



***Constitution for  
Sustainable Consumption and Production  
Forum of Sri Lanka***

*12 July 2019*

**CONTENTS**

<b>ARTICLE 1: NAME</b>	<b>3</b>
<b>ARTICLE 2: OBJECTS</b>	<b>3</b>
<b>ARTICLE 3: MEMBERSHIP</b>	<b>4</b>
<b>3.1 TYPES OF MEMBERSHIP</b>	<b>4</b>
3.1.1 Individual Members	4
3.1.2 Institutional Members	4
<b>3.2 APPLICATIONS FOR MEMBERSHIP</b>	<b>4</b>
<b>3.3 Membership rights</b>	<b>5</b>
3.3.1 Individual Members	5
3.3.2 Institutional Members	5
<b>3.4 THE DUTIES OF A MEMBER</b>	<b>5</b>
<b>3.5 SUSPENSION, TERMINATION OR WITHDRAWAL OF MEMBERSHIP</b>	<b>6</b>
<b>3.6 FEES AND SUBSCRIPTIONS</b>	<b>6</b>
3.6.1 Admission Fees	6
3.6.2 Annual Subscriptions	6
3.6.3 Life Membership	6
<b>ARTICLE 4: ORGANS</b>	<b>6</b>
<b>4.1 GENERAL ASSEMBLY</b>	<b>6</b>
<b>4.2 ANNUAL GENERAL MEETING OF THE FORUM</b>	<b>7</b>
<b>4.3 SPECIAL GENERAL MEETINGS OF THE FORUM</b>	<b>7</b>
<b>4.4 VOTING AT GENERAL MEETINGS</b>	<b>8</b>
<b>4.5 QUORUM AT GENERAL MEETINGS</b>	<b>8</b>
<b>ARTICLE 5: BOARD OF DIRECTORS</b>	<b>8</b>
<b>5.1 POWERS</b>	<b>8</b>
<b>5.2 ELECTION OF THE BOARD OF DIRECTORS</b>	<b>9</b>
<b>5.3 VACANCIES IN THE BOARD</b>	<b>9</b>
<b>5.4 REMOVAL OF DIRECTORS</b>	<b>10</b>
<b>5.5 COMPENSATION</b>	<b>10</b>
<b>5.6 COMMITTEES</b>	<b>10</b>
<b>5.7 REGULAR MEETINGS</b>	<b>10</b>
<b>5.8 SPECIAL MEETING</b>	<b>10</b>

5.9	QUORUM _____	11
5.10	BY-LAWS _____	11
5.11	AMENDMENTS TO THE CONSTITUTION _____	11
<b>ARTICLE 6: POWERS of OFFICE BEARERS OF THE FORUM _____</b>		<b>11</b>
6.1	THE PRESIDENT SHALL HAVE THE FOLLOWING POWERS AND DUTIES: - _____	11
6.2	POWERS AND DUTIES OF THE VICE PRESIDENTS _____	11
6.3	POWERS AND DUTIES OF THE JOINT SECRETARIES _____	11
6.4	POWERS AND DUTIES OF THE PROGRAMME COORDINATOR _____	12
6.5	POWERS AND DUTIES OF THE TRASURER _____	12
6.6	POWERS AND DUTIES OF THE AUDITOR _____	13
6.7	TERM OF OFFICE _____	13
<b>ARTICLE 7: PATRON AND VICE PATRON _____</b>		<b>13</b>
<b>ARTICLE 8: COUNCIL OF DISTINGUISHED ADVISORS _____</b>		<b>13</b>
<b>ARTICLE 9: MISCELLANEOUS _____</b>		<b>13</b>
9.1	Secretariat _____	13
9.2	Funds & Contributions _____	10
9.3	Fiscal Year _____	14

## **ARTICLE 1: NAME**

The full name of this Forum shall be “SUSTAINABLE CONSUMPTION AND PRODUCTION FORUM OF SRI LANKA, herein after referred to as the “Forum” in this document.

