	18 th February 1890
C.P. Layard	...	1 st September 1890
G.S. Williams	...	7 th September 1891
A.C. Laurie	...	19 th August 1893
F.R. Saunders	...	18 th August 1894
C.P. Layard	...	21 st August 1896
A.C. Laurie	...	29 th March 1898
C.P. Layard	...	2 nd August 1898
A.C. Laurie	...	18 th April 1900
F.W. Vane	...	28 th May 1901
G.H. Alston	...	3 rd September 1901
Hercules J. Scott	...	25 th August 1902
G.H. Alston	...	3 rd April 1903
F.W Vane	...	8 th September 1903
Jas. Forbes	...	13 th May 1904
G.H. Alston	...	28 th April 1905

PAST CHAIRMEN contd...

T.C. Huxley	...	27 th August 1906
W.H. Jackson	...	25 th June 1909
F. L. Clements	...	20 th August 1910
H. Goodwyn	...	29 th April 1912
W. Shakespeare	...	30 th April 1913
Edgar Turner	...	27 th August 1913
Herbert Bois	...	19 th June 1914
A.G. Clayton	...	29 th September 1915
Herbert Bois	...	22 nd October 1917
Hon. Mr. T.L. Villiers	...	28 th February 1919
E.H. Lawrence	...	30 th July 1920
H.V. Hill	...	30 th August 1922
H.M. Waldock	...	27 th July 1923
Hon. Dr. G.J. Rutherford	...	31 st August 1923
H.V. Hill	...	29 th August 1924
Hon. Mr. T. Reid	...	30 th April 1926
H.V. Hill	...	30 th September 1927
C.T. Young	...	2 nd October 1928
Col. T.Y. Wright	...	6 th March 1929
H.B. Smith	...	1 st October 1929
C.T. Young	...	10 th May 1930
C.E. Hawes	...	23 rd September 1931
Herbert Bois	...	21 st September 1932
C.E. Hawes	...	20 th September 1933
D.T. Richards	...	19 th September 1934
R. Whittow	...	25 th September 1936
J.G. Scroggie	...	29 th September 1938
N.O.C. Marsh	...	24 th September 1942
Col. G. Griffith, O.B.E., M.C., E.D.	...	28 th September 1944
E.J.O. Richardson	...	26 th September 1946
Capt. W.G. Beauchamp	...	25 th September 1947

PAST CHAIRMEN contd...

Col. G. Griffith, O.B.E., M.C., E.D.		23 rd September 1948
W.W. Berry	...	29 th September 1949
F. Cunningham	...	27 th September 1951
A.F.J. Mullins	...	25 th September 1952
L. J. Montgomerie	...	29 th September 1953
A.F.J. Mullins	...	29 th September 1954
B.W.J. Anthony	...	23 rd September 1955
W. Purves	...	27 th September 1957
R. Singleton Salmon, O.B.E., J.P., M.P.		27 th November 1959
M.E. Wijesinghe	...	25 th July 1971
R.M. Canekeratne	...	29 th January 1981
T.M. Moy	...	23 rd January 1986
B.R. Jesudason	...	21 st January 1988
M.E. Wijesinghe	...	22 nd February 1990
Deshabandu R.S.R. Candappa		23 rd April 1992
Deshamanya Deva Rodrigo		10 th December 2003
Tissa K. Bandaranayake	...	2007, 2008
Hemaka Amarasuriya	...	2009 - 2012
Richard Juriansz	...	2013, 2014
Sega Nagendra	...	2015, 2016
Manik Pereira	...	2017, 2018
Nigel D.C. Austin	...	2019, 2020
Kumar Jayasuriya	...	2021, 2022
Anushya Coomaraswamy	...	2023, 2024

LIST OF PAST HONORARY SECRETARIES

A.F.J. Mullins	...	26 th September 1946
John Hood	...	29 th September 1949
B.T. Bassett	...	28 th September 1950
S.A.Pakeman	...	27 th September 1951
P.F.H. Bayly	...	8 th December 1953
S. Hathaway	...	28 th September 1955
R. Singleton-Salmon	...	23 rd November 1960
Paul C. Lewis	...	14 th December 1972
R.M. Canekeratne	...	28 th November 1974
D.F.T Abeyesinghe	...	29 th January 1981
T.A. Moy	...	31 st March 1984
R. Abeyewira	...	10 th December 1984
Karu Jayasuriya	...	21 st January 1988
Anton Wijeyegoonewardene		22 nd February 1990
Deshamanya Deva Rodrigo		23 rd April 1992
Tissa K. Bandaranayake	...	10 th December 2003
Sega Nagendra	...	2006 - 2012
Manik Pereira	...	2013, 2014
Nigel D.C. Austin	...	2015, 2016
Kumar Jayasuriya	...	2017, 2018
Anushya Coomaraswamy	...	2019, 2020
Ramola Sivasundaram	...	2021, 2022
Prakash Schaffter	...	2023, 2024

LIST OF HONORARY LIFE MEMBERS

Year Joined		Year Elected	Hony. Life Member
1872	Creasy, H.	...	1921
1873	Mackwood, F.M.	...	1921
1873	Shand, P.R.	...	1921
1904	Wellard, C.H.	...	1923
1907	Clifford, Sir Hugh, G.C.M.G., G.B.E.		1926
1900	Lawrence, E.H.	...	1928
1892	Shakespeare, W.	...	1934
1916	Figg, Sir Clifford H.	...	1936
1907	Young, C.T.	...	1937
1910	Whittow, R.	...	1938
1925	Hawes, C.E.	...	1939
1931	Scroggie, J.G.	...	1947
1915	Donald, H.G.	...	1949
1889	Wright, Col. T.Y.	...	1950
1919	Beauchamp, Capt. W.G.	...	1950
1903	Villiers, Sir Thomas L.	...	1951
1923	Watkins, R.N.	...	1952
1932	Griffith, Col. G., O.B.E., M.C., E.D.		1955
1925	Berry, W.W.	...	1959
1909	Forbes, Col. O.B., C.B.E., E.D.	...	1959
1945	Singleton-Salmon, R., C.B.E., J.P., M.P.		1961
1916	Callander, A.D.	...	1967
1922	Hancock, W.R.	...	1971
1957	Jesudason, Basil R.	...	1993
1958	Wijesinghe, Mallory E.	...	1993
1962	Panditharatne, N.G.P.	...	2004

HONORARY LIFE MEMBERS contd...

Year Joined		Year Elected	Hony. Life Member
1967	Canekeratne, R.M.	...	2004
1963	Deshamanya Sohli Captain	...	2015
1965	Deshamanya Chari P de Silva	...	2015
1965	David J.M. Blackler	...	2015
1964	J. Selvam Mather	...	2015
1968	Reggie Abeyawira	...	2016
1966	G.E. Scott Dirckze	...	2016
	Franklyn Amerasinghe	...	2016
1971	M. Eraj Wijesinghe	...	2021
1972	W. Tommy Ellawela	...	2021
1974	Deshamanya Ken Balendra	...	2021
1974	Shanti P. Guneratne	...	2021
1974	Deshabandu Karu Jayasuriya	...	2021
1975	Deshamanya D. Harry S. Jayawardena		2021
1975	Chrishantha P.R. Perera	...	2021
1976	Asoka W. Wickramasinghe	...	2021
1978	Richard (Dickie) L. Juriansz	...	2021
1978	P.E. Aruna Jayawickrema	...	2021
1980	Siri C.A. Fernando	...	2021
1980	L. (Lucky) R. Goonetilleke	...	2021
1980	G. Manik Pereira	...	2021
1981	B. Hemaka Amarasuirya	...	2021
1981	Sunil C. Wijesinghe	...	2021

THE CONSTITUTION OF THE COLOMBO CLUB

Incorporating amendments approved at Special General Meetings held on the 4th of December 2019, the 13th of December 2022 and the 12th of December 2023

PREAMBLE

1. THIS IS THE CONSTITUTION OF THE COLOMBO CLUB WHICH BECAME EFFECTIVE ON 7TH OF DECEMBER 2016 i.e. THE DAY IT WAS ADOPTED AT A DULY CONSTITUTED SPECIAL GENERAL MEETING OF THE CLUB'S MEMBERSHIP, AS AMENDED FROM TIME TO TIME. IT WILL REPLACE THE RULES THAT WERE IN FORCE AT THE TIME OF THE LAST AMENDMENT.

CHAPTER 1.

