

**BY-LAWS OF THE INSTITUTE OF PERSONNEL
MANAGEMENT SRI LANKA(INC)**

1. Interpretation

In these By-laws, if not inconsistent with the context -

- (i) 'The Institute' means the Institute of Personnel Management Sri Lanka, founded in 1959 and incorporated by Law No. 24 of 1976.
- (ii) 'The Council' means the Council of the Institute.
- (iii) 'Personnel Management' means all or any of those Key Result Areas of Personnel/Human Resource Management, the advancement of which is recognized by the Council as being within the objects of the Institute as set forth in the Act.
- (iv) 'Personnel Manager' means an individual who is engaged in the practice of Personnel/Human Resource Management/ Development.
- (v) 'Secretary' includes the Hony. Secretary, any Deputy or Assistant Secretary and any person appointed temporarily by the Council to perform the duties of the Hony. Secretary of the Council.
- (vi) 'Month' means Calendar Month.
- (vii) 'Act' means Law No. 24 of 1976.
- (viii) 'Rules' mean the rules framed under By-law 106 (a)

- (ix) Words importing the masculine gender include females.
- (x) Words in the singular shall include the plural and the words in the plural shall include the singular, where the context so requires or admits.
- (xi) 'CPD' means Continuous Professional Development as stipulated by the Council.
- (xii) 'HRM' means Human Resource Management.
- (xiii) 'HRD' means Human Resource Development.

CONSTITUTION

2. (i) The institute shall consist of Fellows, Hony. Members, Members and Associate Members all whom are collectively referred to as Corporate Members. The Institute may also have attached to it Affiliates, duly authorized Representatives of Service Subscribers and Student Members all of whom are collectively referred to as Non-Corporate Members.

(ii) The names of all Corporate and Non-Corporate Members shall be entered on the Roll of the Institute (hereafter referred to as 'the Roll'). A Member who changes his name shall thereupon inform the Hony. Secretary stating his former name and the Hony. Secretary shall amend the Roll accordingly.

(iii) Corporate Members of the Institute in the various grades shall be entitled to the exclusive use after their names the following abbreviated designations appropriate to their respective grades -

Fellows	-	F.I.P.M. (SL)
Hony. Members	-	Hony. M.I.P.M. (SL)
Members	-	M.I.P.M. (SL)
Associate Members	-	A.M.I.P.M. (SL)

(iv) Non-Corporate members shall not have the right to vote at Annual General or Special General Meetings or to requisition or to join in requisitioning any Special General Meeting of the Institute or to hold office or to be appointed a Member of any of the Committees of the Council, except as provided in Section 9, Section 18, Section 19, Section 42 and Section 58 of the By-laws.

(v) **The Membership Selection/Upgrading Panel** (other than for upgrading to the grade of Fellows) appointed by the Council will consist of the President, three Vice Presidents, any two Past

Presidents and the Hony. Secretary (any three of them at any given time) The selection panel for Fellow Members appointed by the Council will consist of the President and four (4) Fellow Members (any three of them at any given time). The President will be the Chairman or in his absence the Members present shall appoint a Chairman. Hony. Secretary or in his absence the Assistant Secretary will officiate as the Secretary to the Panel.

FELLOWS

3. **Fellows** shall comprise of every person who has been elected or transferred into the class of Fellow and whose name appears on the Roll of the institute as such. Every candidate for election or transfer to the class of Fellow shall satisfy the Council that:

(a) he has been on the Roll of the Institute in the class of Member for a continuous period of at least **three (3) years**,

and

(b) (i) he possesses not less than **ten (10) years** Managerial experience in Personnel / Human Resource Management in a recognized Organization acceptable to the Council out of which **5 years** should be at Senior Management Level, **or**

(ii) **ten (10) years** full-time Personnel / Human Resource Consultancy in a reputed Organization acceptable to the Council out of which **5 years** should be at a Senior Consultancy Level, **or**

(iii) **ten (10) years** experience as a Lecturer in Human Resource Management / Human Resource Development in a recognized University, out of which **5 years** should be as a Senior Lecturer, **or**

ASSOCIATE MEMBERS

(iv) he holds a Senior Management position at General Management Level with at least **ten (10) years** experience, out of which **five (5) years** should have been in a Senior Management position in Human Resource Management in a reputed Organization acceptable to the Council,

and

(c) he should have a minimum of **three (3) years** CPD to support his application eligibility at the time of application. This replaces the present CPE system. All Applications supported by comprehensive Bio-data including details of CPD claimed with supporting documents, should be submitted to the Hony. Secretary.

MEMBERS

4. Members shall comprise of every person who has been elected or transferred to the class of Member so long as his name is on the Roll as such. Every candidate for election or transfer to the class of Member shall satisfy the Council that:

(a) he has experience in the field of Personnel / Human Resource Management or performs at Executive, Teaching / Lecturing or Consultancy level in Personnel / Human Resource Functions for a period of at least **three (3) years**,

and

(b) he had been continuously on the Roll of the Institute as an Associate Member for a period of at least **three (3) years**,

and

(c) he should have a minimum of **three (3) years**, CPD with documents to support his eligibility at the time of his application.

