

THE ASSOCIATIONS AND FOUNDATIONS AND OTHER RELATED SUBJECTS LAW
OF 2017 LAW 104(I)/2017

**ARTICLES OF ASSOCIATION OF THE ASSOCIATION
“BIRTH FORWARD”**

Article 1 ESTABLISHMENT AND NAME

Establishment of an association with the name “Birth Forward” **in Cyprus**, hereinafter referred to as the “Association”.

Article 2 SEAT AND ADDRESS

The Seat of the Association shall be Nicosia municipality.

It is noted that the Association reserves the right to change the address and the postal address without the necessary consent of its members, only with the consent of the members of the Administrative Board, provided that, for every change of address and postal address, the Registrar of Associations is informed within the required time period.

Article 3 SEAL

SEAL – A round seal with the name of the Association written in its perimeter, its logo and year of finding.

Article 4 VISION AND OBJECTS

Vision:

Everyone has the right to suitable information and instruction in relation to the creation of a family Birth Forward empowers and supports mothers, fathers and professionals in making autonomous decisions with a conscious use of technology while, at the same time, respecting the natural process of conception, pregnancy, birth and beyond.

Objects:

The Objects of the Association are the following and they are pursued in cooperation with the competent Authorities:

- Empowering women, men, families and professionals regarding conception, pregnancy, birth, parenting and health through increasing respect, trust, knowledge, and providing support for all the above.
- Empowering women in their innate ability to give birth, empowering partners or other persons chosen by the women as birth partners, empowering health care professionals in their efforts to provide well balanced services by offering

- knowledge and information, and, at the same time, providing psychological and emotional preparation for natural healthy labour, breastfeeding and parenthood.
- Enhancing trust in the natural process of birth and avoiding unnecessary medical interventions by providing relevant information and emotional support to women and their partners.
 - Increasing women's' and their partners' awareness of human rights as well as of rights concerning sexual and reproductive health so as to be able to demand such rights, seek the various choices that are available to them and be able to make informed decisions during pregnancy, labour and parenthood.
 - Increasing women's awareness to experience a comfortable labour, adopt comfortable labour positions, to protect their autonomy, and to actively participate in the birthing process in a suitable environment.
 - Informing and supporting couples in making informed and conscious choices regarding conception, pregnancy, and birth based on information, latest scientific research and conscious use of technology and obstetric procedures. Supporting families to achieve and maintain physical, emotional and spiritual well-being.
 - Continuous learning, training and retraining n topics relating to our objects and aims. Promoting and cultivating the cooperation between the public and private sector in order to apply best practices.
 - Researching the current situation prevailing in Cyprus on matters of pregnancy, birth, breastfeeding and child rearing order to ascertain whether any changes are necessary for the promotion of European legislation as well as European and international policies, good practices and guidelines in relation to pregnancy, birth, breastfeeding and parenthood.
 - Asserting political pressure where changes are needed in accordance with recommendations of the European Union and Rights consistent with the European status quo.

Article 5 MEANS OF REALISATION OF THE OBJECTS OF THE ASSOCIATION

Birth forward will implement its services by:

- Organising and carrying out events, seminars, conferences, consultations, and all kinds of gatherings aiming at the enhancement of awareness in the areas of conception, pregnancy, birth, breastfeeding and parenting.
- Carrying out and publishing research for mapping out the current situation as well as recognising the shortcomings that exist in relation to current needs, offering services, updates and information, securing and protecting human rights as well as creating and applying evidence-based guidelines of good practice in the medical field.
- In relation to the above, the Association may, within the context of its activities, express views and positions in relation to any policy in effect that is subject to public debate and relates to its objects, including criticising policies or actions of the state. Provided that, in this capacity, the Association shall not carry out any political activity, shall always remain politically unbiased and shall not proceed with any actions or activities aiming at supporting or undermining any political party or person who is a candidate for a state position. Notwithstanding the above mentioned any actions including but not limited to exerting political

pressure or using persons and means from persons who hold a position in the Government or are members of any political party, for the exclusive goal of extending and promoting the objects of the Association shall not be considered as falling within the limitation mentioned above.

- Providing information and support services in relation to the above sectors. Promoting good practices relating to the above sectors.
- Creating and providing an internet platform uniting knowledge with the local public and private services.
- Educating, training and continuous updating of the members of the Association as well as professionals and (future) parents.
- Cooperation with other organizations in Cyprus and abroad for various projects.
- Organising and maintaining records of scientific data and evidence.
- Participation in and promotion of European Programmes.
- Continuous endeavours to secure financial means for the realisation of the objects of the Association and for carrying out its work.
- Employing the necessary personnel for carrying out the objects and work of the Association.
- Publishing informative or other publications or electronic material, organising seminars, lectures, gatherings, day events, showing of films, public information campaigns, creation of work groups, use of the internet, means of social networking but also the more traditional Means of Information.
- Using all legal means for realising its objects and activities mentioned in the present Articles of Association.