OBJECTIVE

2. The objectives of the Colombo Club are to facilitate, foster and promote social intercourse, relaxation and fellowship among its members, by inter alia, maintaining premises conducive for hosting business and social meetings, inviting and hosting distinguished guest speakers to speak on matters of mutual interest and providing facilities to entertain members, their families and guests.

CHAPTER 2

MEMBERSHIP

- 2.1 There shall be the following categories of members
- (a) Life members
 - (b) Honorary Life members
 - (c) Corporate members

- (d) Members Resident in Sri Lanka
- (e) Retired members
- (f) Members Resident overseas.
- (g) Temporary members.

Provided that all existing outstation members as at 13th of December 2022 be allowed to continue in that category.

2.2 The word “members” herein used, where the context so admits or requires shall mean and include all of the categories of members mentioned in clause 2.1 above.

2.3 “Life Members” Life members are those who have paid the enhanced, once and for all, membership fee specified in the Bye laws. The number of such life members, shall not exceed 100 or such other number the General Committee may stipulate at any given time.

2.4 “Honorary Life members” are those who have, in the opinion and sole discretion of the Committee, (a) been a member of the Club for a sufficiently long period of time, or (b) rendered outstanding service to the Club, to merit recognition as such. Honorary life members whilst retaining all the rights and privileges of full membership, shall not be liable to pay any subscription fees whatsoever. They are also exempt from the annual minimum spend requirement and the related levy as specified in clause 4.7 of the Bye Laws of the Club.

2.5 “Corporate Members” are Corporate and other business entities that have been admitted as members by the Committee. Such Corporates, being inanimate, will be represented in the affairs of the Club, by one or more nominees (up to a maximum of four) who are employees of the entity and acceptable to the Committee, including directors or partners, or sole proprietor of such entity as provided for in the bye laws of the Club, subject however to the condition that each such entity will be entitled to only one vote, in the event a vote is polled, irrespective of

the number of nominees that have been accepted by the Committee as representing any such entity.

2.6 Individual Companies falling within a single Group of Companies, either in the form of a Holding company and its Subsidiaries and Associates, or via cross holdings, will for this purpose, be treated as one company and the group as a whole be entitled to one membership position, in the Club.

2.7 When a Corporate Member has opted to nominate more than one Corporate nominee member in terms of 2.5 above, the single vote that can be exercised by such Corporate, in the event a poll is called for, will be exercised by the Corporate Nominee recognized and approved by the General Committee as the “Designated Corporate Nominee Member” as per clause 3.4 of the Bye Laws of the Club, and him only.

2.8 Subject to the provisions of clause 2.11 below, all “Corporate Nominee members” whose nominations have been approved by the Committee shall enjoy all rights and privileges, including the right to hold office if duly elected, and be subjected to the same obligations and covenants that all other members are subjected to. However not more than one nominee of any single Corporate will be eligible to serve as a member of any committee or sub committee of the Club, including the General Committee, at any one time.

2.9 All nominees of a Corporate are entitled to participate in any General meeting of the membership. However, for purposes of satisfying the minimum quorum requirement of such meeting, the presence of only the “Designated Corporate Nominee member” will be counted.

2.10 A Corporate Nominee member who is elected to any office in the Club, including that of a General Committee member, may remain a “Corporate Nominee member” continuing to represent the Corporate or Business entity that sponsored his/her membership in the Club.

2.11 If a Nominee of a corporate or other entity ceases to be an employee/director/partner of that corporate or other business entity,

he/she ipso facto ceases to be a member of the Club. The Corporate or other entity will have the right to nominate an alternate employee/director/partner acceptable to the Committee, in his/her place. It is incumbent on the part of all nominee members and the Corporate or other business entity, to inform the Club if and when he/she ceases to be an employee/director/partner of the corporate or other business entity, which nominated them.

2.12 A “Corporate Nominee member”, who has (a) been a Nominee member of the Club for more than three years and (b) held office in the Club, including the office of member of the General Committee or any sub committee, for more than one year, will, on ceasing to be an employee of the Corporate member that proposed his/her name as a “Corporate Nominee member”, enjoy the right, if he/she so desires, to apply for ordinary membership in the Club. The General Committee is hereby empowered at its sole discretion to dispense with the procedural requirements set out in clauses 2.17 to clause 2.22 (both clauses inclusive) of the Constitution and the payment of the Entrance Fee, in dealing with such an application, and confer membership to such applicant by the adoption of a resolution.

2.13 “Retired members” are all such members who having (a) reached the age of 70 years (b) been an ordinary member of the Club for a period in excess of twenty years and (c) retired from active employment and/or engagement in business, has represented as such to the General Committee and the General Committee in response, has recognized such member as a “Retired Member” entitling such member to pay the concessionary Annual Subscription fee applicable to such members, as specified in the Bye Laws of the Club.

2.14 “Members Resident Overseas” are all such members who having been a member of the Club, for a minimum period of five years, has decided to take up residence overseas, and has informed the Committee of his/her desire to retain membership in the Club, whilst resident overseas, and the Committee has agreed to allow such member to remain a member and be designated as a “Member Resident Overseas”,

on the payment of a lump sum and an Annual fee specified in the bye laws. This category of members will have no voting rights.

2.15 “Temporary members” are all members of clubs that are affiliated to or have made reciprocal arrangements with the Colombo Club and such members shall be so designated when using the facilities provided by the Colombo Club. The terms and conditions that will apply to “Temporary members” are prescribed in the bye laws.

2.16 The Committee may at its entire discretion limit the total number of members of the Club and/or limit the number of members in any class of members mentioned in clause 2.1.

2.17 Any person of good conduct and standing, resident in Sri Lanka, and over twenty five years in age, is eligible to be considered for membership in the Club. Any such person desirous of becoming a member, shall in the first instance have such person’s name proposed to the Committee of the Club, by the submission of a “Proposal Form” obtainable from the Club and signed as proposer, by a Committee member or a serving trustee and seconded by a member. Upon receipt of such Proposal form, the Committee will decide whether or not to entertain a formal application from such person signed by the proposer and seconder, with or without interviewing such person.

2.18 When a decision to entertain an application has been taken by the Committee, and the application form is received duly completed, the Manager will circulate same to all members of the Committee, requesting members of the Committee, to convey any objection he/she may have to the said applicant being admitted as a member, within two weeks of receipt of the notice.

2.19 Such objections will be in writing, stating reasons and addressed to the Manager. If a member does not wish to give reasons for objections in writing, he/she may convey such reasons orally to the Chairman in confidence.

2.20 If no written objection to the application stating reasons, is received by the Manager within the said period of two weeks, such proposed member, upon the payment of the Entrance Fee, as prescribed in the bye laws, shall be considered to have been elected as a member.

2.21 If any such written objection has been filed, the Committee shall consider the same at its next meeting and thereafter shall ballot on the admission of the applicant as a member. If not exceeding three negative votes are cast by the members of the Committee in attendance at such meeting, the proposed applicant, shall be deemed to have been provisionally elected as a member, subject to the payment of the Entrance and Subscription fee as prescribed.

2.22 As soon as the two weeks' period allowed for objections has lapsed and no such objection has been received, or in an instance where an objection has been received but after due consideration the Committee has approved the candidate's membership, the Manager shall furnish him/her a statement of dues payable by him/her for confirmation as a member, and requesting the applicant to make payment within a month of the date of notification.

2.23 No such applicant shall be entitled to the rights, advantages or privileges of membership, until all dues notified under 2.22 above are duly paid. Such payment will be acknowledged by the Manager, simultaneously informing his/her of enrolment as a member, and also forwarding a copy of the Constitution of the Club

2.24 Failure to pay the dues within one month of the date of notification in terms of clause 2.22 above, shall render the provisional election null and void, unless evidence, to the satisfaction of the Committee, is submitted in support of the submission that there was a good and sufficient cause for failing to pay the dues within the time specified. The Committee may in such instances extend the time for payment by one more month.

2.25 The Annual subscription fee payable by each class of member and the Entrance fee payable by a new member, currently in force, are set out in the Bye Laws. The Committee may at its sole discretion, prescribe an increased Entrance and/or Subscription fee. However, if the increase proposed is in respect of the subscription fee, and the proposed increase together with increases already effected during that year, if any, is more than 25% of the subscription fee that prevailed at the beginning of the year, the proposed increase will be implemented only after receiving the prior approval of the membership.