5. Associate Members shall comprise of every person who has been elected or transferred to the class of Associate Member so long as his name remains on the Roll as such. Every candidate for election or transfer to the class of Associate Member shall satisfy the Council that:

(a) he has obtained the National Diploma in Human Resource Management conducted by the Institute based on the syllabus which existed up to **16-10-2005** or thereafter a passed finalist in Professional Qualification in Human Resource Management (PQHRM) Course conducted by the Institute. **OR**

(b) he holds an equivalent qualification or Degree in Human Resource Management from a recognized University which will have to be verified and accredited for certification of prior learning up to part II of the IPM professional examinations. Exemptions may be granted at the discretion of the Council for those having a Masters Degree in management from a recognized University, in accordance with the stipulated standards **upto 50%**. He should also satisfy the Council for the balance through **Professional Standard Assessment**, which may be an examination conducted by the Institute or any other criteria that may be prescribed by the Council at any given time.

and

(c) he holds a position at Executive level in Human Resource Management / Human Resource Development functions **or** should work as a full time Consultant in Human Resource Management / Human Resource Development **or** function as a Lecturer in Human Resource Management / Human Resource Development in a recognized University acceptable to the Council, with **three (3) years** experience in the respective functional area **or** has **five (5) years** experience at Executive Level covering minimum 3 key result areas of Human Resource functions.

- (d) Applicants who do not possess the qualifications as stipulated above in 5 (a) or (b) but have not less than **ten (10) years** experience at **Senior Managerial Level** in Human Resource Organization acceptable to the Council, may be assessed using a **Professional Assessment Scheme** formulated by the Council, including a **Management Report** that demonstrates professional competence.

AFFILIATES

6. **Affiliates** shall comprise every person who has been admitted to the class of Affiliate or as long as his name is on the Roll as such. Every candidate for admission to the class of Affiliate shall satisfy the Council that:
- (a) he is more than 21 years of age,
and
 - (b) he performs at an **Executive Level** in Personnel / Human Resource Functions of a recognized organization acceptable to the Council **or** is teaching HRM / HRD at a recognized university acceptable to the Council at least for **three (3) years**,
or
 - (c) he has passed the Certificate Course or Stage I of the IPM **Professional Qualifications in Human Resource Management** and has **one year's** experience at executive level in Human Resource Management / Human Resource Development in a reputed Organization acceptable to the Council.

STUDENT MEMBERS

7. **Student Members** shall comprise of students who enroll for any regular course of study (Foundation / Certificate / Diploma / Professional) approved by the Council and admitted to the class of Student Member, as long as his name is on the Roll as such.

HONORARY MEMBERS

8. **Honorary Members** shall comprise of every person who has been appointed to the class of Honorary Member as long as his name remains on the Roll as such.
- (a) The institute will confer **Honorary Membership in the grade of Member** on not more than 3 persons in any one year based on the criteria that such persons have completed **15 or more years** service in the Human Resource Management / Human Resource Development field, including a minimum of **ten (10) years** in a Senior Management Position in Human Resource Management / Human Resource Development, together with outstanding services rendered in the field of Human Resource Management / Development **or** persons who are engaged in Human Resource / Personnel functions or full-time Human Resource Consultancy **or** have functioned as Senior Lecturers in Human Resource Management / Development and have rendered significant service to the Development of the discipline.
 - (b) Selections will be made by the Council at its sole discretion. An appointment to the class of Honorary

Member will be made by invitation. Honorary Members shall come within the class of Corporate Members.

SERVICE SUBSCRIBERS

9. Service Subscribers shall comprise any reputed Company, Institute, Corporation or other Organization invited and admitted by the Council at its sole discretion into the class of Service Subscriber as long as the name of the Company, Institute, Corporation or other Organization, remains admitted by the Council as such. Service Subscribers shall nominate their representatives and be approved by the Council. Organizations may also apply for election to the class of Service Subscriber and shall satisfy the Council that such Company, Institute, Corporation or other Organization subscribes to the aims and objectives of the Institute and/or wishes to obtain the benefits of the service of the Institute.

ELECTION, TRANSFER AND EXPULSION OF FELLOWS, HONY. MEMBERS, MEMBERS, ASSOCIATE MEMBERS, AFFILIATES, SERVICE SUBSCRIBER REPRESENTATIVES AND STUDENT MEMBERS

10. (a) Every proposal for election or transfer as Fellow, Member, Associate Member or Affiliate, shall be signed by at least one Corporate Member and the Head of the Organisation of the Applicant certifying that they recommend the election or transfer of the candidate from their personal knowledge that such candidate is in every respect a proper person to be enrolled to the Institute and to the best of their knowledge he possesses the requisite qualifications. Every such proposal shall contain such undertaking signed by the candidate and be in all other respects in such form as the Council may prescribe.

(b) It shall be a condition of the election of every Fellow, Member, Associate Member, Affiliate or Service Subscriber Representative, that his application / nomination contains no untrue or misleading statement / recommendation relating to himself by the Organisation; and the election of any person may be set aside by a resolution of the Council expressing the belief that the particulars given in his application or on his behalf by the Organisation, were in some respect untrue or misleading and declaring such election to be annulled ; so however that the person / Organisation concerned shall be notified of the intention to propose any such resolution and the Council shall first consider any statement or explanation in regard to the matter in question, which such person / Organisation may think fit to give, in writing ; and make such other investigation as they may think proper. After passing of any such resolution the name of the person to whom it relates shall be removed from the Roll forthwith.

11. (a) Every application made in accordance with the By-Law 10 (a) and nomination under By-Law 10 (b) shall be delivered to the Hony. Secretary who shall submit the same to the next immediate Council Meeting. The Council, subject to the conditions hereinbefore set forth may, if it thinks fit make the proposed election/transfer.

(b) A list of those candidates whom the Council has decided to be enrolled as Corporate Members shall, as soon as possible after such meeting of the Council, be published and issued to all Corporate Members. After the lapse of at least one month from the date of such publication, during which time the Hony. Secretary will receive for report to the Council communications in respect of the qualifications and character of any candidate, the Council, thereafter, if satisfied that he is a fit and proper person to become a Corporate Member, shall declare the candidate elected.