Article 6 FINANCIAL SOURCES

The Association shall operate exclusively within a benevolent, philanthropic and non-profit context and any actions and activities shall not exceed its non-profit nature, including its financial activities. Its income and assets shall be used exclusively as means to promote its objects and goals as these are determined in Article 4 of the present Articles of Association and cannot be disposed of or transferred directly or indirectly to any member of the Association.

The financial sources of the Association shall derive from:

- Amounts deriving from the registration of members, subscriptions and extraordinary contributions of the members of the Association (either these are natural or legal persons). The subscription of the members must be paid at the end of each year. Donations, grants, bequests or benefactions of any nature from members, natural persons, legal entities of Public or Private Law, organisations or foundations and/or third parties provided they are legal and no conditions are imposed which are against the objects of the Association.
- Grants emanating from the Republic of Cyprus, the European Union or other public or private bodies.
- Income, inter alia, from events and activities of the Association, excursions, banquets, collections, raffles and other legal sources after having secured the necessary permits from the relevant competent authority.

- Purchase, acquisition by way of lease or exchange, renting or in any other way acquisition of any movable or immovable property and any rights or privileges which the Association has considered necessary or beneficial for the work it is carrying out.
- Income deriving from the administration of the property of the Association (ex. The sale, lease, mortgaging, encumbering, disposal or total or partial use of the property or assets of the Association) in a manner considered by the Association as beneficial for the promotion of its objects and the material contribution (in specie or in the form of work) by its members.
- Any other income acquired in a legal manner and serves the expectations and objects of the Association. Where required, the necessary consent from the competent Public Authority shall be obtained.

It is also clarified that:

- It is prohibited for any person (natural or legal) to exercise a business activity through the Association whether a member or not of the Association.
- The Association shall keep, and its members may choose to be registered therein, a list containing the details of the organization of each member, the body or enterprise or other professional and/or legal entity for informative and reference purposes only. However, no member of the Association may use its position for the purpose of producing, distributing, promoting or selling any material and any inclusion in this list shall not be considered as a recommendation by the Association.

Article 7 MEMBERS

- a. To become a member of the Association, one has to be over 18 years old, adopt the purpose of the Association and accept the principles and objects in the present Articles of Association. The Members of the Association are distinguished in Regular and Honourary. Regular members are the founding members as well as the members who register at a later stage.
- b. As honorary members may be individuals who contribute significantly to the promotion of the work of the Association or have offered great services to it and are proclaimed as such following a decision of the General Assembly taken by simple majority after a recommendation by the Board. The honorary members have no voting rights and are not obliged to pay subscription.
- c. Registration Procedure
 - i) The submission of a written application is required in order to register a member. Legal entities, non-profit organisations, professional organisations, educational schools, universities and organised groups of natural persons may also be registered as full members having one (1) vote in the meetings of the General Assembly through an authorised representative.

- ii) In case the acceptance of a person as a member is rejected, a written notification to the interested individual is required and it must include relevant justification and be accompanied by the refund of the registration fee.

Article 8 RIGHTS AND OBLIGATIONS OF MEMBERS

The members of the Association have equal rights and obligations.

- 1) The full members of the Association have the right:
 - (a) To equal treatment, free of all forms of discrimination.
 - (b) To elect and be elected as members of the administrative bodies after the expiration of at least three months from the completion of their registration and provided their membership subscription is fully paid.
 - (c) To participate in the demarcation of the strategy and policy of the Association, participate in the discussion for the formation of the relevant decisions, freely express their opinions on all subjects and submit suggestions and proposals to the administrative bodies of the Association.
 - (d) To participate in special committees which may be formed by the Administrative Board for the promotion of the objects of the Association.
 - (e) To express constructive criticism on the activity and work of the Association.
 - (f) To participate in the public gatherings, lectures and generally events of the Association.
 - (g) Every member has the obligation:
 - (i) to pay an annual membership subscription, as determined by the Administrative Board. Full members who have not paid the membership fee for the last two years remain members without a right to vote.
 - (ii) when submitting the application for registration to the Association, to pay a registration fee.
 - (iii) to attend all Regular or extraordinary General Assemblies. Members also have the possibility to observe the General assemblies of the Association whenever this is possible, through teleconferencing, using applications that are available for this purpose and/or through the internet and vote in same as if they are present. The members have the right, 7 days or more before the General Assembly takes place, to present proposals or measures, in written or oral form, to the Administrative Board which contribute to the realisation and advancement of the objects of the Association.