## **ARTICLE 2: OBJECTS**

The objects of the Forum are as follows: -

- 2.1 To function as a Professional Body on Sustainable Consumption & Production (SCP)
- 2.2 To provide overall technical & policy guidance for the Ministries in charge of subjects of Environment and Sustainable Development, other relevant Ministries and organizations on SCP related matters as and when required.
- 2.3 To act as a catalyst and think-tank for the promotion of SCP culture, concepts & practices.
- 2.4 To serve as a technology watch group and share SCP practices and promotion of sustainable development and related activities.
- 2.5 To provide advisory services for preparation of guidelines, code of practices, standards, R&D & innovation on SCP.
- 2.6 To facilitate the exchange of lessons learned on SCP efforts.
- 2.7 To assist Ministries in charge of subjects of Environment and Sustainable Development and other relevant Ministries and organizations to publicize SCP best practices including those that are indigenous.
- 2.8 To undertake peer review of SCP efforts.
- 2.9 To build relations and engage with the international, national, sub-national institutions and the private sector, civil society, academia and scientific communities on SCP efforts.
- 2.10 To facilitate SCP education at all levels.
- 2.11 To act as a clearing house for SCP initiatives.
- 2.12 To act as a pressure group for the promotion and implementation of SCP.
- 2.13 To serve as a forum for knowledge transfer and interactions on SCP.
- 2.14 To serve as a vehicle through which government, international and private assistance for SCP may be equitably and effectively extended to Forum and its members.

2.15 To provide Forum members, in co-operation with Ministries in charge of subjects of Environment and Sustainable Development and other relevant Ministries and organizations, adequate and updated information, services and capacity development on best SCP practices of SCP.

2.16 To encourage and engage in consultancy services and implementation of SCP activities.

## ***ARTICLE 3: MEMBERSHIP***

### ***3.1 TYPES OF MEMBERSHIP***

The Membership of forum shall consist of two (02) types; namely; Individual Members, and Institutional Members.

#### **3.1.1 Individual Members**

Individual Membership shall be open to any person fulfilling one or more of the following requirements or any other requirement acceptable to the Board of Directors of the Forum;

- a) Person who is involved in promoting, practicing and implementing SCP programmes.
- b) Person with training and/ or experience in SCP related disciplines or activities.

#### **3.1.2 Institutional Members**

Institutional Membership shall be open to any legal entity operating in Sri Lanka with good standing and if they satisfy any of the following requirements;

- a) *Institutions that are involved in promoting, practicing and implementing SCP programmes.*
- b) *Institutions involved in training in SCP related disciplines or activities.*

### ***3.2 APPLICATIONS FOR MEMBERSHIP***

3.2.1 The application for membership shall be made in writing in the prescribed form and shall be submitted to the Forum secretariat.

3.2.2 The date of admission to the Forum membership shall be the date of approval by the Board of Directors subject to the applicant's payment of membership fee.

3.2.3 The decision of the Board of Directors of the Forum on matters of membership shall be considered final and they shall not be subject to explanation.

### ***3.3 MEMBERSHIP RIGHTS***

The rights of a member or different membership categories are as follows;

#### **3.3.1 Individual Members**

- a) To exercise the right to vote in matters relating to the affairs of the Forum brought before any meeting of the members.
- b) To be eligible to any elective or appointive office of the Forum.
- c) To participate in deliberations of the members meetings and express his / her opinion on any matter under discussion.
- d) To avail self of the facilities and services of the Forum, and
- e) To exercise the right to examine the books of accounts and other records of the Forum during working days and office hours, after serving due notice to the Secretaries and the Treasurer.

#### **3.3.2 Institutional Members**

To nominate two (2) ex-officio representatives who are not individual members of the Forum shall exercise all the rights of Individual Members except the eligibility to elective positions, and the right to examine the books of accounts and other records of the Forum subjected to the valid membership of the forum.

### ***3.4 THE DUTIES OF A MEMBER***

Duties of a member are as follows;

3.4.1 To attend meetings, conferences, seminars and other training activities of the Forum.

3.4.2 To pay all dues and/ or fees required by the Forum.

3.4.3 To comply with the provisions of the by-laws, membership agreement and the rules and regulations promulgated by the Forum.