12. Every proposal for transferring a Member to the class of Fellow, Associate Member to the class of Member and Affiliate Member to the class of Associate Member shall be in such form as the Council may prescribe. This form having been duly completed and subscribed by a Corporate Member shall be delivered to the Hon. Secretary, who shall submit same to the selection and upgrading panel. The Council, subject to the conditions hereinbefore set forth, may if they think fit, make the proposed transfer thereafter on the recommendation of the selection/upgrading panel who shall act as per By-Law 2 (v).
13. Every person duly elected a Fellow, Member, Associate or Affiliate Member or transferred from one class to another, shall be informed thereof. Every person so elected or transferred shall pay the entrance or transfer fee, if any and the annual subscription for the current year (or the increase thereof in case of transfer) within one month after the date of his election or transfer, which otherwise shall become void.
14. Every Fellow, Member, Associate or Affiliate Member who has been elected and had made proper payments shall receive a **Certificate of Membership** and in addition every Fellow Member shall be awarded an appropriately designed **Cloak** and also an **Insignia** depicting the IPM Logo with the 'Fellowship' wordings, date of award and the recipient's name engraved on the reverse side, which is valid as long as he pays his subscriptions. This Certificate and the Insignia which shall remain the property of the Institute, in the event of the holder ceasing to be a Member, otherwise than by death or cessation of Membership, **shall on request be returned to the Institute.**

15. A member of any class may by notice in writing to the Secretary resign his Membership of the Institute after payment of all sums due from him in respect of subscriptions or otherwise. In the event of such resignation the certificate and or Insignia shall be returned to the Institute forthwith and/or failure to do so would result in the Certificate being cancelled and Insignia made invalid. The Institute reserves the right to publish in the National Press, from time to time, all such cancellations.
16. Any member whose membership is cancelled or who has resigned from membership shall be barred from using any title referred to in Section 2(iii) of the By-Laws or claim to be a Member of the Institute in any category whatsoever or claim any connection with the Institute.
17. The admission to all classes of membership shall be by the Council. The Continuance of any person as a Member of any class of membership shall be subject to the provisions contained herein.

PRIVILEGES OF AFFILIATES & SERVICE SUBSCRIBERS' REPRESENTATIVES

18. Affiliates and duly authorized Representatives of Service Subscribers who are nominated / admitted by the Council as members of the Council and / or members of committees shall be entitled to attend all meetings of the Institute but not be entitled for voting rights. They have the use of the Library and Reading rooms (subject to the rules) and other facilities available in the Institute. They shall be entitled to receive copies of such Institute publications as the rules may provide. Affiliates in common with other members shall be eligible to apply for the Scholarships, Premiums and Prizes.

19. Affiliates and Service Subscribers' authorized Representatives and Student Members shall have such other privileges as Rules may provide.

STUDY PROGRAMMES & EXAMINATIONS & THE APPOINTMENT OF DIRECTOR OF STUDIES

20. The **Director of Studies** shall be appointed by the Council and the Council shall regulate his remuneration. It shall be the duty of the Director of Studies under the direction of the Council to re-organize and administer the **examination unit of the Institute**; to superintend the conduct of examinations; to mount courses of training; to encourage and supervise the courses of training conducted by Educational Bodies for the Institute's examinations; to appoint and retain appropriate qualified panels of Examiners and Lecturers for the purpose of teaching; to liaise with Examinations Department and overseas Institutes of Personnel Management and or similar organisations; to supervise and ensure issue of authorised Certificates and Diplomas to successful candidates of the Institute's examinations and carry out other functions delegated to him by the Council.

21. The Council shall cause examinations to be held for approved candidates for admission as Associate Members or for election as Members or Affiliate Members or for the **grant of Certificate of Competence**. The time and place or places at which such examinations shall be held, the subjects which they shall comprise, the fees to be paid or deposited by candidates in respect of such examinations, and the conditions under which candidates may be admitted thereto shall be prescribed by Rules that may be made by the Council from time to time in accordance with By-Law 106 (a).

22. **The examinations** for admission as Members or Associate Members or for any other purpose are called the “**Institute Examinations**”.

23. The examinations shall be directed by the Council, which shall obtain such assistance as may be necessary from qualified persons to be appointed by them as examiners. The remuneration of such examiners shall be fixed by the Council. The Council may in their discretion, permit persons who are not at the time candidates for election, to present themselves for any examination, and if they pass such examination the Council may exempt them (wholly or partly) from further examination if they subsequently apply for election. After each examination held under the direction of the Council, the Council shall receive the report of the examiner and shall determine which candidate shall be deemed to have passed.

24. The Council shall have the power to recognize such University Degree and Collegiate or other certificates, if after scrutiny, may deem to prove as sufficient standard of attainment in the subjects referred to; and may exempt such graduates or holders of such certificates from passing in whole or part of the aforesaid examination.

PROFESSIONAL CONDUCT

25. No person who has ceased to be on the Roll is entitled to make use of any designation implying connection with the Institute.

26. All Corporate and Non-Corporate Members are required to conduct themselves so as to uphold the dignity, standing and reputation of the Institute and are bound by the **Code of Professional Conduct** that may be prescribed by the Institute from time to time under By-Law 27.

