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“ANNEXURE A”

**ARTICLES OF ASSOCIATION  
OF  
BELFURT CONSULTANCY (PVT) LTD  
බෙල්ෆර්ට් කන්සල්ටන්සි (පීවීටී) එල්ටීඩී**

1. The regulations contained in the First Schedule of the Companies Act No. 7 of 2007 shall apply to this Company and be deemed to be incorporated herein and be supplemental hereto except in so far as they are herein or by necessary implication excluded or notified or varied or departed from or are deemed not to apply or are inconsistent with any of the provisions contained herein.

**Interpretation**

2. In these articles “the Act” means the Companies Act, No. 7 of 2007 and terms which are defined in the Act, shall have the same meaning in these articles

### **Private Company**

3. The Company is a Private Company within the meaning of part II Section 27 of the Companies Act, No. 7 of 2007 and accordingly:-
- a) Prohibits any invitation to the public to subscribe for any shares or securities of the Company
  - b) Limits the number of its members to fifty, not including persons who are in the employment of the Company, and persons who have been formerly in the employment of the Company, were whilst in that Employment, and have continued after the termination of that employment to be members of that Company but where two or more persons hold one or more shares jointly, they shall for the purpose of this Article be treated as a single member.
  - c) In terms of Section 30 of the Act, the shareholders of the Company may by unanimous resolution dispense with the keeping of an interests register.
  - d) In terms of section 31 of the Act where all the shareholders of the Company agree to or concur in any action which had been taken or is to be taken by the Company, the taking of that action is deemed to be validly authorized by the Company notwithstanding any thing in these articles
  - e) In terms of Section 31 of the Act the provisions contained in the list of sections specified in the second schedule of the Companies Act No. 7 of 2007 shall not apply to the Company where all the shareholders agree or concur in relation to that action.

### **Company Objectives**

To carry out the business of

1. German student visa consultancy.

(Does not engage in primary and secondary education and higher education.)

## **Shares**

4. The following shall be substituted for the Model Articles Clause 1 – Issue of shares in the First Schedule to the Act :

(a) The Shares in the capital of the Company shall be at the disposal of the Directors, who may from time to time issue any unissued shares, allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 51 of the Act.

## **Share Register**

5. The Company shall maintain a share register which Complies with section 123 of this Act. The share register shall be kept at the registered office of the Company or at any other place in Sri Lanka notice of which had been given to the Registrar in accordance with sub section (4) of section 124 of the Act

## **Transfer of Shares**

6. A) where a member for any reason whatsoever requires his shares to be disposed of, he shall not sell or transfer such shares other than:
- (a) To a Director of the Company or
  - (b) To a Member of the Company or
  - (c) To the wife of such member or
  - (d) To such other person as may be approved by the Directors
- B) The purchase price of the shares shall be
- (a) As may be mutually agreed upon by the transferor and the transferee or
  - (b) As certified by the Company's Auditor or Auditors for the time being as the fair or market value of the said shares which value shall be accepted by the transferor and transferee.

- C) Any share of a deceased member may be transferred by his or her executor, administrator or trustee or to the child or children, or spouse of such deceased member or to another member and the share standing in the name of the executor, administrator or trustee to the new executor administrator or trustee of a deceased member provided however that such share may be transferred to any person who is not a child or spouse of the deceased member or who is not a member with the prior consent in writing of all Directors.
- D) Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, subject to any restrictions provided in the articles either be registered himself as the holder of the shares upon giving the Company notice in writing of such desire or transfer such shares to some other person or persons entitled to the said shares. All the limitations, restrictions and provisions of these presents relating to the right to transfer and registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer executed by such member.

### **Proceedings of Share Holders**

7. (1) Written notice of the time and place of a meeting of shareholders must be given to every shareholder entitled to receive notice of the meeting and to every Director and Auditor of the Company:
- a) Not less than fifteen working days before the meeting in the case of an AGM and if it is intended to propose a resolution as a special resolution at the meeting:-
  - b) Not less than five working days before the meeting in any other case
- (2) The notice must set out
- a) The nature of the business to be transacted at the meeting in sufficient detail to enable a shareholder to form a reasoned judgment in relation to it; and
  - b) The text of any resolution to be submitted to the meeting

8. Any irregularity in notice of a meeting is waived if all the shareholders entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity or if all such shareholders agree to the waiver in the case of an AGM and in the case of any other meeting by shareholders holding not less than ninety five per cent of the voting rights
9. A meeting of shareholders may be held either:-
- a) by a number of shareholders who constitute a quorum being assembled together at the place, date and time appointed for the meeting ; or
  - b) by means of audio visual, or audio communication by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting

### **Corporation May Act By Representatives**

10. A body corporate which is a shareholder may appoint a representative to attend a meeting of shareholders on its behalf in the same manner as it could appoint a proxy