2.26 Any member wishing to resign from membership in the Club, shall give written notice of his intention to the Secretary and shall pay all amounts due to the Club up to the date of resignation. Upon the payment of all such dues, and in the absence of questionable circumstances related to the resignation, the Secretary shall accept the resignation of the member. If the Secretary is aware of any questionable circumstance relating to the request to resign, the Secretary shall place the matter before the next meeting of the Committee. The Manager shall place all resignations accepted by the Secretary, before the next meeting of the Committee, which shall decide to delete their names from the membership register.

2.27 Any “Member Resident Overseas” as defined in clause 2.14 above wishes to return, or has returned to Sri Lanka to resume residency in this country, and has requested restoration of full membership in the Club, shall be allowed to regain his/her membership by paying the prescribed subscription fee for the appropriate class of membership applicable in each case, but be exempted from the payment of an Entrance fee.

2.28 Any member who resigned his membership for taking up residence overseas, and who had his resignation accepted by the Committee, wishes to re-join the Club on or after returning to Sri Lanka to reside, may be permitted by the General Committee, to re-join the Club, without ballot on the payment of a “Re-joining fee” as prescribed.

2.29 Any member who has resigned from the Club for any reason other than for residing overseas, and wishes to re-join the Club, shall be deemed

to be a new candidate for membership, with the normal procedure for admission of new members being applicable in such instance.

2.30 If any Office Bearer and/or the Manager of the Club, has received representation in writing, from a member of the Club and/or from a member of the public who has identified himself/herself and has provided a means of contacting him/her, about the conduct of any member of the Club, which in his/her opinion has been/is injurious to the character, interest or image of the Club, such representation, after due acknowledgement, will be placed before the next meeting of the Committee.

2.31 The Committee, after deliberating on the representation made, and if deemed necessary, after speaking to the person who has made the representation, the member concerned and any other person the Committee deems appropriate, is of the view that there is a likelihood of the Club's image and/or reputation being dragged into focus in a potentially damaging manner, the Committee will decide on the appropriate action to be taken including the calling for explanation from the alleged offender. The explanation submitted if found unsatisfactory the Committee will appoint a subcommittee comprising of three members of the Committee, and two others from the general membership, who are unconnected to the incident in any manner, to serve a charge sheet, and have a formal inquiry, giving a hearing to both parties i.e. the complainants and the alleged offender/s and submit a report of their findings to the Committee within two months of their appointment. The alleged offender/s will continue to enjoy the privileges afforded to a member till a decision is made by the Committee as per clause 2.32 below. The sub committee may obtain professional legal advice if they consider it necessary, at any stage of the proceedings.

2.32 The Committee will take into account the findings of the subcommittee and take appropriate action including the expulsion of the member from the Club's membership or accepting his/her voluntary resignation from the Club, at the discretion of the Committee. Expulsion from the Club will render the individual ineligible to apply for membership

of the Club at any time thereafter. All decisions made by the Committee in terms of this section will be final and conclusive.

CHAPTER 3.

BOARD OF TRUSTEES

3.1 There shall be a Board of Trustees, comprising three members, who meet the eligibility criteria stated in 3.6 below, recommended by the General Committee and approved by the members at the Annual General meeting of the Club. The three members that will constitute the first Board of Trustees will be elected at the Annual General Meeting to be held immediately following the Special General meeting convened to adopt the new Constitution.

3.2 Subject to the provisions of clause 3.3, the term of office of a Trustee will be three consecutive years. They would however be eligible to hold the office of trustee again, after the lapse of one year from the date on which his previous term ended. The three- year period in office of a Trustee, will be deemed to have ended on the date of holding the third Annual General meeting, following the meeting at which a Trustee was elected. A member recommended by the General Committee will be elected as a Trustee, at the same Annual General meeting to fill the vacancy.

3.3 At the Annual General meeting immediately following the meeting at which the first Board of Trustees were elected, the term of office of one Trustee from amongst the three, holding office, randomly picked by the drawing of lots, will be deemed to have ended, and a member satisfying the eligibility criteria stipulated in clause 3.6 below and recommended and proposed by the General Committee will seek the approval of the house, to fill the vacancy so created.

3.4 Similarly at the second Annual General meeting following the meeting at which the first Board of Trustees were elected, the term of office of one of the two remaining Trustees who constituted the first

Board of Trustees, randomly picked by the drawing of lots, will be deemed to have ended, and a member satisfying the eligibility criteria stipulated in clause 3.6 below and recommended and proposed by the General Committee will seek the approval of the house, to fill the vacancy so created.

3.5 The term of office of the two Trustees elected as above, at the first and second Annual General meetings immediately following the meeting at which the first Board of Trustees were elected, will be three years from the respective dates they were each elected.

3.6 Every member, the General Committee recommends to the General membership at an Annual General meeting, for election as a Trustee of the Club, in terms of clause 3.1 hereof, should have been a member of the Club for more than 15 years, and be held in high esteem by the Club and its members, for his/her integrity, dedication and loyalty to the Club.

3.7 A trustee may at any time tender his resignation, to the Chairman of the Club. The latter shall place it before the next meeting of the General Committee. A vacancy arising from the death, inability to act or the resignation of a Trustee, may be filled by the General Committee subject to the member so elected conforming to the eligibility criteria specified in 3.6 above. The appointment so made by the General Committee shall be placed before the next Annual General meeting for ratification by the membership. On ratification he/she will serve the balance of the three-year term of the Trustee who is replaced.

3.8. The Trustees may meet as frequently as and when they deem necessary. The quorum for such meetings will be two. At the commencement of each meeting, one amongst them will be elected to chair the meeting.

3.9 The title to all property whatsoever and investments made by the Club, including all moveable property and cash, other than shares in quotes Companies shall be vested in the Trustees, to be held in trust for the benefit of the members of the Club, and the Trustees shall upon

the direction of the General Committee, acting for and on behalf of the members of the Club, sign and perfect all leases, mortgages, agreements and all other documents that may from time to time be considered required and/or necessary by the General Committee, to comply with the prevailing law in the country.

3.10 Title to all Property vested with the Trustees as per the preceding clause, shall automatically pass on to succeeding Trustees in terms of Section 113 of the Trust Ordinance, without the need to execute any conveyance, vesting order or assurance/s otherwise necessary for vesting the property of the Club.

3.11 In the event the General Committee of the Club is legally restrained from performing its functions, due, for instance, to the issue of an enjoining order or an injunction, by a competent court of law or the Committee becomes incapable of performing its functions effectively due for instance, to the incapacity or resignation of the Office bearers, the Board of Trustees is hereby empowered to direct and exercise oversight on management, in order to ensure that the day to day functions of the Club, continue without interruption. In such a situation the Trustees shall summon a Special General meeting of the members within a period of a month from the day they assumed such role, in order to reconstitute the General Committee.

3.12 The Trustees shall be entitled to sue and be sued on behalf of the Club.

3.13 In the execution of the trust imposed on them, the Trustees shall at all times act upon the directions of the General Committee and they shall not, unless expressly authorised by the General Committee, individually or collectively, exercise any discretionary power. The trustees shall hold and deal with, invest, sell and reinvest, the property of the Club, in accordance with the Special or General directions given by the General Committee of the Club.

3.14 The Trustees shall be invited to attend all meetings of the General Committee, and shall be duly notified of such meetings. However, as

invitees, the Trustees will not have voting rights at such meetings. The Trustees or any one of them is entitled to call on the Secretary of the Club, to summon a meeting of the General Committee to discuss matters pertaining to the finances of the Club. On receipt of such a request the Secretary shall convene a meeting of the General Committee within 14 days of receipt of the request.

3.15 A trustee who is absent for three consecutive meetings of the General Committee, without prior notice, is deemed to have vacated office, and the General Committee will be entitled to fill the vacancy so created. The provisions of clause 3.7 above will mutatis mutandis apply when filling the vacancy.

3.16 It is expressly declared and understood that the Trustees as a body and each Trustee as an individual and the General Committee as a body and each General Committee member as an individual, shall at all times be indemnified from and out of the funds, property and assets of the Club, against the consequences of any act, deed matter or thing done or committed to be done by the Trustees in respect of in connection with the Business of the Club, or any contract entered into on behalf of the Club, and by the General Committee or by any Committee member in respect of or in claims preferred against them or the Club, whether covered by Insurance or not and in the event of such funds, property and assets not being full and sufficient indemnity for the purpose, then all members of the Club, shall be responsible to the Trustees and each Trustee and to the General Committee and to each Committee member for and be liable to make good any deficiency that may be ascertained.