3.4.4 Initiate and promote SCP related activities within and outside the Forum.

### ***3.5 SUSPENSION, TERMINATION OR WITHDRAWAL OF MEMBERSHIP***

A member may be suspended or his membership terminated on the recommendation of the Board of Directors, after due hearing, for willful violation of the constitution of the Forum, neglect of duties, professional misconduct or non-payment of membership fee for three (3) consecutive years. Such suspension or termination to be communicated to the member in writing and registered post.

Any member has the right to withdraw his / her membership by sending a letter of resignation to the Secretary of the Forum upon clearing of liabilities if any.

### ***3.6. FEES AND SUBSCRIPTIONS***

#### **3.6.1 Admission Fees**

The admission fee shall be payable upon filling of application for membership. The amount shall be determined by the Board of Directors of the Forum from time to time and ratified at the next General Meeting.

#### **3.6.2 Annual Subscriptions**

Subscription shall be paid by Individual and Institutional Members upon admission to membership and every year thereafter. The amount shall be determined by the Board of Directors of the Forum from time to time and ratified at the next General Meeting.

#### **3.6.3 Life Membership**

Members who want to become Life Members shall pay their Membership payment at the enrolment to the life membership category. The amount shall be determined by the Board of Directors from time to time and ratified at the next General Meeting.

## ***ARTICLE 4: ORGANS***

### ***4.1 GENERAL ASSEMBLY***

4.1.1 The General Assembly shall consist of the total membership of the Forum.

- 4.1.2 The General Assembly shall be presided over by the President of the Forum or in his absence by the Senior Vice President or in his absence the Vice President of the Forum.
- 4.1.3 The General Assembly shall have power to discuss the affairs of the Forum and recommend to the Board of Directors ways and means to further the objectives of the Forum.
- 4.1.4 The ordinary business of the General Assembly shall be as follows;
  - 4.1.4.1 To confirm the minutes of the preceding meeting of the General Assembly .
  - 4.1.4.2 To receive the report of the Board of Directors.
  - 4.1.4.3 To receive the annual accounts from the Treasurer.
  - 4.1.4.4 To elect the President, Senior Vice President, Vice President, two Joint Secretaries, Treasurer and Programme Coordinator. These office bearers shall also be Directors of the Forum.
  - 4.1.4.5 To elect eight other Directors including the most recent past president.
  - 4.1.4.6 To elect the Auditor of the Forum.

#### ***4.2 ANNUAL GENERAL MEETING OF THE FORUM***

- 4.2.1 The Annual General Meetings shall be held once a year, on or before 30<sup>th</sup> of June on the time, date and place decided by the Board of Directors.
- 4.2.2 Notice of such meetings shall be given in writing by post or electronically to each member at least ten (10) days before the appointed date for the meeting.

#### ***4.3 SPECIAL GENERAL MEETINGS OF THE FORUM***

- 4.3.1 Special General Meeting of the members may be called at any time by the President or upon the written or electronic request of at least twenty percent (20%) or twenty (20) members whichever is less of the Membership.
- 4.3.2 Notice of such meetings shall be given in writing or electronically to each member at least ten (10) days before the appointed day for the meeting.



#### ***4.4 VOTING AT GENERAL MEETINGS***

At every General Meeting of the Forum, every Member in good standing shall be entitled to only one (1) vote subjected to the above “3.3 Membership Rights”.

#### ***4.5 QUORUM AT GENERAL MEETINGS***

The quorum for a General Meeting shall be one fourth (1/4<sup>th</sup>) of the voting membership or twenty (20) voting members whichever is less.

### ***ARTICLE 5: BOARD OF DIRECTORS***

#### ***5.1 POWERS***

The general management of the Forum shall be vested in the Board of Directors elected from the Membership, and the Board of Directors shall have the following powers and duties:

- 5.1.1 To undertake general supervision and control of the affairs of the Forum.
- 5.1.2 To make reasonable rules, regulations and policies in consistent with the constitution for the management of the affairs of the Forum and for the guidance of the members and employees of the Forum.
- 5.1.3 To require proper records to be kept of all transactions of the Forum.
- 5.1.4 To submit to members the annual financial statements of the Forum.
- 5.1.5 To review the budget of the Forum.
- 5.1.6 To call and hold the necessary meetings.
- 5.1.7 To create and define the composition, functions and duration of special committees that it deems necessary.
- 5.1.8 Review and approval of applications for membership, termination and withdrawal of membership.
- 5.1.9 To appoint non-elected officers or employees of the Forum, and determine their functions, terms of employment, remuneration and other matters.
- 5.1.10 To authorize any officer or committee of the Forum to enter into any negotiation, contract or agreement with any person, firm or entity which it may consider necessary for the best interest of the Forum.