### **DIRECTORS**

The number of Directors of the Company shall not be less than one and not more than fifty

The first Directors of the Company shall be

1. **KASUN NANAYAKKARA WIJAYASEKARA**
2. **KATHRI ARACHCHIGE DONA THILINI PRARTHANA  
GUNARATHNE**
3. **RAJAKARUNA WIJEKON MUDIYANSELAGE LAHIRU  
UTHPALA BANDARA DAULAGALA**
4. **ATAPATTU MUDIYANSELAGE VISHWAJITH DILSHAN  
ATAPATTU**

The Directors shall have the power to appoint additional Directors and they shall also have the power to remove any Director/Directors by majority vote if the number of Directors of the Board exceeds three.

The Board of Directors is vested with all powers of managing the business and affairs of the company and they may entrust or delegate their powers except matters described in the sixth schedule to the Companies Act.

11. The Directors shall have power from time to time at their discretion to raise ,borrow or secure the payment of any sum or sums of money and obtain other accommodation for the purpose of the company and may give security for the same by mortgage or pledge or issue of bonds debentures or debenture stock of the company or other form of security charged upon all or any part of the company both present and future including uncalled capital for the time being or in such other manner and upon such terms and conditions in all respects as the Directors think fit.
12. The quorum for the transaction of business of directors shall be two (02), in case the number of directors is two or, three in the case the number of directors is three or more.

### **Alternate Directors**

13. Any Director may at any time by notice in writing left at the registered office of the company appoint any person approved by the Directors to be an Alternate Director to act in his place. A person appointed to be an Alternate Director Shall not in respect of such appointment be entitled to receive any remuneration from the company nor be required to hold any share qualification , but the Directors may pay the Alternate Director such reasonable expenses as he may incur in attending and returning from meetings of the Directors which he is entitled to attend or as he may otherwise properly incur in or about the business of the company or may pay such allowance as they may think proper in respect of those expenses. An Alternate Director shall be entitled to receive notices of all meetings of the Directors and to attend and vote as Director at any such meeting at which the Director appointing him is not present and generally to perform all functions of his appointer as a Director in the absence of such appointer.

An alternate Director appointed to act in place of an Executive Director of the company, shall not by virtue of such appointment assume the function of, his appointer as an Executive of the company unless the Board shall otherwise determine. An Alternate Director shall ipso facto cease to be an Alternate Director in any of the events specified by the Board of Directors.

### **Nominated Director**

14. The Board of Directors may appoint not more than three persons as Nominated Directors on such terms and for such period and for such remuneration as they may determine and for such period and for such remuneration as they may determine and such directors may be removed from office at any time prior to the expiry of such period . A Nominated Director shall not be entitled to attend and vote at a meeting of the Directors or of the company and shall not be required to hold any share qualification.

### **Remuneration and other Benefits to Director**

15. Subject to section 217 of the Companies Act and if the Board is satisfied that it is fair to the company to do so approve payment of any remuneration or provision of other benefits to Directors for services as a Directors or make payments to Directors or former Directors compensation for loss of office.

### **Authentication of Documents**





16. Any director or secretary or any person appointed by the director for the purpose shall have power to authenticate any document affecting the Constitution of the Company and any resolution passed by the company or by the Directors, and any books, reports, document and accounts relating to the company also certify copies thereof or extracts there from as true copies or extracts

### **Indemnity**

17. Subject to the provisions of the Act every director, manager, auditor, secretary and any other officer of the Company shall be entitled to be indemnified by the Company against all costs charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto

**Signature of Initial Share Holders**

We the under signed being initial members of the company do hereby adopt the articles contained in the Annexure "A" to the Application for registration of the company

NAMES, ADDRESSES AND DESCRIPTION	SIGNATURE
<b>1. KASUN NANAYAKKARA WIJAYASEKARA</b>  "WIJAYA", THALAWA, WANDURAMBA, GALLE  (DIRECTOR/ SHAREHOLDER)	
<b>2. KATHRI ARACHCHIGE DONA THILINI PRARTHANA GUNARATHNE</b>  NO. 46, KENDAKETIYA, KIRIWATHTHUDUWA  (DIRECTOR/ SHAREHOLDER)	
<b>3. RAJAKARUNA WIJEKOON MUDIYANSELAGE LAHIRU UTHPALA BANDARA DAULAGALA</b>  UDAKOTTAMULLA, BOYAGODA, WEUDA  (DIRECTOR/ SHAREHOLDER)	
<b>4. ATAPATTU MUDIYANSELAGE VISHWAJITH DILSHAN ATAPATTU</b>  IDDAGASPITIYA, NIKADHALUPOTHA  (DIRECTOR/ SHAREHOLDER)	

Sign Date: 04<sup>th</sup> April 2025