3.17 Subsequent to the constitution of the first Board of Trustees as envisaged in 3.1 above, the General Committee is hereby empowered and mandated to terminate any existing Trusteeship arrangement, and ensure that the legal title to all property held in trust by the latter, on behalf of the membership is vested with the new Board of Trustees.

CHAPTER 4

MANAGEMENT

4.1 The overall management and control of the affairs of the Club shall vest in the General Committee of the Club, which shall consist of the four office bearers of the Club and twelve other members of the Club elected by the members at the Annual General meeting.

4.2 The Office bearers of the Club shall be the Chairman, Vice Chairman, the Secretary, and the Treasurer who shall be ex-officio members of the General Committee and the House and Finance committee and of all other sub-committees.

4.3 The General Committee shall have the power as conferred by clause 4.10 to appoint the House and Finance committee and other sub-committees and to delegate to them, all such powers and authority as the General Committee may think fit, other than the power specifically conferred to the General Committee, to (a) confer membership to an applicant (conferred by clause 2.21 (b) approve personnel whose names have been submitted to the Club by the Corporate, to represent their interests in the Club (as per clause 2.5) and (c) to take disciplinary action against a member, (conferred by clause 2.32 hereof). No act or decision of the General Committee shall be invalid by reason only of the fact that the Committee, for the time being, may consist of less than sixteen members.

4.4 At all meetings of the Committee, the Chairman shall preside, or in his absence the Vice Chairman, and in the absence of the Chairman and the Vice Chairman, the meeting may elect its own Chairman.

4.5. The quorum for meetings of the General Committee shall be five members thereof present in person.

4.6. The Chairman and Vice chairman, the Honorary Secretary, and the

Honorary Treasurer, shall be elected at the Annual General meeting, before the election of the General Committee, and each of them shall (Subject and without prejudice to clause 4.9), hold office, until the election of the Chairman and the Vice Chairman respectively, at the next succeeding Annual General meeting. At each Annual General meeting, all office bearers then in office shall retire but shall be eligible for re-election.

4.7 At each Annual General meeting, all members of the General Committee then in office shall retire but each of them shall be eligible for re-election. Twelve members shall be elected at the Annual General meeting as members of the General Committee for the ensuing year, and each of them shall (subject to and without prejudice to clause 4.9) hold office until the election of twelve members as members of the Committee at the next succeeding Annual General meeting.

4.8 The election of the General Committee shall be conducted as follows;

(i) All members of the existing Committee as presently constituted, seven days before the date of the Annual General meeting shall, unless they have notified to the Secretary to the contrary, be considered as candidates for re-election.

(ii) Any two members of the Club, may nominate any other member or members, provided that the member or members so nominated, have signified their willingness to serve if elected. The name of each member so nominated, together with the names of the proposer and seconder, shall be sent to the Secretary not less than 'seven days clear' before the date of the Annual General Meeting at which their names are to be proposed.

(iii) Three days before the date of the meeting, the Secretary shall post on the notice board, a list of the present Committee members seeking re-election, and a list of other members seeking election to the Committee.

(iv) At the meeting, if there be not more than twelve members seeking

re-election or election, the Chairman shall move the re-election of the existing Committee members en-bloc, and shall put to the meeting, the names of other members duly proposed and seconded, for election.

(v) If the number of members seeking re-election or election exceeds twelve, a ballot shall be taken, and the Chairman may appoint scrutinisers to assist him to conduct the ballot. Ballot papers on which the names of all candidates have been entered in alphabetical order, with the names of those seeking re-election suitably marked, shall be issued to all members present at the meeting.

(vi) Members shall indicate the (twelve or a lesser number) members they wish to vote for, by leaving clear the names of those candidates, and by striking out the names of other candidates for whom they do not intend casting their vote.

(vii) Ballot papers when completed, may contain less than twelve names in the clear, but must not contain more than twelve names, and any ballot paper which has more than twelve names left in the clear, will be declared invalid.

(viii) The first twelve candidates who have received the highest number of votes, evidenced by the highest number of ballot papers on which their names have been left clear, shall be deemed to be duly elected. Provided however, that two or more candidates required to fill the last place or places on the Committee, receive the same number of votes, the Chairman shall select, by lot, the names of the candidate or candidates to fill such place or places, and such candidate or candidates shall be deemed to be duly elected.

4.9. (i) In the event of death, absence from Sri Lanka, resignation, or inability to act as the Chairman, the Vice Chairman shall act as the Chairman.

(ii) In the event of the death, absence from Sri Lanka, resignation or inability to act, of both the Chairman and the Vice Chairman, the

remaining members of the Committee shall appoint successors, from amongst them, to those offices, and the successors so appointed shall respectively hold office, until the next succeeding Annual General Meeting.

(iii) In the event of death, absence from Sri Lanka, resignation or inability to act, of the Hon Secretary or the Hon Treasurer, the remaining members of the Committee, shall appoint successors from amongst them, to those offices, and the successors so appointed shall respectively hold office, until the next Annual General Meeting.

(iv) In the event of the death, absence from Sri Lanka, resignation or inability to act, of any other member of the Committee, the remaining members of the Committee, may appoint a successor, and the successor so appointed shall hold office until the next Annual General Meeting.

4.10 As soon as possible after taking office, the General Committee shall appoint, a sub-committee called the House and Finance committee, which shall consist of the Office bearers and three other members of the Committee, and which shall exercise all such powers and functions as may be delegated to it by the Committee, in addition to all powers conferred on it by the by-laws. In all other matters, the House and Finance committee, shall act in an advisory capacity to the General Committee.

4.11 The quorum for meetings of the House and Finance committee shall be five members thereof present in person.

4.12 The Committee may appoint sub committees for such purposes as it may from time to time deem necessary or desirable and may delegate to any such sub -committee such powers and functions (other than executive powers) as it may think fit.

4.13 The Committee shall have the power to affiliate or to enter into reciprocal arrangements with any club of similar standing within or outside Sri Lanka.

4.14 Members of clubs which are affiliated to the Club or with which reciprocal arrangements have been entered into, shall be referred to as “Temporary Members” when using the Club’s facilities.

4.15 The General Committee shall have the power to make Bye-Laws to prescribe for all matters which under these provisions have to be prescribed, and for all other matters which the Committee may consider it necessary or desirable.

4.16 Bye-Laws made under clause 4.15 above shall, from the date of such approval, have the force of a clause in the constitution, to the extent that they are not inconsistent with these provisions.

4.17 The Committee or a majority of members at a General Meeting may at any time introduce a new Bye-law and/or rescind, alter or amend any existing Bye-Law.

4.18 Apart from the generality of the powers conferred on the General Committee, by these provisions, the Committee shall have the power to engage and dismiss the Manager, fix his/her terms and conditions of employment and specify his/her scope of work. The Manager who will be responsible for the day to day conduct of business of the Club, will be accountable to the Committee, but report to the Chairman and/or Secretary operationally. The Committee may delegate to the Office Bearers the power to engage and dismiss such other staff and servants as may be necessary for the efficient running of the Club, on terms and conditions the Office Bearers deem appropriate.

4.19 The Manager shall be responsible under the direction of the Chairman/Secretary for; the day-to-day operations of the Club, the calling of meetings and the keeping of minutes, the maintenance of the books of account and such other books as may be necessary and for all other matters coming within normal secretarial duties.

4.20 A member of the General Committee who absents himself/herself from attending three consecutive meetings of the General Committee,

without prior notice, shall be deemed to have vacated membership in the Committee. The remaining members of the General Committee may appoint a member to fill such vacancy. The successor so appointed shall hold office until the next Annual General meeting.

CHAPTER 5

FINANCE AND ACCOUNTS

5.1 The Financial Year of the Club shall be from 1st April of one year to the 31st of March of the following year.

5.2 As soon as possible after the end of a Financial-year, the accounts of the Club shall be audited by the Auditor or Auditors appointed at the previous Annual General meeting, and they shall present their report together with the Annual report of the Committee, at the next Annual General Meeting.

5.3 The Annual Subscription Fee is payable by members on or before the 31st of March each year. If the Annual subscription fee is not paid by the end of April that year, credit facilities to such member at the Club premises and at all other outlets of the hotel will cease to be available. Further a notice will be sent to the member that if payment is not received by the end of the following month i.e. by 31st May, the use of all facilities of the Club, by such member will be prohibited, and the member's name reported to the next meeting of the General Committee, as a defaulting member.

