



# Black Hat Developers Corporation

Our Standards of Professional Practice

Published by Black Hat Developers Corporation

**Revised and republished**

**This Constitution is adopted by the founders and members of Black Hat Developers Corporation (Private Limited), a company incorporated under the Companies Act, No. 7 of 2007 of Sri Lanka, to establish a comprehensive framework for governance, ownership, management, and ethical operation of the Company.**

# Black Hat Developers

## **An Induwara Jayasinghe Holdings Company Limited**



# Chapter 07

## ARTICLE 35

### Environmental, Social, And Public Policy Committee Charter

**35.1 Establishment and Role.** The Board of Directors of Black Hat Developers Corporation (Private Limited) (“the Company”) hereby establishes an Environmental, Social, and Public Policy Committee (“the Committee”) as a standing committee of the Board.

The role of the Committee is to assist the Board in overseeing the Company’s non-financial risks, responsibilities, and policies that may have a material impact on the Company’s operations, reputation, sustainability, and long-term value, particularly in relation to:

- (a) environmental responsibility and sustainability;
- (b) social, ethical, and human rights considerations;
- (c) public policy and regulatory matters affecting technology businesses;
- (d) digital trust, privacy, cybersecurity, and responsible innovation; and
- (e) maintaining confidence among customers, employees, partners, regulators, and the public.

**35.2 Scope of Oversight.** The Committee shall focus on matters that extend beyond financial performance and that relate to the Company’s responsible use of technology, including software, artificial intelligence, data-driven systems, and digital platforms, with particular regard to risks and obligations arising under Sri Lankan law and relevant international standards.

#### 35.3 Membership

**35.3.1.** The Committee shall consist of not fewer than two (2) Directors, appointed by resolution of the Board.

**35.3.2.** Members shall, to the extent practicable, be independent and non-executive Directors, capable of exercising objective judgment free from conflicts of interest.

**35.3.3.** The Board shall appoint a Chairperson of the Committee from among its members.

**35.3.4.** The Board may remove any member of the Committee at any time, with or without cause, and may appoint replacement members as necessary.

#### 35.4 Meetings and Operations

**35.4.1.** The Committee shall meet at least three (3) times per financial year, and more frequently if required by circumstances or at the request of the Chairperson or a majority of the Committee.

**35.4.2.** Meetings may be conducted in person or through electronic or virtual means permitted under the Company’s Bylaws.

**35.4.3.** A minimum of two (2) members shall constitute a quorum.

**35.4.4.** The Committee may meet in executive session without members of management present when deemed appropriate.

**35.4.5.** Accurate minutes of Committee meetings and resolutions shall be maintained and reported to the Board at its next meeting.

**35.4.6.** The Committee shall be governed by the same procedural rules regarding notice, quorum, voting, and action without meetings as apply to the Board, unless otherwise provided in this Charter or the Bylaws.

### **35.5 Authority**

**35.5.1.** The Committee shall have the authority and resources necessary to discharge its responsibilities effectively.

**35.5.2.** The Committee may engage external legal counsel, technical experts, environmental consultants, policy advisors, or other specialists, as it deems necessary, and shall have authority to approve their terms of engagement and fees.

**35.5.3.** Communications between the Committee and legal counsel for the purpose of obtaining legal advice shall be treated as confidential and privileged, and appropriate measures shall be taken to preserve such privilege.

**35.5.4.** The Committee may establish subcommittees or delegate specific responsibilities to one or more Committee members, subject to Board oversight.

### **35.6 Responsibilities**

Subject to the Company's Corporate Governance Guidelines, the Committee's principal responsibilities shall include the following:

#### **35.6.1. Environmental and Social Responsibility**

The Committee shall review, monitor, and provide guidance to the Board and management on key environmental and social matters, including but not limited to:

- (a) environmental sustainability and climate-related considerations relevant to the Company's operations;
- (b) ethical software development and responsible use of emerging technologies;
- (c) data protection, privacy, and confidentiality of user and client information;
- (d) digital safety, cybersecurity, and protection against misuse of technology;
- (e) responsible development and deployment of artificial intelligence and automated systems;
- (f) accessibility and inclusive technology design;
- (g) respect for human rights in business operations, employment practices, and technology use;
- (h) fair competition and compliance with competition and antitrust laws;
- (i) responsible sourcing of technology, services, and third-party solutions; and
- (j) workplace well-being, diversity, equity, and non-discrimination.

### **35.6.2. Public Policy, Legal, and Regulatory Oversight**

The Committee shall review and advise the Board and management on:

- (a) relevant legislative and regulatory developments in Sri Lanka and internationally that may affect the Company's business or technology activities;
- (b) public policy issues related to technology, digital governance, data protection, AI regulation, trade, and national interest considerations;
- (c) the Company's engagement with governmental bodies, regulators, and public institutions; and
- (d) compliance risks arising from local and cross-border operations, including export controls and technology-related regulations.

### **35.6.3. Ethics, Trust, and Reputation**

The Committee shall oversee matters affecting public trust and the Company's reputation, including:

- (a) alignment of Company practices with its Code of Ethics and Business Conduct;
- (b) handling of significant ethical concerns, complaints, or reputational risks; and
- (c) promotion of transparency, accountability, and responsible corporate citizenship.