- 27.
- (a) Without prejudice to the generality of the last preceding by-law the Council may for the purpose of ensuring the fulfilment of this requirement and the provisions in Section 9 of the Law No. 24 of 1976, make, amend and rescind rules to be observed by Corporate and Non-Corporate Members or **persons practising or acting as Personnel / Human Resource Managers / Consultants in Sri Lanka** with regard to their conduct in any respect which may be relevant to their position or intended position as Members of the Institute and may publish directions or pronouncements as to specific conduct which is to be regarded as proper or as improper (as the case may be).
- (b) No Council Member shall enter into any formal or informal contract with the Institute for financial consideration or hold any paid office other than in the case of an ad-hoc arrangement with an honorarium except in respect of providing services such as Lecturing, Consulting and Research assignments, etc..
- (c) Fees paid to each of the Council Members for any services referred to in by-law no 27 (b) shall be stated in the monthly accounts and the aggregate payment shall be stated in the final Accounts.

EXPULSION OR OTHER DISCIPLINARY ACTION

28. For the purpose of this and next three succeeding by-laws 'Members' shall include both a Corporate Member and a Non-Corporate Member and "Improper Conduct" shall mean -
- (a) any breach of these by-laws or rules or professional conduct or directions made or given thereunder, and

- (b) any other conduct which shall indicate unfitness to be a Member or shall otherwise be unbecoming to and unbecoming of a Member as such.

For the said purpose any member who shall be convicted by a competent tribunal of a criminal offence of moral turpitude which in the opinion of the disciplinary body, approved by the Council hereinafter referred to and called '**the Disciplinary Body**' which shall **consist of 5 Corporate Members**, renders him unfit to be a member shall be deemed to have been guilty of improper conduct.

29. If a member shall have been guilty of improper conduct, the disciplinary body may make such order as it may consider appropriate. The order which the disciplinary body shall have power to make shall be the expulsion from membership, suspension for any period, reprimand or admonition. The disciplinary body shall also have power to direct that a member found guilty of improper conduct shall make a contribution towards the costs and expenses of the Institute as incidental to any hearing before the disciplinary body. A Member shall not be expelled except by a majority of **at least two-thirds of the members of the disciplinary body present** and voting on the consideration of the relevant case.
30. The Council may from time to time make, amend or rescind rules for the purpose of -
- (a) Setting up (either temporary or for a period or ad hoc) a **Disciplinary Body** or bodies to investigate any allegation of improper conduct on the part of a member or any person practising or acting as Personnel/Human Resource Lecturer / Executive/ Manager or Consultant in Sri Lanka.
- (b) Setting up (either temporarily or for a period or ad hoc) a body or bodies to adjudicate upon any such complaint or allegation and if the same shall be held to be justified to make such order (if any) as it or they may consider appropriate.

- (c) Providing for the publication of decisions of the last-mentioned body or bodies.
- (d) Determining the constitution and membership of such bodies and regulating the procedure of its functions.
- (e) Dealing with any other matter which may be relevant to any such body or its functions.

The said Rules shall be designed to secure, that any allegation of improper conduct shall be properly investigated and (if sufficiently serious) be referred for adjudication by an impartial Tribunal consisting either wholly or partly of members of the Council, that before being called on to deal with any complaint or allegation, and before being found guilty of such conduct, the member or such other person, shall be given an opportunity of being heard or represented and that in all other respects the investigation shall be made and the proceedings conducted and the decision shall be made known to members and others so far as may be necessary or desirable with a view to the furtherance of the objects of the Institute.

31. Subject to any Rules made under the last preceding by-law, any 'Body' set up hereunder shall regulate its own procedure.

SUBSCRIPTIONS, ETC.

32. (a) The **Annual subscriptions**, transfer and entrance fees payable by the Fellows, Members, Associate Members, Affiliates, Service Subscribers and Student Members **shall be at rates fixed by the Council from to time.**

- (b) Fellow Members, Members or Associate Members may **on retirement, on leaving Sri Lanka and on completion of 25 (Twenty Five) years of continuous service** as a corporate member of the Institute **and** contributed appreciable service to the well-being of the Institute, can continue Membership on payment of **half rates** for the respective class, depending on the merits of each case, as decided by the Council.
- (c) A Fellow Member, Members or Associate Member, with 10 (Ten) years of continuous Membership as a Corporate Member of the Institute, can, on completion of 60 (Sixty) Years of age, continue Membership without further payment of Annual Subscriptions that fall due from such Member.

33. All annual subscriptions are due on the **31st of January** in each year for the year then commencing. The acceptance of an annual subscription from a person who has ceased to be a member shall not create any presumption as to Membership of the Institute.

34. The **first annual subscription** of any Fellow, Member, Associate Member or Affiliate elected between the **first of September and the thirty first of December** in any year, or **the increase thereof** in the case of Member transferred to the class of Fellow, an Associate Member transferred to the class of Member and Affiliate transferred to the class of Associate Member and the **first annual subscription** of any Member, Associate Member, Affiliate, Service Subscriber or Student Member **admitted** during that period, shall be in respect of the year following, **commencing the first of January.**

35. Every Member shall be liable for the payment of his annual subscription until he has intimated to the Secretary in writing his desire to resign, having previously paid all arrears including the subscription for the current year, at the date of his notice, or until he has forfeited his right to remain in or be attached to the Institute.

36. Any Fellow, Member, Associate Member, Affiliate, Service

Subscriber and Student Member, whose subscription for the current year has not been paid before the **first day of February**, shall be **'in arrears of subscriptions'** and shall not be entitled to receive the Institute publications until such subscription has been paid.

37. Every Member on transfer to another class of Membership shall pay the full subscription for the current year as a Fellow, Member or Associate Member, as the case may be, except as may be provided for in By-Law 34, and the subscription he has already paid for that year shall be taken as in part payment thereof.