5.4 All other dues to the Club are payable within a month of receipt of the statement of dues. If payment in settlement of such dues, is not received by the Club by the end of the month following the month in which the statement is sent, credit facilities to such member at the Club premises and at all other outlets at the hotel will be suspended immediately, till such time all dues are settled. Simultaneously a notice will be sent to the member requesting the immediate settlement of the amounts due. If the amount due remains unsettled by the end of the

second month following the month in which the statement was sent, the use of all facilities of the Club by such member will be prohibited, and the member's name reported to the next meeting of the Committee as a defaulting member.

5.5 The Secretary will table a list of such defaulting members at the next meeting of the Committee. The Committee may at its entire discretion decide what action ought to be taken including the expulsion of the defaulting member from membership in the Club, and the writing off of the amounts due. If the Committee decides to expel the defaulting member from membership in the Club, the Secretary shall convey such decision to the member concerned, by Registered Post. The decision conveyed via such notice will be final and conclusive.

5.6 No member whose membership has been terminated in terms of clause 5.5 above, shall be readmitted to the Club as a member, or as a visitor, and he shall have no interest whatsoever in the property or assets of the Club.

5.7 A Visitor who visits the Club in the company of a member, shall be allowed to enjoy the facilities provided by the Club on such terms and conditions as prescribed in the by-laws from time to time.

5.8 The Treasurer shall keep or shall cause to be kept, all such books of account as may be necessary to show members due and the financial position of the Club at any time.

5.9 "Without prejudice to the provisions of clause 5.11, the surplus funds of the Club shall be invested in (a) Government Securities and/or (b) any interest bearing security issued by a licensed Commercial Bank or a Non -Banking Financial Institution, approved by the Central Bank enjoying an investment grade rating above 'BBB' and/or (c) ordinary or preference shares or a debenture enjoying an investment grade rating above 'BBB', of a Company listed on the Colombo Stock Exchange. The said investments will be made either (a) by engaging the services of a professional Fund Management Company duly appointed by the

General Committee or (b) directly by the General Committee on the recommendations of the House and Finance committee and with the approval of then Trustees.

5.10 The selection of the Fund Management Company, if such option is to be pursued, will be made by the General Committee, on the recommendation of the House and Finance committee and the approval of the Trustees, via a transparent and competitive process. The remuneration payable to such company will be largely performance based. At the time of engaging the Fund Management Company the Committee will set out investment guidelines to the Fund Manager such as; the Sectoral composition of the portfolio, the maximum exposure in any single company, the maximum exposure in any investee instrument etc. The fund management Company will be engaged for a specific period, as decided by the Committee. The renewal of the contract for a further period, which will largely depend on the performance during the previous period, will be decided by the General Committee, on the recommendations of the House and Finance committee, and the approval of the Trustees.

5.11 Notwithstanding the entrustment of the whole or a part of investible surplus funds to a Fund manager, the Committee may open and maintain one or more accounts, in one or more Banks in Sri Lanka, into which all payments to the Club shall be made and from which all payments by the club shall be met. The House and Finance committee, shall determine the manner in which such Bank accounts will be operated upon.

5.12 With the sanction of the members in General meeting, the Trustee on behalf of the Club, may borrow such sums as the General meeting may determine and for the purpose of securing the repayment of any monies so borrowed, the Trustee as directed by the General Committee, may create, and execute mortgages, issue debentures or debenture stock chargeable upon any part of the property, and assets of the Club, or may make, accept, or endorse any promissory notes on behalf of the Club.

CHAPTER 6

MEETINGS OF THE COMMITTEES AND OF THE CLUB.

6.1 The General Committee shall normally meet once in every two months to review the affairs of the Club. The Chairman may call a meeting (a) whenever he may consider it expedient to do so and (b) if requisitioned by three members of the Committee provided that the matters to be discussed at such requisitioned meeting are specified in the request for the meeting. The Chairman may at his discretion decide, whether matters other than the matters for which the meeting was requisitioned may be placed upon the agenda for discussion at the meeting.

6.2 The House and Finance committee shall meet whenever it may appear expedient to the Chairman to summon a meeting. Any two members, may requisition the summoning of a meeting, and upon such requisition, the Chairman shall summon a meeting of the committee within two weeks of such requisition.

6.3 A decision of the Committee may be taken by circulation of a paper sent around to members of the Committee for the purpose of recording the vote of each member on the subject matter of such paper, and the majority vote as recorded on each circulation paper shall be deemed to be the decision of the Committee, provided all members of the Committee present in the country have had the opportunity to read the paper and record his/her decision on the paper. If any member, on reading the paper is of the view that the subject matter of such paper requires deliberation by the full Committee at a duly convened meeting of the Committee, then the Secretary, despite the majority having expressed a clear decision on the issue, shall call a meeting of the Committee to discuss and decide on same.

6.4 Any decision of the Committee taken on a circular resolution, shall be recorded in the minutes of the meeting of the Committee immediately

following the circulation of the resolution, under the heading “Record of decisions taken by Circulation”.

6.5 An Annual General Meeting shall be held in each year, within nine months from the end of the previous financial year, for the purpose of; (i) presenting the audited account for the financial year that has ended and the report of the General Committee up to the date of the meeting, (ii) the election of office bearers, Committees, (iii) the election of a Trustee, and (iv) the appointment of auditors. No business other than the formal business set out in this clause shall be transacted at an Annual General meeting.

6.6 Not less than fourteen ‘clear days’ notice shall be given of the Annual General meeting. The Audited Accounts for the previous financial year and the report of the Committee for the period in office shall be in the hands of members not less than ‘seven clear days’ before the meeting.

6.7 The quorum for an Annual General Meeting shall be 15 members present in person. Where Corporate members have nominated more than one nominee to represent the Corporate, all such nominees may attend the AGM. However, for purposes of satisfying the quorum requirement, and for exercising a vote on behalf of the Corporate only the single presence/vote of the Nominee Director designated by the Corporate for such purpose will be recognised. “If at any time during the course of an Annual General meeting, a quorum be not present, the meeting shall be adjourned to a date not later than one month from the date of the adjourned meeting: and on resumption of business on the appointed date the members present shall form the quorum”.

6.8 All General Meetings other than the Annual General meeting shall be called ‘Special General Meetings’. If at any time at least one third of the members of the General Committee, request the holding of a Special General meeting, to discuss any matter on which such members believe, it is desirable to obtain the opinion or decision of the members of the Club, the Secretary shall summon a Special General meeting.

6.9 Fifteen members may requisition a Special General Meeting, and upon receipt of such requisition specifying the matter to be discussed, the Secretary shall within fourteen days, take steps necessary for the convening of such meeting. No matter, other than that for which the meeting has been requisitioned, shall be discussed at the meeting.

6.10 'Fourteen clear days' notice shall be given of all Special General Meetings and the notice shall specify the matter for which the meeting has been summoned.

6.11 The quorum for a Special General meeting shall be fifteen members present throughout the entire meeting. If at any time during the course of the meeting a quorum be not present, the meeting shall be adjourned to a date, not later than one month after the date of the adjourned meeting; and on the resumption of business on the appointed date the members present shall form the quorum.

6.12 At all Annual General Meetings and Special General Meetings, the Chairman shall preside, and in his absence the Vice Chairman. If neither the Chairman nor the Vice Chairman be present, the meeting shall elect its own Chairman for the meeting.

6.13 Voting at all General meetings shall be by show of hands. Subject to clause 6.7, 6.16 and 7.3 hereof, each member present, shall have one vote and questions shall be decided by a simple majority.

6.14 If at any Annual General Meeting or Special General Meeting there is an equality of votes cast on any item on the Agenda, the Chairman shall cast a second or casting vote to reach finality on the issue

6.15 The Chairman may appoint scrutinisers to assist him in the counting of votes and shall do so if requested by not less than five members.

6.16 Any decision made at a General meeting shall not be reversed at any subsequent General meeting except by a majority of not less than two thirds of the members present, and any question so decided shall not be re-opened earlier than the next Annual General Meeting.

CHAPTER 7

GENERAL

7.1 No games of hazard shall be played within the Club premises and the decision of the General Committee as to what shall constitute a game of hazard shall be final and conclusive.

7.2 Without the sanction of the Committee no member shall on any pretence or in any manner whatsoever, receive any profit, salary, or emolument from the funds of the Club.