### **35.6.4. Review and Evaluation**

The Committee shall:

- (a) annually review this Charter and recommend any proposed amendments to the Governance and Nominating Committee or the Board;
- (b) conduct or obtain an annual evaluation of its performance; and
- (c) report significant findings, recommendations, and risk assessments to the Board.

## **35.7 Reporting**

The Committee shall regularly report to the Board on its activities, conclusions, and recommendations, and shall escalate matters requiring urgent attention or Board action without delay.

## **35.8 Interpretation**

This Charter shall be interpreted in a manner consistent with:

- (a) the Constitution and Bylaws of the Company;
- (b) resolutions and policies adopted by the Board of Directors; and
- (c) applicable laws and regulations of Sri Lanka.

# CONCLUSION AND RATIFICATION

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This Constitution constitutes the complete, final, and authoritative governing instrument of the Company. It consolidates and supersedes, to the fullest extent permitted by law, all prior constitutions, memoranda, articles, internal rules, policies, informal practices, resolutions, understandings, and representations relating to the governance, management, powers, duties, and operations of the Company.

This Constitution has been established to ensure clarity of authority, continuity of leadership, protection of intellectual, commercial, and proprietary assets, ethical conduct, accountability, and the long-term sustainability of the Company, while preserving the foundational vision, strategic intent, and proprietary interests upon which the Company was formed.

All Chapters and Articles contained herein shall be read and construed harmoniously as a single, integrated instrument. No provision shall be interpreted in isolation in a manner that undermines the purpose, spirit, or intent of this Constitution. Where interpretation is required, such interpretation shall be guided by:

- the best interests of the Company;
- strict compliance with the Companies Act, No. 07 of 2007 of Sri Lanka and all other applicable laws;
- the preservation of corporate integrity, operational stability, and strategic control.

Unless expressly stated otherwise, the powers, rights, and authorities conferred by this Constitution are continuous and enduring, and shall not lapse or be diminished by reason of non-use, silence, change of personnel, restructuring, or passage of time.

This Constitution shall take full force and legal effect upon its formal ratification by the Company in accordance with applicable law, and shall thereafter be binding upon:

- the Company;
- all present and future shareholders;
- all directors and officers;
- all employees, contractors, and agents;
- all successors, assigns, and lawful representatives.

No custom, practice, agreement, or course of dealing shall amend, override, or derogate from this Constitution except in strict accordance with the amendment provisions set forth herein and duly authorized by the appropriate governing authority of the Company.

By operating pursuant to this Constitution, the Company affirms its commitment to lawful governance, responsible leadership, protection of innovation, and the disciplined exercise of corporate authority.

# FORMAL RATIFICATION

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This Constitution is hereby irrevocably ratified, approved, confirmed, and declared effective by a resolution of the Company duly passed in strict compliance with all applicable laws, regulations, and statutory requirements. Upon such ratification, this Constitution shall take immediate and continuing legal effect and shall constitute the sole, final, conclusive, and supreme governing instrument of the Company.

This ratification shall be conclusive and binding evidence of the lawful authority under which this Constitution is established and of the Company's unconditional intention to be governed exclusively by its provisions. No act, omission, custom, practice, agreement, representation, or course of dealing shall give rise to any implied amendment, waiver, estoppel, or derogation from this Constitution.

## ENFORCEMENT, NON-DEROGATION, AND CONTROL

### 1. Non-Derogation

No right, power, authority, or protection conferred by this Constitution shall be limited, suspended, diminished, or overridden except strictly in accordance with an express amendment duly authorized under this Constitution and permitted by law.

### 2. Waiver of Implied Rights

To the fullest extent permitted by law, all persons subject to this Constitution expressly waive any claim to implied rights, equitable relief, customary practices, or interpretations inconsistent with its express terms.

### 3. Anti-Challenge Clause

The validity, authority, enforceability, and binding effect of this Constitution shall not be challenged, questioned, or contested on the basis of prior documents, informal arrangements, historical practices, or alleged understandings, whether written or oral.

### 4. Founder Authority Confirmation

The authority, rights, and powers vested in the Founder under this Constitution are hereby expressly affirmed and acknowledged as intentional, fundamental, and integral to the governance structure of the Company, and shall not be construed narrowly or restrictively.

### 5. Continuity and Perpetuity

This Constitution shall remain binding in perpetuity, subject only to lawful amendment in strict accordance with its provisions, and shall survive any change in ownership, management, control, structure, or legal status of the Company.

This ratification is made with full corporate capacity, authority, knowledge, and intent, without reservation, condition, or limitation, and is effective against all persons to whom this Constitution applies.

**FOUNDER & CHIEF EXECUTIVE OFFICER:**

**Induwara P. Jayasinghe**

**Founder and CEO of Black Hat Inc., Clidder LLC, and Black Hat Developers, with additional affiliations to Jayasinghe Brothers Holdings PLC**

**DATE OF RATIFICATION:** 2025.04.06

**PLACE OF RATIFICATION:** 1 Black Hat Way, Mountain View, Jayasinghe Park

**AUTHORIZED SIGNATURE:** 

**END OF CONSTITUTION**