EXCLUSION (NON PAYMENT OF DUES) & CONTINUATION OF MEMBERSHIP WITHOUT PAYMENT OF MEMBERSHIP FEES

38. If any Fellow, Member, Associate Member or an Affiliate Member or Service Subscriber, shall leave his subscription in arrears for two years and shall fail to pay such arrears within 3 months after a written notice has been sent to him by the Hony. Secretary, his name shall be struck off the Roll, unless the Council shall otherwise decide and he shall thereupon cease to have any rights as a Fellow, Member, Associate Member, Affiliate or Service Subscriber, but he shall nevertheless continue to be liable to pay the arrears of subscription due at the time of his name being struck off the Roll, The Certificate of Membership of every person so excluded shall be returned under Sec. 14 of the By-Laws to the Hony. Secretary of the Institute immediately.
39. In the case of any Corporate Member or a Non-Corporate Member **whose earning capacity has been adversely affected by ill-health, advance age, or otherwise**, the Council may, at their discretion, maintain his name on the Roll **without further payment of the annual subscription** which are due from such an individual.

REINSTATEMENT OF FORMER FELLOWS, MEMBERS, ASSOCIATE MEMBERS AND AFFILIATE MEMBERS.

40. The Council may, if they find good reason to do so, **reinstate**, under such conditions as they may seem fit, any person who has been a Fellow, Member, Associate Member or Affiliate Member, and **whose name has been struck off the Roll**. These cases must be considered and reported to the Council by a **Committee** appointed by the Council **consisting of five Corporate Members** for the purpose.

CONSTITUTION OF THE COUNCIL

41. The Council shall consist of the following:

The President
Three Vice-Presidents
The Honorary Secretary
The Honorary Treasurer
The Honorary Assistant Secretary
The Honorary Assistant Treasurer
The Honorary Editor
Six Corporate Members
The Immediate Past President

42. The Council at its descretion co-opt not more than four Corporate / Non Corpotare Members **other than Student Members** and such Non Corporate Members are not entitled to voting rights. In co-opting the four (4) members, the Council as far as possible may select such Members from those employment sectors which are not represented in the "Elected Council".
43. The Council shall hold office from one Annual General Meeting to the next Annual General Meeting.

- 44.** The President shall be a Corporate Member of the Institute who will be invited by the outgoing Council to assume this position. His term of office may be renewed from year to year.
- 45.** In the absence of the President, one of the Vice Presidents in order of Seniority shall act as President. The order of seniority of the Vice President shall be in accordance with the duration of their occupancy of that office, and in the case of equality of such duration it shall be the order decided by the Council.
- 46.** The following office-bearers, viz, 03 Vice Presidents, Hony. Secretary, Hony. Assistant Secretary, Hony. Treasurer and Hony. Assistant Treasurer, Hony. Editor and six Council Members shall be Corporate Members of the Institute and shall be elected annually in accordance with the procedure laid down below.
- 47.** The Hony. Secretary shall send notices to all Corporate Members inviting nominations for election of office-bearers. The notice shall be issued **06 weeks** before the due date of the ANNUAL GENERAL MEEETING. The Notice shall be accompanied by list of names of Corporate Members eligible for election indicating at their professional positions.

- 48.** All nominations for election of office-bearers, in **closed cover** marked “NOMINATION” shall be sent to the Hony. Secretary **04 weeks** before the date of the **Annual General Meeting**. Such nominations shall be proposed and seconded by Corporate Members; the consent of the persons so nominated shall be obtained before-hand by the proposer in writing and shall be forwarded along with the nomination. No nomination shall be valid unless the proposer, the seconder and the person nominated **have paid their subscriptions for the current year** and are eligible for election.
- 49.** The Hony. Secretary shall table such **closed covers unopened** at the meeting of the Council prior to the Annual General Meeting. The Council shall scrutinize nomination papers and declare them valid, if found in conformity with Rules hereof.
- 50.** The members who have submitted valid nominations shall be duly elected at the Annual General Meeting. In the event of more than one candidate is proposed for any post, there shall be an **election by secret ballot** to be administered by a senior member of the Institute at the Annual General Meeting. **The voting shall be by members present. No proxy or postal voting is permitted.** The President shall announce the successful candidates at the Annual General Meeting.
- 51.** In the event of any equality of votes for any office, the Chairman at the Annual General Meeting shall exercise his Casting Vote.
- 52.** Even after adopting the procedure laid down herein before, at the Annual General Meeting, there still remains vacancies unfilled, the Chairman shall proceed to fill such vacancies by election at the said Annual General Meeting. Thereafter the Council shall be

competent to act notwithstanding any vacancy in their body and may at anytime fill such vacancy by invitation from among the Corporate Members.

53. The office of a Member of the Council shall be vacated if he gives notice in writing to the Council of his wish to resign, or if he ceases to be a Corporate Member of the Institute: or if he fails to attend three (3) consecutive meetings of the Council without giving any valid reasons and fails to responds to any relevant communications from the Council: It shall also be vacated if he becomes bankrupt in the case of Service Subscriber representatives, or of unsound mind and the Council resolves that it be vacated. Any such resolution shall be conclusive as to the fact and grounds of vacation stated in the notice. Any resulting vacancy may be filled by the Council by appointing a Corporate Member who is qualified for election to the office in which the vacancy has occurred.

POWERS AND PROCEEDINGS OF THE COUNCIL

54. **The Council is the Executive Body of the Institute. The Members of the Council are individually and collectively responsible for the overall management of its activities.** To recognize the dignity of office and for professional identification the Council Members **shall wear a Cloak** appropriately designed and issued by the Institute. The said Cloak shall be worn at special and important ceremonies of the Institute as long as one remains a Member of the Council.