7.3 These clauses shall not be cancelled, amended or added to except in accordance with the following provisions;

(i) The amendment or cancellation or an addition to an existing clause or the insertion of a new clause, shall be duly proposed, seconded and carried by a majority of not less than two thirds of the members present at a General meeting specially convened for the purpose.

(ii) Where an amendment to these clauses is proposed by the Committee, notice thereof shall be sent by the Secretary to all members residing in Sri Lanka, giving not less than 'thirty clear days' before the date of the meeting at which such alteration is to be proposed. Any member wishing to propose an amendment to the amendment proposed by the Committee shall, within seven days of the date of the notice calling the meeting, send such amendment to the Secretary in writing who shall subject to sub section (iii) below, thereupon send copies of the proposed amendment to members residing in Sri Lanka, within seven days of receipt of the amendment by the Secretary.

(iii) Where an amendment to a clause is proposed by a member, it must have the support of not less than fifteen members residing in Sri Lanka. Such support will be evidenced, by the proposal submitted being signed by at least fifteen members residing in Sri Lanka. On receipt of a valid

proposal to amend a clause or clauses, the Secretary shall forthwith take steps to convene a Special General Meeting for the purpose of submitting the proposal to the members of the Club.

7.4 The Club shall be dissolved only with the consent of nine-tenths of the members for the time being resident in Sri Lanka, at a Special General Meeting convened for the specific purpose of considering a proposal to dissolve the Club.

7.5 If the proposal to dissolve the Club is passed, by the requisite nine-tenth vote of the members for the time being resident in Sri Lanka, at a Special General meeting specifically convened for the purpose of considering such a proposal, the Trustees of the Club who are hereby entrusted and empowered, will direct and supervise the task of dissolving the affairs of the Club. For this purpose, they are further authorized to engage the services of suitable professional/s or to appoint a liquidator to undertake and carry out the task, subject to the direction and supervision of the Trustees.

7.6 The Office bearers of the Club shall continue to hold office but only for the purpose of assisting the trustees and the Liquidator in expeditiously completing the task of dissolving the Club.

7.7 If after collecting all dues and meeting all liabilities of the Club, there remains a positive balance representing the net assets of the Club, the Trustees are hereby directed and authorized to distribute same equally among all members whose names appear on the membership register of the Club, as at the date of passing the resolution to dissolve the Club.

7.8 The payment by a new member of the Entrance Fee, after being elected as a member, shall be conclusive evidence of the acceptance of this constitution and of his/her agreement to be bound by them in all respects during the continuance of his/her membership in the Club.

BYE LAWS
OF THE
COLOMBO CLUB

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INTRODUCTION.

Following the adoption of the revised Constitution in December 2019, the Bye Laws of the Club had also to be revised. A sub-committee of the General Committee was appointed for this purpose. This publication contains the revised set of Bye Laws recommended by the sub-committee and adopted by the General Committee at a meeting of the latter committee held on the 8th of September 2020 together with further amendments that were required consequent to changes in the Constitution approved by the Membership on 13th December 2022 and 12th December 2023. The Bye Laws as currently constituted will be effective from 12th of March 2024.

In terms of clause 4.16 of the Constitution, a Bye law has the same force of authority as that of a clause in the Constitution, provided, the bye law in question, is not in conflict with any of the provisions of the Constitution. If so, one may ask, why have two sets of rules, and two separate documents?

A Constitution contains the fundamental tenets of an organization such as its Objectives, composition of its membership, their rights and obligations, the composition of its Governing Council etc. Its provisions capture the Collective Consensus of its members which usually, stands the test of time and/or circumstances. Thus, although there is provision to amend Constitutional provisions, such instances are rare and infrequent.

Bye laws, in contrast, deal with procedural and implementational details that are likely to, and sometimes as a matter of necessity have to, change with time and circumstance. They usually supplement and elaborate on provisions in the Constitution. For these reasons, amending Constitutional provisions require the approval of the General membership while Bye Laws can be amended by the General Committee.

Any of the above does not mean that a bye law is less important than a provision in the Constitution. They are equally important. In fact, the efficient and orderly conduct of the affairs of the Club require total compliance with the bye laws, by all members.

THE COLOMBO CLUB

BYE LAWS

CHAPTER 1. Authority to make Bye Laws, their validity and amendment.

1.1 These Bye Laws have been drafted in pursuance of the powers vested in the General Committee, as per clause 4.15 of the Constitution of the Colombo Club. This clause, empowers the General Committee to make Bye Laws to prescribe for all matters which under the provisions of the Constitution have to be prescribed, and to provide for all other matters which the General Committee deems necessary or desirable to prescribe.

1.2 Each Bye Law, will have the force of authority similar to that of a clause in the Constitution, provided the said Bye Law is not inconsistent with any of the provisions of the Constitution. (clause 4.16 of the Constitution).

1.3 In terms of clause 4.17 of the Constitution, the General Committee or a majority of members present at a General Meeting, may at any time introduce a new Bye Law and/or rescind, alter or amend any Bye Law.

1.4 These Bye Laws were approved by the General Committee at its meeting held on 12th March 2024 and will be effective from 12th March 2024, which date hereinafter will be referred to as the “Effective Date”.

CHAPTER 2. Administrative Office and Facilities.

2.1 The Administrative Office of the Club is presently located at No. 25, Galle Face Centre Road, Colombo 3. It is open for business from 9.00 a.m. to 4.30 p.m., on all days except on Mercantile holidays, Sundays and Poya days.

2.2 The club rooms are located in the Taj Samudra Hotel and are open from 8.00 a.m. to midnight every day other than: Poya days (unless pre-arranged), the National New Year's day and the day before. The House and Finance Committee may, if the need arises, decide not to open the club rooms on specified days. However, on such occasion a notice to that effect should be displayed on the Notice Board, at least three days prior to the date on which the club rooms will not be opened.

2.3 The Postal address and the contact telephone numbers of the Club are as follows;

Postal address:

Colombo Club
P. O. Box 354
Colombo

OR

Colombo Club
Taj Samudra Hotel
25 Galle Face Centre Road
Colombo 3.

Contact Numbers

Telephone: (011) 2324218 and (011) 2395969
Fax Number: (011) 2324219

E-mail: manager@colomboclub.lk, colomboclub@slt.net.lk,
colomboclubbc@slt.net.lk,

Web site: www.colomboclub.lk

CHAPTER 3. Corporate members and their Nominees

3.1 Clause 2.5 of the Constitution provides for “Corporates” to be accepted as members of the Club. A “Corporate” for this purpose includes Partnerships and Sole proprietorships, in addition to Private and Public Listed Companies. (Please refer to Bye Law 4.3 below).

3.2 Clause 2.5 of the Constitution further provides that a Corporate member may nominate up to a maximum of four nominees to represent the Corporate in the affairs of the Club. Persons who could be proposed as Nominee members representing the Corporate are specified in Bye Laws 4.4 and 4.5 below.

3.3 Although a Corporate member, subject to the provisions of Bye Laws 4.5 below, may have up to four persons as its nominees, it will be entitled to only a single vote, in the event members of the Club are called upon to vote on any issue. The persons whose names have been submitted by the Corporate as its nominees will be required to comply with the procedure spelt out in clauses 2.17 to 2.24 of the Constitution. The General Committee will likewise, approve the person nominated by the Corporate, to exercise its vote as provided above.

3.4 To facilitate implementation of the above rule, each Corporate desiring to have multiple nominees, will be required to identify one from amongst the names submitted, who only will exercise its vote, if and when required. The person so identified, when approved by the General Committee as provided for under clause 3.8 hereof, will be named as the “Designated Corporate Nominee member”.

3.5 All “Corporate Nominee members” whose nominations have been accepted by the General Committee shall, subject to Bye Laws 3.6 and 3.7 below, enjoy all rights and privileges, and be subject to all obligations, applicable to all members, including the right to be elected as a member of the General Council and/or as an Office Bearer.

3.6 Where multiple nominees have been accepted to represent any

Corporate, only one from amongst the multiple nominees will be eligible to hold office at any given time. (Please refer clause 2.8 of the Constitution). All nominees of a Corporate member, may attend any General meeting of members. However, for purposes of satisfying the quorum requirement, the presence of only the “Designated Corporate Nominee member” will be recognized.

3.7 A Corporate Nominee member who is elected to any office of the Club, including that of a General Committee Member may remain a ‘Corporate Nominee member’ continuing to represent the Corporate or Business entity that sponsored his/her membership in the Club.