5.1.11 To confer Honorary Membership to persons who have made exceptional contributions in the field of SCP and/ or whose expertise has contributed to the objectives of the Forum.

5.1.12 To appoint a Patron and a Vice – Patron as deemed necessary.

5.1.13 To appoint a Council of Distinguished Advisors as deemed necessary.

## ***5.2 ELECTION OF THE BOARD OF DIRECTORS***

The Members of the Forum shall elect each year at the Annual General Meeting from among its Members the following Office Bearers.

- a) President
- b) Senior Vice President
- c) Vice President
- d) Two Joint Secretaries
- e) Programme Coordinator
- f) Treasurer

These Office Bearers shall also be Directors of the Forum. The Members of the Forum shall elect seven other Directors from among its Membership, during the Annual General Meeting.

5.2.1 The most recent Past President of the Forum who is available to take up appointment shall also be included as a member of the Board of Directors of the Forum.

5.2.2 All seven Office Bearers, the most recent Past President, and the seven Directors duly elected at the Annual General Meeting shall serve for a term of one year and/ or until the next Annual General Meeting which will be held in accordance with clause 4.2 (a) of this constitution.

## ***5.3 VACANCIES IN THE BOARD***

Any vacancy in the Board of Directors or Office Bearers through death, resignation or termination shall be filled by a majority vote of the members of the Board of Directors at a

meeting of the Board of Directors, and the Directors or Office Bearers so chosen shall serve for the unexpired term of the Board.

#### ***5.4 REMOVAL OF DIRECTORS***

- a. Any Member of the Forum may bring charges against a Director in writing addressed to one of the Joint Secretaries of the Forum, together with a petition signed by at least one fifth (1/5<sup>th</sup>) of the Membership.
- b. A Director may be removed by a vote of two-thirds of the Members entitled to vote attending the Special General Meeting called for the purpose.
- c. Grounds for termination of Directors are, loss of membership, non-attendance of 3 consecutive meetings, misuse of Forum funds, tarnishing the image of the Forum, loss of confidence and / or non-payment of dues.

#### ***5.5 COMPENSATION***

The Board of Directors as well as the other Officers shall not receive a regular compensation for the services rendered to the Forum. These services shall be essentially gratuitous and voluntary.

#### ***5.6 COMMITTEES***

The Board of Directors may appoint committees for specific tasks with a defined “Terms of Reference” (TOR) to carry out such duties as it wishes. It may also dissolve a committee by a majority vote. Compositions of these committees will be decided by the Board of Directors.

#### ***5.7 REGULAR MEETINGS***

Regular meetings of the Board of Directors shall be held at least once every month or at such other times as the Board may determine.

#### ***5.8 SPECIAL MEETING***

A special meeting of the Board of Directors shall be held whenever called by the President or on a written request by a majority of the Directors.

## **5.9 QUORUM**

Five (5) members of the Board of Directors (which shall include at least two office bearers) shall constitute a quorum, for a meeting of the Board of Directors.

## **5.10 BY-LAWS**

The Board of Directors may from time to time formulate such by-laws or guidelines as may be necessary for the conduct or excellence of the Forum.

## **5.11 AMENDMENTS TO THE CONSTITUTION**

The constitution shall be amended with a two third majority at an Annual or Special General Meetings.

# **ARTICLE 6: POWERS OF OFFICE BEARERS OF THE FORUM**

## **6.1 THE PRESIDENT SHALL HAVE THE FOLLOWING POWERS AND DUTIES**

- 6.1.1 Preside over meetings of the Board of Directors and General Meetings.
- 6.1.2 Represent or designate representatives of the Forum in all professional, social and civic activities.
- 6.1.3 Prepare in consultation with appropriate officers and committees a yearly programme of activities of the Forum.
- 6.1.4 Sign the certificate of membership, and co-sign disbursements, and withdrawal of funds, and
- 6.1.5 Perform such other duties as the Board may specify.