55. **The direction and management of the Institute are vested in the Council,** subject to the provisions in the Act, By-Laws and Rules of the Institute and of all resolutions of Special General Meetings of Corporate Members which have been duly summoned and held in accordance with the by-laws when such resolutions have been duly entered on the Minutes and signed by the Chairmen of such meetings.

56. The Council shall meet as often as necessary, provided that there shall at least be a meeting **once a month**. All decisions of the Council shall be by majority of votes of those having the right to vote properly given thereat and in the case of a tie the President or other person presiding shall have a second or casting vote and **one third of the total number of the Corporate Members in the Council** shall be the **quorum**.

57. **The decisions of the Council on all matters dealt with by them** in accordance with the provisions of the By-Laws and Rules as aforesaid **shall be final and binding** on all Fellows, Members, Associate Members, Affiliates, Service Subscriber Representatives and Student Members, Such decisions shall be properly recorded by the Hony. Secretary.

58. **The Council may appoint Sub-committees** for a specific period which may consist of Members of the Council and other Members including Non-corporate Members and wherever appropriate or necessary persons from different professions to facilitate the achieving of objectives of the Institute. All Sub-committees shall conform to any directions that may be given to them by the Council and subject to such directions, may regulate their procedure as they think fit.

59. In the event of the absence of the President and of all the Vice-Presidents, a duly notified regular meeting may elect any member of the Council to take the Chair.

60. The newly elected Council shall meet within **fourteen days** of such election and shall formulate the **Annual Budget of the Institute** comprising the expected income and the predicted expenditure for the ensuing year which shall be formally adopted at the first monthly Council meeting to be held **within thirty days** of the Annual General Meeting. Any variation from such budget

thereafter shall be closely monitored by the Hony. Treasurer and on a monthly basis shall notify the Council and obtain approval for such change in expenditure.

61. **A Statement of the funds of the Institute** and of the **receipts and payments** during the past financial year, terminating on the **31st March**, shall be made under the direction of the Council, and after having been verified and signed by the Auditor, shall be laid before the Annual General Meeting.
62. The Council shall draw up a **Yearly Performance Report** on the state of the Institute, which shall be presented at the Annual General Meeting.
63. The Council may make, amend and rescind Rules for the Purposes specified in the by-laws but so that the same be not repugnant to these by-laws and provided that no such Rules, amendment or rescission shall come into operation until the same has been approved by a Special General Meeting of the Institute, whether before or after the same has been made, amended or rescinded by the Council.
64. The Council may make, amend and rescind Rules for the better ordering of any matter referred to in by-laws, other than matters to be governed by Rules or otherwise for the better governance of the Institute and its affairs, but so that the same be not repugnant to these By-Laws or the Rules.
65. The Council shall maintain or cause to be maintained and publish a **Register of the Members** of the Institute which is referred herein as **Roll**.
66. The Council shall **ensure the maintenance of professional standards** among the members of the Institute and other personnel practicing or acting as Personnel / Human Resource

Managers or Consultants and take all actions deemed necessary to see that the members adhere to the professional ethics and conduct as laid down and reviewed from time to time by the Council.

67. The Institute with the view to support the operations and management of its activities and to uphold highest standards in professionalism, **is empowered to engage Secretarial Staff** permanent, temporary or casual as approved and decided by the Council for the smooth functioning of the Institute, The selection of such staff, remunerations and other terms of employment shall be approved by the Council on written recommendation of the President and the Hony. Secretary.
68. The Council shall ensure **proper financial administration procedures** in keeping with the generally accepted Accounting principles **are strictly followed** by those authorized to handle the finances of the Institute. All expenditure to be incurred in accordance with a regulatory system set out by the Council and in accordance with delegated authority by the Council. In an emergency, the written prior approval of the President, Hony. Secretary and the Hony. Treasurer should be obtained and thereafter submitted for ratification to the next Council Meeting with due notice in the form of Council Paper.

THE HONY. SECRETARY

69. **The Honorary Secretary** shall be elected annually from among the Corporate Members.
It shall be the duty of the Hony. Secretary, under the general direction of the Council, to conduct the correspondence of the Institute; to attend the meetings of the Institute and of the Council; to take minutes of the proceedings of such meetings; to circulate

or read the minutes of the proceeding meeting and such communications as may be required to be circulated or read; to be responsible for all persons employed under Sec. 67 of the By-Laws; and to monitor all other ordinary business of the Institute. The Hony. Secretary shall be responsible for the preparation of the Yearly Performance Report referred to in By-Law 62. **The Hony. Secretary shall be responsible for the smooth and efficient operations of the Secretariate of the Institute.**

THE HONY. TREASURER

70. The Honorary Treasurer shall be elected annually from among the Corporate Members.

It shall be the duty of the Hony. Treasurer under the general direction of the Council to arrange for the collection of subscriptions, fees, grants and donations; to direct the keeping of accounts of all receipts and of the expenditure of the funds; to present monthly and annually the Statement of Accounts including the audited accounts for the financial year; and to superintend and be responsible for presenting of such papers and transactions to the Council and as required by-law. **The Hony. Treasurer shall be accountable to the Council of the Institute in regard to the proper management of finances of the Institute.**

THE AUDITOR AND THE AUDIT

71. The Auditor shall be elected by the Corporate Members at each Annual General Meeting. The Auditor shall retire at the next following Annual General Meeting, but shall be eligible for re-election. A nomination for the office of Auditor shall be submitted by the Council to the Annual General Meeting when members may make a further nomination or nominations.

72. The Auditor shall be a firm qualified to practice as Auditors in Sri Lanka In the event of an elected Auditor being unable to act, the Council shall appoint another qualified Auditor in his place to act till the next Annual General Meeting.