3.8 A nominee of a Corporate member will be recognized and designated as a “Corporate Nominee member” only after his/her nomination has been approved by the General Committee. For this purpose, the procedure spelt out in clauses 2.19 to 2.24 of the Constitution, for dealing with an application for membership in the Club, submitted by an eligible applicant shall “mutatis mutandis” apply.

CHAPTER 4. Membership and other fees payable.

4.1 A new member joining the Club, including a “Corporate member” (as defined in clause 2.5 of the Constitution) has to pay an “Entrance Fee” as well as the Annual Fee in respect of the year he/she is joining. The “Entrance Fee” is a one-time payment, whereas the Annual membership fee is payable annually on or before the 31st of March each year (clause 5.4 of the Constitution).

4.2 As provided in clause 2.22 of the Constitution, a new member joining the Club will be informed of the amount payable by way of the “Entrance Fee” and the Annual Subscription Fee by the Manager. These amounts must be paid by the new member within a month of being so notified. The Annual Subscription Fee payable for the first year will be prorated in line with the month he/she obtains membership.

4.3 Clause 2.5 of the Constitution, has adopted a broad definition of a “Corporate member”. Partnerships and Sole Proprietorships, though not a corporate entity, from a legal point of view, have been included in the definition and would therefore be eligible to seek Corporate membership, in the Club. The word “Corporates”, in fact refers to Business entities.

4.4 Corporates (falling within the legal definition) in terms of clause 2.5 of the Constitution, are entitled to nominate four persons as its nominee members. The four nominees of a Corporate member must be Board Directors, the CEO or the Head of a department. All such nominees must receive the approval of the General Committee.

4.5 Partnerships although included in the category of “Corporate members” will be entitled to nominate four nominees to represent the Partnership provided all such nominees are Partners of the Firm. A Sole Proprietorship although included in the category of “Corporate Member” will be entitled to nominate only two nominees viz the Sole Proprietor and the Chief Executive Officer, provided the latter position is held by someone other than the Sole Proprietor.

4.6 The fees payable by members from the effective day, are shown in the chart below. As per clause 2.25 of the Constitution, these fees are subject to revision by the General Committee.

Type of Member	Entrance Fee	Annual Subscription Fee	Annual Minimum Spend
Ordinary Member	Rs. 300,000	Rs. 60,000	Rs. 30,000
Retired Member	Not applicable	Rs. 8,000	Rs. 30,000
Member Resident Overseas	Not applicable	Rs. 25,000	Not applicable
Member Resident Overseas Rejoining	Not applicable	Rs. 60,000	Rs. 30,000
Resigned Member Rejoining	Rs. 800,000	Rs. 60,000	Rs. 30,000
Corporate Member	Rs. 00,000 For 5 years	Rs. 45,000 per nominee	Rs. 30,000
Life Member	Not applicable	Not applicable	Rs. 30,000
Honorary Life Member	Not applicable	Not applicable	Not applicable
Temporary Members	Not applicable	Not applicable	Not applicable

4.7 In addition to the fees listed above, effective 01st April 2020, all members other than the Honorary Life Members, are subject to a levy of a mandatory annual minimum spend of Rs. 30,000, at the Club or the Taj Samudra Hotel. The minimum spend will be invoiced and payable in advance, i.e. by 31st March each year along with the annual subscription, commencing Financial Year 2020/2021. The minimum spend of each member will be set off against any food and/or beverages purchased by the said member, throughout the relevant financial year from the Club or any outlet of the Taj Samudra Hotel and charged to his/her Colombo Club Account. The cost of the said purchase in the relevant financial year (excluding VAT) will be set off against the minimum spend paid by the member concerned.

4.8 In the event the mandatory annual minimum spend is not wholly or partially utilised during the financial year by the member, the unutilised portion will not be rolled over or carried forward to the ensuing financial year but will be credited to the Club's revenue. The cost of the ticket for the Annual General Meeting /Dinner at the end of each year will not be eligible for set off against the annual minimum

spend. For new members joining the Club, the minimum spend during the first year of membership will be prorated in line with the month in which he/she joins the Club.

CHAPTER 5. Board of Trustees.

5.1 Clause 3.8 of the Constitution provides for the Trustees to meet as frequently as they deem necessary. They will also make arrangements to meet a delegation of the General Committee of the Club, within 14 days of receiving a request from the Chairman/Secretary of the Club, requesting such a meeting and stating the subject matter to be discussed. The Trustees in turn may also request the Secretary of the Club to summon a meeting of the General Committee, to discuss matters relating to the finances of the Club. In terms of clause 3.12 of the Constitution the Secretary is obliged to summon a meeting of the Committee within 14 days of receiving such a request.

5.2 The Trustees will maintain minutes of the meetings held by them, and ensure that a copy of such minutes is submitted to the Secretary of the Club, within two weeks of holding the meeting.

5.3 Documents to be executed by the Trustees, may be so executed, by any two of the Trustees signing such document.

5.4 The quorum for a meeting of the Board of Trustees will be the presence of at least two, from amongst the three Trustees that constitute the Board. At meetings conducted with only the minimum quorum of two being present, decisions or resolutions will be deemed adopted only if the consent of both Trustees is expressed. Decisions and /or resolutions, when all three trustees are present may be taken/adopted unanimously or with a majority vote.

5.5 Notwithstanding the provisions in clause 3.17 of the Constitution, the General Committee is hereby authorized, to continue the custodian arrangements that were in force in respect of shares owned by the Club,

prior to the appointment of the Club's Board of Trustees, in view of the practical difficulties that will be faced by the Club, in complying with a rule imposed by the Depository of the Colombo Stock Exchange, which requires the re-registration of shares owned by the Club, each time the composition of the Board of Trustees change. The General Committee will however, continue its efforts to transfer the title of the shares to the Club's Board of Trustees.

CHAPTER 6. The House and Finance Committee

6.1 In compliance with Clause 4.10 of the Constitution, the General Committee has appointed a Sub-Committee named as the **House and Finance Committee (HFC)**, comprising the Office Bearers (Chairman, Vice Chairman, Secretary and Treasurer) and three other members of the General Committee.

6.2 The principal role of the HFC will be:

- (i) overseeing the day-to-day management of the affairs of the Club;
- (ii) the exercise all specific Powers and Functions delegated to it by the General Committee in addition to the Powers and Functions expressly delegated to it by these bye-laws; and
- (iii) to consider and make decisions on matters that come up in between meetings of the General Committee and/or referred to it for its advice and/or decision, by any of the Office Bearers and/or the Manager. The HFC will also act in an advisory capacity to the General Committee on all other matters.

6.3 The following Powers and Functions have been specifically delegated to the HFC:

- (a) To decide on the recruitment of personnel for employment in the Club, other than the Manager, as per the cadre approved by the General Committee, based on the recommendation of the Manager.

- (b) To authorize the incurring of any non-recurring expenditure not exceeding Rs. 250,000 in any single occasion and Rs. 1,000,000 cumulatively in any given financial year. All authorizations so made by the HFC, to be submitted for covering approval of the General Committee at its next meeting.
- (c) To decide on the pricing of any product sold in the bar to members and their guests, and to negotiate the prices of food and drink served by the Hotel to members and their guests, including any discounts allowed by the hotel, as well as the distribution of same.
- (d) To make recommendations to the General Committee on the investment of surplus funds as envisaged in terms of clause 5.9 of the Constitution.
- (e) To call for proposals from reputed Fund managers, and evaluate such proposals and make recommendations to the General Committee on the appointment/renewal of a suitable entity for managing the investment of surplus funds of the Club, in compliance with clause 5.10 of the Constitution.
- (f) To decide, as required by clause 5.11 of the Constitution, on operating instructions relating to the Bank accounts maintained by the Club.
- (g) "Temporary members" i.e. members of clubs that are affiliated to or have made reciprocal arrangements with the Colombo Club, may use the facilities of the Club for a maximum period of 30 days. This period may with the approval of the HFC be extended to 90 days at any one time.
- (h) To decide on an appropriate minimum dress code to be complied with by members and their guests within the Club premises at all times, in order to maintain the decorum of the Club. All members apart from complying with the specific dress code themselves, are expected to ensure that their guests visiting the Club premises, also conform to same.

6.4 The HFC shall meet whenever it may appear expedient for the Chairman to summon a meeting. Any two members of the HFC may also summon a meeting of the committee, and upon such requisition,

the Chairman shall summon a meeting within a period of two weeks from such requisition. The quorum for a meeting of the HFC will be five thereof, present in person or virtually.