## **6.2 POWERS AND DUTIES OF THE VICE PRESIDENTS**

The Senior Vice President/ Vice President shall act as President in case of his or her absence, incapacity or disability. Each Vice President shall also have such powers and duties as the President may delegate or assign to him or her.

## **6.3 POWERS AND DUTIES OF THE JOINT SECRETARIES**

In coordination with the Forum's Secretariat, the Joint Secretaries shall have the following powers and duties:

- 6.3.1 To keep the minutes of the meetings of the Board of Directors and the General Meetings.
- 6.3.2 To serve as custodian of the “Company Seal”, all assets and the records of the Forum.
- 6.3.3 To maintain an up-to-date list of members.
- 6.3.4 To receive applications for membership in the Forum.
- 6.3.5 To give or cause to be given all notices required by law or by-laws of the Forum as well as all notices of meetings of the members and of the Board of Directors.
- 6.3.6 To provide the Board of Directors and the committees all important and relevant documents.
- 6.3.7 To co-sign disbursements, and withdrawal of funds.
- 6.3.8 To fill and countersign all certificates of membership issued and,
- 6.3.9 To perform any other duties as the Board may specify.

#### ***6.4 POWERS AND DUTIES OF THE PROGRAMME COORDINATOR***

The Programme Coordinator shall attend to secretarial and organizational matters pertaining to projects, workshops, training courses and public meetings arranged by the Forum.

#### ***6.5 POWERS AND DUTIES OF THE TRASURER***

The Treasurer shall have the following powers and duties

- 6.5.1 To keep records of inventory and finances of the Forum.
- 6.5.2 To prepare monthly/ annual financial statements and report to the Board.
- 6.5.3 To deposit all the funds of the Forum with any bank and/ or other financial institution designated by the Board of Directors within a certain period of time as may be provided by the Board of Directors and countersign disbursements or withdrawal of funds.
- 6.5.4 To invest funds of the Forum in any venture designated by the Board of Directors.
- 8.5.5 To ensure that the books of accounts of the Forum are audited annually by the auditor who shall be appointed at the Annual General Meeting.

8.5.6 To be accountable for all financial matters of the Forum.

#### ***6.6 POWERS AND DUTIES OF THE AUDITOR***

The auditor shall be a chartered accounting firm elected at the Annual General Meeting and shall audit the books of accounts of the Forum.

#### ***6.7 TERM OF OFFICE***

The officers shall hold office for a term of one (1) year or until the next Annual General Meeting and shall be eligible for re-election or re-appointment.

### ***ARTICLE 7: PATRON AND VICE PATRON***

- 7.1 The Board of Directors shall appoint Patron and two Vice Patrons if deemed necessary to the Forum at the first meeting of the Board of Directors to be held after the Annual General Meeting.
- 7.2 The Patron and two Vice Patrons appointed shall hold office until the next Annual General Meeting or a Special General Meeting convened for this purpose.

### ***ARTICLE 8: COUNCIL OF DISTINGUISHED ADVISORS***

- 8.1 The Board of Directors may appoint not more than 10 persons to the Council of Distinguished Advisors.
- 8.2 The council shall advise the Board of Directors on matters referred to them.
- 8.3 Appointments made under clause 8.1 shall be made by the Board of Directors at the first meeting of the Board of Directors to be held after the Annual General Meeting and shall be valid until the next Annual General Meeting or a Special General Meeting convened for this purpose.

### ***ARTICLE 9: MISCELLANEOUS***

#### ***9.1 SECRETARIET***

The Secretariat of the Forum shall be at an address as the Board of Directors may decide from time to time.

## ***9.2 FUNDS AND CONTRIBUTION***

The Forum may raise funds for its activities, through contributions, donations from members and non-members and proceeds from investments whether in the form of cash, services or kind, and benefit programmes considered appropriate and legal for the purpose.

## ***9.3 FISCAL YEAR***

The fiscal year of the Forum shall commence on the first day of April and end on the 31<sup>st</sup> day of March.