(iv) to adhere and defend the present Articles of Association, support and promote the principles of the Association so helping the expansion of its base.

(v) to comply with the decisions of the General Assembly and the Administrative Board.

(vi) to contribute to the success of the objects of the Association and to act within the provisions of the Articles of Association and the decisions of the General Assembly and the Administrative Board.

(vii) It is also clarified that the members and personnel of the Association are not entitled to benefit from the profits of the Association during its operation or after its dissolution.

Article 9 CONFLICT OF INTERESTS

- (a) No member shall accept a payment or gift from a supplier or future suppliers of services or material goods of the Association.
- (b) Members elected to the Administrative Board should declare any interests which might conflict with the exercise of their duties as members of the Administrative Board.
- (c) The recruitment of relatives of the Administrative Board up to the 3rd degree as members of staff or in an advisory role is prohibited.
- (d) The Administrative Board may not consist of persons who are spouses or relatives of the first degree. However, two staff members may be married, provided the marriage between two members of staff does not affect the contractual status of either of them. Under no circumstances should tasks be assigned to one of the two which are controlled or managed by the other.
- (e) A member of the Association or of the Administrative Board is not entitled to participate in the discussion nor in the vote where the decision to be taken concerns (a) entering into a transaction or filing or withdrawing a lawsuit between the Association and the said member or his spouse or his relative by blood or marriage up to the third degree, or (b) a transaction between the association and a company, whether personal or capital, in which the said member or his or her spouse or relative by blood or marriage up to the third degree participates either in the shareholding or the management.

Article 10 WITHDRAWAL OR STRIKING OFF OF A MEMBER

- a. Each member may withdraw from the Association at any time by giving a written notification of such withdrawal to the Secretary of the Association. Any withdrawing member is obliged to pay his due subscription fees.
- b. The non-payment of the regular subscription fees for a period of three consecutive years shall result in the automatic loss of membership which shall be ascertained by the Administrative Board to the first and final degree.
- c. Members undertaking a paid position in the Association also lose their membership as well as their right to vote during the period of their employment.
- d. Members who have been convicted in Court for a criminal offence which entails the lack of honesty or moral lewdness or have been convicted of a crime of sexual violence are automatically struck off as members of the Association.
- e. Furthermore, the Administrative Board (by majority of two thirds (2/3) of its members) may suspend for a specific time period or expel or strike off any member for conduct that could, in the opinion of the Board, be considered detrimental to the Association, for example if the member:
 - i) Intentionally breaches the provisions of the present Articles of Association
 - ii) if his activities are considered contrary to the Articles of Association the internal regulations and, most particularly, the objects of the Association or hinders the execution of the decisions of its administrative bodies.
 - iii) If he does not conform with the decisions of the Administrative Board.
 - iv) if he systematically neglects his responsibilities towards the Association.
 - v) In the case of an intended striking off of a member, the member is immediately notified of this decision and is called upon to present in writing or orally his position before the Administrative Board within seven (7) days from the date of notification. Upon receipt of the position of the member or, in the absence thereof, on the seventh (7th) day, an Extraordinary Meeting of the Administrative Board is convened, with notification to the interested member, in order to give him the opportunity to attend the meeting and present his views before the issuance of the decision of the Administrative Board. The decision of the Administrative Board is notified to the General Assembly which will take the final decision for the expulsion or not of the particular member from the Association.

Article 11 GENERAL ASSEMBLIES

- a. The General Assembly is the supreme administrative body of the Association and decides on all business of the Association which does not fall under the competency of another administrative body of the Association.

- b. The General Assembly itself elects the members of the administration, appoints the auditors for the accounts of the Association, decides on the expulsion of a member, the approval of the balance sheet, the alteration of the objects of the Association, the amendment of the articles of association and the dissolution of the Association.
- c. The General Assembly of the members supervises and controls the members of the Administrative Board and is entitled to remove such members in accordance with the provisions of the articles of association.
- d. All the members who have settled their annual subscriptions and obligations towards the Association have the right to attend the General Assembly.
- e. The General Assembly is held regularly once a year and extraordinarily when a matter occurs which needs urgent examination and handling.
- f. The Extraordinary General Assembly is convened by the Administrative Board when considered necessary or compulsorily within one month if requested in writing by twenty (20) members. In case the Administrative Board refuses to do so, the Assembly is called directly by the members who request it. The Extraordinary General Assembly examines only the matter for which it was convened. Extraordinary General Assemblies are in quorum notwithstanding the number of members present, and the Chairman of the Administrative Board presides.
- g. The Regular and Extraordinary General Assembly is called by written notification to all the members of the Association in which the place, date, time and agenda are specified at least 15 calendar days prior to the Assembly.
- h. The Agenda of the ordinary General Assembly must include the following:
 - i. Report of activities of the Board, discussion and approval of report.
 - ii. Report, discussion and approval of financial management and accounts of the Association.
 - iii. Nominations and elections of the Administrative Board (when it is an election General Assembly) every 2 years.
 - iv. Appointment of Auditors.
 - v. Any other important matter for which the approval of the general Assembly is required.
 - vi. Discussion of a topic not included in the agenda is only allowed by decision of the Assembly.