CHAPTER 7. Visitors to the Club

7.1 Non-members, other than spouses of Club members, are not entitled to enjoy the facilities of the Club, including the use of the Club premises, unless accompanied by a member of the Club.

7.2 Spouses of members are officially recognized as “visitors” to the Club and will be entitled to the full use of the facilities of the Club whether accompanied by the member or not.

7.3 Children under twelve years of age, will not be permitted entry into the Club except on Saturdays and Sundays when accompanied by a Parent or Guardian.

7.4 A member introducing a visitor to the Club, must enter the name of the visitor in the book provided for the purpose, and sign against the entry, before using the Club rooms. A visitor who having been invited to the Club by a member, arrives before his host, may enter his/her name in the visitor’s book and make himself/herself comfortable in the lounge area, till the arrival of the member. The member on arrival must sign the register.

7.5 The privilege afforded to members for entertaining visitors within the Club premises must not be abused by for instance, hosting the same visitor/s frequently. In such circumstances the feasibility of inducing the visitor to become a member of the Club must be explored.

7.6 Members entertaining visitors at the Club shall be responsible for any expenses incurred by the latter and for their observance of the Rules and bye laws of the Club. In order to achieve this, the member must be present throughout the stay of the visitor.

CHAPTER 8. Affiliated or Reciprocal Clubs.

8.1 The General Committee has the power to affiliate or to enter into reciprocal arrangements with any club of similar standing to the Colombo Club, within or outside Sri Lanka, as per clause 4.13 of the Constitution. Clubs so affiliated or with whom reciprocal arrangements have been made will be referred to as “Associate clubs”.

8.2 A member of an Associate club shall be allowed to use the facilities of the Colombo Club, on the production of a letter of introduction from the Secretary or President of the said Associate club or by producing a valid membership card issued by the Associate club.

8.3 A visitor, who is not in a position to produce the evidence called for in clause 8.2 above, may nevertheless be permitted to use the facilities of the Club provided that;

- (a) A member of the Colombo Club confirms that the visitor is a member of the particular Associate club, and
- (b) Such member also accepts responsibility for settling any dues from the visitor to the Club, if called upon to do so by the Club.

8.4 Members of Associate clubs shall, during the period they use the facilities of the Colombo Club, be referred to as “Temporary members”.

8.5 “Temporary members” shall have no rights or privileges attached to membership in the Colombo Club, other than the right to use the Club premises and the facilities and amenities it offers, during the period of Temporary membership.

8.6 No credit facilities will be extended to “Temporary members” using the facilities of the Club, except under the circumstance referred to in Bye law 8.8 below. All bills must be settled immediately on

presentation.

8.7 Under no circumstance should the Colombo Club agree to collect any amount due and owing to the Club by the Temporary member, from the relevant Associate club.

8.8 Notwithstanding the provisions of Bye law 8.6 above, a Temporary member, may make arrangements with a member of the Colombo Club, for the settlement of amounts due from the former, by the latter, as evidenced by a written undertaking given by the latter, addressed to the Secretary of the Colombo Club, undertaking to settle the amounts due from the Temporary member, if called upon to do so, by the Colombo Club

8.9 As referred to in Bye law 6.3(g) above, temporary membership in the first instance can be granted/extended for a maximum number of 30 days at any one time. Such period can go up to 90 days with the prior approval of the House and Finance Committee. An extension beyond 90 days at any one time, requires the prior approved of the General Committee. Under no circumstance should the period extend beyond 180 days at any one time.

CHAPTER 9. Preserving the Dignity of the Club.

9.1 Members are most welcome to enjoy all of the facilities provided by the Club. However, when doing so, they are kindly requested to be always mindful of their duty to maintain the dignity of the Club, as well as the right of other members to enjoy the same facilities undisturbed.

9.2 While it may not be possible, nor even necessary, to spell out in detail, what constitutes “Proper Behaviour”, the conduct of members and their guests must never harm the image and prestige of the Club, nor disturb the peaceful enjoyment of the Club’s facilities by fellow members and their guests.

9.3 Members and their guests must conform to the Dress Code stipulated by the House and Finance Committee. Members have an obligation to find out what the dress code is, and voluntarily conform to same while ensuring that their guests too do likewise.

9.4 Members desirous of using the meeting rooms as a venue for conducting their own business or private meetings, must take into consideration the potential conflicts, noise levels and the likelihood of a tense atmosphere that can develop during such meetings.

9.5 No food including snacks and short eats can be brought from outside and consumed by members and their guests within the Club's premises. This includes food purchased from the Taj Samudra Hotel's own outlets.

9.6 No pets will be allowed inside the Club's premises.

9.7 It is not practical to provide a comprehensive and exhaustive list of "Don'ts" to members desirous of using the facilities of the Club. The General Committee expects all members to use their good judgment when deciding to use the facilities of the Club.

CHAPTER 10. Notices.

10.1 The business affairs of the Club, including correspondence with club members, will normally be conducted in the English language.

10.2 All notices and communications to members, shall be sufficiently served, if sent by registered post or by email or facsimile in the English language, to the address provided by the member to the Club. It is the duty of members to promptly inform the Club of any change of address, and/or contact details.

CODE OF CONDUCT

FOR MEMBERS OF THE COLOMBO CLUB

- i. Members and their guests are expected to, at all times, behave with decorum and in a manner that maintains the peace of the Club – whether it be in the Meeting Rooms or the open areas. *We do after all identify ourselves as a leading gentlemen's and ladies club with a proud history and heritage!*

- ii. Members and their guests are requested to enjoy their time at the club but always ensuring that they do not interfere with or disturb the space of others who may be present at the time, whether it be in meeting rooms or in the bar/restaurant/ lounge areas, whether by way of noise or other activity. *While we all do have a right to enjoy ourselves, it should not be to the detriment of the rights of others.*

- iii. Please do have your Colombo Club card with you when making use of the Club's facilities. *You may be a regular visitor but staff could be new and may require your card to obtain your membership number.*

- iv. In the event you want to use one of the meeting rooms or dine at the restaurant at the Club, please make your reservation early. *It is possible that spaces have been fully booked and you don't want to be disappointed.*

- v. Members may not bring in any food or beverage purchased elsewhere for consumption within the premises. The only exception would be the Bottle Bank facility provided by the Club. *The sale of food is a source of income to the Club and we expect the Members to contribute.*

- vi. Bottle Banks - Only 5 bottles may be accommodated at any time.
- vii. Smoking is not permitted in the entirety of the Club's premises. Any member wishing to smoke is requested to go down to the garden outside the Club's premises.
You may feel that this is a deprivation of your rights; but we do believe we need to consider the rights of others to a clean and unpolluted space.
- viii. Children of Members aged 12 years and over will be allowed access to the private meeting rooms and the restaurant. However, they will not be allowed in the bar and lounge areas. Please do note that they must at all times be accompanied by the Member. Children under the age of 12 are not allowed into the Club.
The Club is conscious of its social responsibilities. The laws of the country discourage children from being exposed to alcohol, even in the company of their parents.
- ix. Pets are not allowed within the premises of the Club.
- x. The rules and etiquette of the Club provides for a Dress Code of Smart Casual.

Gentlemen:

- Collarless T-shirts are not allowed
- Shorts are not permitted at any time
- Formal National dress is permitted.
- Gentlemen must wear shoes. Sandals are permitted only with National Dress.
- Casual footwear such as flip flops, trainers etc. are not permitted.

Ladies:

- T-shirts and shorts are not allowed at any time
- Casual footwear such as flip flops, trainers etc. are not permitted.

The Club looks to provide an ambience to its members. It would be nice if the Members and the guests did the same!

- xi. Where Members have invited guests, Members please ensure that you are present till all your guests have left. You are after all liable for all bills incurred.
After all this is your Club, your hospitality and your responsibility.
- xii. In the event that you have invited guests please do note that all of your guests should also follow the above guidelines.
- xiii. The Colombo Club is very conscious of its obligations to comply with national laws and regulations. Members are requested to follow any relevant guidelines that may be in place at any time, when on the Club's premises.
- xiv. Payment of subscriptions and other dues

The Constitution of the Colombo Club is very clear on the basis on which bills are settled and the action to be taken for late or non-payment. We request you to follow these guidelines even while you enjoy the facilities offered by the Club.

Please remember that even should you delay, the Club has to meet all of its obligations on the due dates. It would not be fair if other members are financing your dues!