73. The Auditor shall have access at reasonable times to the books of accounts and all relevant documents of the Institute and shall be entitled to receive such information and explanation as may be required from the members of the Institute.

74. The Auditor shall forthwith bring to the notice of the Council in writing if in his opinion any of the books, documents or records which the Institute should maintain are not being properly kept or if he is unable to obtain any information or explanation required from any officer.

75. The Auditor shall make a report to the Council on the accounts examined by him and the report shall state whether in his opinion the balance sheet for the financial year is properly drawn up so as to exhibit a true and correct position of the state of the Institute's affairs according to the best of his information and the explanations given to him and as shown by the books of the Institute.

THE IMMEDIATE PAST PRESIDENT

76. Any President who relinquishes his duties after serving his/her term of office shall be the Immediate Past President and shall serve on the Council in such capacity.

COLLEGE OF PAST PRESIDENTS

77. The Institute shall establish a College of Past Presidents for the

the purpose of fostering good relations with the Council and the Membership and for the purpose of working towards the goodwill and further development of the Institute. The immediate Past President shall act as the link between the Institute and the College of Past Presidents.

FINANCE

78. The finances of the Institute will comprise of all monies received by way of entrance fees or any other fees, membership dues, subscriptions, other charges, special contributions from members, donations, grants and all other monies including revenue from study programmes, seminars, conferences etc. received by the Institute. The Council shall cause true, proper and up-to-date accounts to be kept of all sums of monies received and expended by the Institute and of matters in respect of which such receipt or expenditure takes place and of records of all the property, credits and liabilities of the Institute.

79.
(a) All monies received by or on behalf of the Institute shall be paid into the account of the Institute at a Bank or Banks approved by the Council. The receipts acknowledging the monies on behalf of the Institute, signed by the Hony. Treasurer or by a person authorised by the Council shall be issued in respect of all such monies received.

(b) **The Council shall frame necessary rules for the better control and management of the finances of the Institute.**

80.
(i) All monies belonging to the Institute shall be applied for

carrying out the aims and objects of the Institute as stipulated in the Act.

(ii) All such monies shall be credited to the account of the Institute maintained at any Bank / Financial Institution approved by the Council and shall be used / utilised specifically for the purpose for which such borrowings are approved.

(iii) The Institute is entitled **to borrow or raise** and in any manner secure the payment of monies from banks, financial institutions or any other source deemed appropriate for the purpose of or in connection with the Institute's business.

(iv) The Institute may mortgage and charge the Institute all or any of the movable and immovable property and assets, present or future and make and issue other forms of security and collateral of further secure any securities of the Institute by a trust deed or other assurance.

81. All payments / expenditure from the funds of the Institute shall be effected by order of the Council. The **Hony. Treasurer shall be responsible to ensure obtaining receipts in respect of all such payments and maintain correct and accurate records.**

82. The Council through the Hony. Treasurer shall ensure that By-Laws 60 and 68 are observed with utmost importance and be responsible to the General Membership and to the authorities.

83. All the monies of the Institute not required to meet the current expenditure of the Institute may be invested in the purchase of or on the security of any stocks, shares, debentures, lands, buildings or other property of any nature as the Council may determine and the Council shall have power to decide on such investments, from time to time.

84. The financial year of the Institute shall close on the **Thirty First day of March in each year** until otherwise determined by the Council on exceptional circumstances.

85. The Council shall provide a **Common Seal** of the Institute and the Hony. Secretary shall be responsible for the safe custody thereof. The Seal shall be affixed to such certificates, deeds and documents as are authorised by the Council **to be sealed only in the presence of the President and the Hony. Secretary** or such other person as they may respectively appoint for the purpose; and the President and the Hony. Secretary or such other persons as aforesaid **shall sign every instrument to which the Seal of the Institute is so affixed in their presence.**

ANNUAL GENERAL MEETING

86. The Annual General Meeting of the Institute shall be held on or before **31st day of July** as may be fixed by the Council, at such place and at such hours as may be appointed by the Council. **Four weeks notice** shall be given to the Membership by the Hony. Secretary of the Annual General Meeting.

87. The business of the Annual General Meeting shall be :

- (a) The confirmation of the minutes of the previous Annual General Meeting.
- (b) Consideration and adoption of the Annual Report of the Council.
- (c) Consideration and adoption of the Balance Sheet and the Audited Accounts.
- (d) Induction of the President on the invitation of the Council.

(e) Election of the Vice Presidents, Secretary, Treasurer and other members of the Council.

(f) Appointment of the Auditor.

(g) Resolutions of which due notice had been given.

(h) Any other business as the Council shall think and appropriate.

RESOLUTIONS AT THE ANNUAL GENERAL MEETING

88. Any member desiring to move any resolution or motion at the Annual General Meeting shall give notice along with a copy of the resolution or motion to the Hony. Secretary to reach him **14 days** before the meeting. On receipt of resolution or motion, the Hony. Secretary shall inform the Council and include the proposed resolution or motion on the agenda. If the Council is of the view that such resolution or motion is detrimental to the objects of the Institute, such resolution or motion shall not be included on the agenda.

SPECIAL GENERAL MEETINGS

89. A Special General Meeting of the Corporate Members only may be convened by the Council at any time:

- (a) on the requisition in writing of **twenty five Corporate Members** (such requisitions shall state the matters to be moved at such special General Meetings) or,
- (b) for the purpose of confirming any resolution duly passed by the Council for the confirmation of any new by-laws or Rules,

for the alteration or recession of any existing by-laws or Rules or for any other specific purpose or purposes relative to the direction and management of the Institute.