- f. The Ordinary General Assemblies are in a quorum notwithstanding the number of present members after the expiration of half an hour from the time they were set to commence business.
- g. The business of the Ordinary General Assembly or the Extraordinary General Assembly is directed by the Administrative Board, chaired by the Chairman of the Association. In case the General Assembly is an election General Assembly, then a presiding body, elected by the General Assembly for this purpose, shall preside, consisting of three (3) full members one of which presides. The members of the Administrative Board, as well as the members who are candidates for election to the Administrative Board are prohibited from election as members of his presiding body.
- h. The decisions of the meetings are taken by majority. In case of equality of votes, the
- i. vote of the Chairman or his substitute shall be the winning vote.

Article 12 ADMINISTRATIVE BOARD

- a. The Administrative Board consists of 7 members who are elected every 2 years by the General Assembly by secret ballot. The election or removal of members of the Administrative Board shall take place through a transparent democratic procedure as provided by the present Articles of Association.
- b. Each Administrative Board remains in office for two years. The first elections of the Administrative Board shall take place the latest within eighteen months of the date of its establishment.
- c. Each member of the Administrative Board may serve only up to 3 consecutive terms or serve a maximum limit of six-years on the Administrative Board. The first Administrative Board is understood to have come to power since the first official elections of the Association. When a member of the Board reaches the limit of 6 consecutive years in office, he needs to leave the Administrative Board and place himself for re-election after two years. It is noted that the total ceiling for holding office in the Administrative Board is twelve years. Members who have served on the Administrative Board of the Association for a total of 12 years may continue to be active in the Association as simple members or undertake a consultative role.
- d. The Chairman, the Vice-Chairman, the Secretary and the Treasurer of the Association are the officers of the Administrative Board. Officials are also the Executive Committee of the Association, which is authorised to decide on any urgent matter with the obligation to inform the Administrative Board at its next meeting.

- e. The Administrative Board at its first meeting within eight (8) days from its election forms into a body and elects among its number, by simple majority, a Chairman, a Vice-Chairman, a Secretary and a Treasurer.
- f. The Administrative Board has the following competencies:
 - i) Has the general responsibility of all matters concerning the Association within the framework of its purpose and the decisions of the General Assembly.
 - ii) It maps out the strategy and the policy of the Association, evaluates the actions, activities, assets and income of the Association, approves the undertaking and operation of the various programs and the budget of the Association for the respective financial year. The above are done according to the framework defined by the objectives of the Association and on the basis of internal regulations which are governed by the principles of transparency, justice, equality and good administration.
 - iii) It mobilizes appropriate financial resources to support the Association's programmes and ensures its financial viability. It also ensures the maintenance of a high level of service provision.
 - iv) It represents the Association in judicial and extrajudicial matters through its Chairman, Vice-Chairman and/or the legal counsel of the Association and/or any other person authorized and/or appointed by the Board.
 - v) Decides on the formation of necessary committees and their responsibilities. Entrusts special duties to its members, or other members of the Association.
 - vi) Decides on convening the General and Extraordinary Assembly meetings and prepares their agendas.
 - vii) Approves the report of activities and the financial management before they are presented to the General Assembly.
 - viii) Has the power to buy, rent and sell for the purposes of the Association movable and immovable property. It is also responsible for managing the property of the Association.
 - ix) Decides on the recruitment of salaried staff who cannot be relatives of members of the Administrative Board up to 3rd degree. For the recruitment of salaried staff, transparent procedures shall be followed which stipulate the publication of the post, the type of post, the qualifications to be filled by the applicant, the number of vacancies, the salary, the recruitment procedure and the responsibilities in the event of recruitment.
 - x) It has the overall responsibility for keeping the records, correspondence and books of the Association.
 - xi) It may adopt, amend or repeal regulations on the internal management of the Association when necessary, provided that such

regulations do not conflict with the provisions of the Articles of Association.