- (c) Notice of such Special General Meeting shall be given by the Hony. Secretary to every Corporate Member **14 days** prior to the date of the meeting.

PROCEEDING AT MEETINGS

90. Subject to the provisions of the by-laws, the meetings of the Institute shall be conducted as prescribed by the Council from time to time. The Chairman shall regulate the proceedings and his ruling shall be final on all matters not specifically dealt with in the by-laws.
91. In the absence of the President and of all the Vice Presidents, the Chair shall be taken by a member of the Council, but if no Member of the Council is present and willing to act, the meeting shall elect a Chairman from the Corporate Members present.
92. The omission to give notice of a meeting of the Institute or the non-receipt of notice of such a meeting by any member entitled to receive notice, shall not invalidate the proceedings of that meeting.
93. No business shall be transacted at any meeting of the Institute unless a **quorum** is present when the meeting proceeds to business. If within **20 minutes** after the time appointed for a meeting the requisite **quorum** is not present, the meeting shall be dissolved.
94. At all meetings of the Institute, questions shall be decided

according to the majority of votes properly given thereat and in the case of tie the President or other person presiding shall have a second or casting vote.

95. The Chairman may with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place but no business shall be transacted at any adjourned meeting other than the business left unfinished at a meeting from which the adjournment took place. Notice of adjournment and of the business to be transacted at the adjourned meeting shall be given as in the case of an original meeting.

QUORUM

96. The quorum for an **Annual General Meeting and Special General Meeting** shall be **twenty five Corporate Members** on the roll of the Institute and no business shall be transacted unless there is a **quorum**. A member without voting right shall not constitute a **quorum**. For Council Meetings **the quorum shall be one third of the total number of Corporate Members in the Council.**

NOTICE

97. Any notice may be served or any communication may be sent by the Council or by the Hony. Secretary of the Institute to any member of any class either personally or by sending it prepaid through the post addressed to such person at his address as registered in the books of the Institute.

98. Any notice or communication, if served or sent by post shall be deemed to have been served or delivered on the day following that on which the same is posted; and in proving such service or sending it shall be sufficient to prove that the notice or communication was properly addressed and posted.

99. No member of any class, whose registered address is abroad, shall be entitled to any notice; and all proceedings may be had and taken without notice to such person in the same manner as if has been given due notice.

REFERENDUM BY POSTAL VOTE

100. Upon a resolution of the Council of which due notice has been given to every member of the Council and which has been carried by a **two-third majority of those present** and voting at a meeting of the Council, it shall be competent for the Council to refer any question which the Council are of opinion is of sufficient importance to take a poll of all the members resident in the Island and who have a right to vote on the matters in question, and thereupon a **postal vote** shall be taken by sending a copy of the proposed resolutions and a voting paper by post to each member resident in the island. The voting paper shall be returned to the Secretary not later than 14 days after it has been posted. Scrutinizers appointed by the Council shall count the votes and their decision on any matter relating thereto shall be final, and if the resolution so submitted to a general poll be supported by the requisite majority of the votes polled, it shall be declared carried and shall be the resolution of the Institute.

MISCELLANEOUS

INSPECTION OF RECORDS AND ACCOUNTS

101. The minutes of all General Meetings of the Institute shall be open to all Corporate Members at all reasonable times on previous notice to the Hony. Secretary in writing. The minutes of any meeting of the Council shall be open to the inspection of any Corporate Member of the Council at all reasonable times. The Accounts of the Institute shall be open, at all reasonable times, to any member of the Council and, on prior notice in writing to the Hony. Secretary, to any Fellow, Member or Associate Member and (with the previous consent of the Council) to any other person elected or attached to the Institute.

ACCESS TO PROPERTY OF THE INSTITUTE

102. All books, drawings, communications, etc., the property of the Institute, not being on loan, with the consent of the Council, shall be accessible to the Corporate Members, at all reasonable times. None of the Property of the Institute shall be taken out of the premises of the Institute without the consent of the Council or authorised persons.

ENACTMENT OF BY-LAWS

103. The Council, when they may consider it expedient or when directed by a resolution of a Special General Meeting, to make a recommendation to the members **for a new by-law or the**

the alteration or rescission of an existing one, shall frame the new or altered clause and shall submit the proposed addition, alteration or rescission to the Corporate Members to be voted upon by them **at a Special General Meeting or by means of a postal vote**; and no such addition, alteration or rescission shall come into operation until the same has been **approved by a two-thirds majority of those voting**.

ESTABLISHMENT OF BRANCHES/UNITS/CHAPTERS

104.The Council of the Institute may establish Branches/ Units/ Chapters or Footings, as deemed necessary in the provinces or, on any such geographical basis, in order to fulfill the achievements of its objectives and details of such establishments shall be circulated to the members as early as possible.

CREATION OF TRUST

105.The Council may, subject to the approval of the General membership, create a Trust for any purpose that is deemed necessary to safeguard the interest and the property of the Institute.

AMENDMENTS TO RULES

106.
(a)The Council may from time to time **make, amend or rescind Rules** for the purpose of carrying out and giving effect to the By-Laws 21, 27, 30 and 79 (b) read with By-Laws 63 and 64,

for better control of the finances, staff administration and discipline and for any other purpose which the Council may think it necessary to set out Rules for the better management and conduct of the affairs of the Institute and to give effect to the by-laws of the Institute.

(b) **No Rule shall have effect until it has been approved** at a Special General Meeting of the Institute, by a **two-third majority of those voting**.

GENERAL CLAUSE

107.Any matter not covered or not provided in these by-laws shall be governed by the provisions of the relevant Law of the Country.