- g. The Administrative Board meets at regular intervals and extraordinarily when convened by the Chairman or when the majority of its members request it. It is important that minutes are kept for every meeting of the Administrative Board.
- h. The Board is in Quorum when the majority of its members are present.
- i. The meetings of the Board are chaired by the Chairman, in the case of absence by the Vice Chairman and in the case of absence of both by the Secretary.
- j. Decisions on the Administrative Board shall be taken by an absolute majority of those present. In the event of an equality of votes, the Chairman or the person chairing the Administrative Board has the casting vote.
- k. The principles governing conflict of interests are always upheld. No member of the Administrative Board shall be entitled to vote in respect of any contract or action in which he has personal interest. A member with conflicting interests needs to declare his position and leave the debate.
- l. All official documents of the Association must necessarily be signed by the Chairman and the Secretary and bear the seal of the Association.
- m. Any member of the Board has the right to resign after notifying the Association in writing.
- n. The Administrative Board provides its services to the Association voluntarily, without the payment of remuneration. However, members of the Administrative Board may claim any reasonable expenses they have incurred in the performance of their duties for the Association, including their remuneration corresponding to research and other projects funded or co-funded by third official bodies upon submission of the necessary documents.
- o. Furthermore, in order to avoid a conflict of interest, no member of the administration of the Association is entitled to participate either in the discussion or in the vote where the decision to be taken concerns (a) entering into a transaction or filing or withdrawing a lawsuit between the Association and the said member or his spouse or his relative by blood or marriage up to the third degree, or (b) a transaction between the association and a company, whether personal or capital, in which the said member or his or her spouse or relative by blood or marriage up to the third degree participates either in the shareholding or the management.

Without prejudice to the right of the association to appeal against the offending member for any legal damages, any decision taken in breach of section (o) is invalid.

- p. A member of the Administrative Board will be struck off following a decision of the Administrative Board for the following reasons:
 - i) If he purposefully breaches the regulations of this constitution
 - ii) If his activity is considered contrary to the articles of association, the internal regulations and in particular the objects of the Association or hinder the execution of the decisions of its administrative bodies.
 - iii) If he does not comply with the decisions of the Administrative Board.
 - iv) If he systematically neglects his obligations towards the Association.
 - v) If he is no longer sane.
 - vi) If he is found guilty of a criminal offence which entails the lack of honesty or moral lewdness or has been convicted of a crime of sexual violence.

- q. In the case of an intended striking off of a Member of the Administrative Board, the Secretary addresses a written notice of convening the Administrative Board for this purpose, with notification to the interested Member, in order to give him the opportunity to attend the meeting and present his views before the issuance of the decision which is final.

A Member of the Administrative Board who is absent in 5 consecutive meetings without a reasonable excuse automatically loses his position.

- r. In the case of vacant positions on the Administrative Board for whatever reason, these are filled by the runners-up and in the absence of runners-up by decision of the Administrative Board which may appoint, with simple majority, a substitute member (depending on the number of vacancies) for the remainder of office of the Board. If there are more than 4 vacant positions then the remaining members must call an Extraordinary General Meeting in one month, for the election of a new Administrative Board.

- s. The Administrative Board must keep a fully updated Register of Members which is updated at least once a year a record of Minutes, and Decisions of the Administrative Board and the General Assemblies, Account Books, and other records relevant to the business of the Association.

Article 13 CHAIRMAN

- a. The Chairman legally represents the Administrative Board and the Association in all the relations of the Association. Represents the Association in court and out of court together with the Vice Chairman and/or the legal

counsel of the Association unless the Administrative Board decides otherwise.

- b. Ensures strict compliance with the provisions of the articles of association and the regulations governing it and the observance of internal regulations.
- c. Calls the meetings of the Administrative Board and determines the topics for discussion.
- d. Chairs and directs the meetings of the Administrative Board and the ordinary and extraordinary General Assemblies.
- e. Has the general guidance and supervision for all the events and activities of the Association within the framework of the purposes and decisions of the General Assemblies and the Administrative Board.
- f. Decides together with the Vice-Chairman, the Secretary and the Treasurer on urgent matters and notifies the Administrative Board at the next meeting.
- g. Co-signs all the official documents of the Association with the Secretary.
- h. Co-signs payments or cheques with the Treasurer/Vice-Chairman/Executive Director or as provided by the internal regulations of the Association.

Article 14 VICE-CHAIRMAN

Substitutes the Chairman and exercises the duties of the Chairman in case of his absence or vacancy of his position until the election of the new Chairman.

Article 15: SECRETARY

- a. The Secretary takes care of the incoming and outgoing mail of the Association, drafting the minutes of the Administrative Board and the General Assemblies.
- b. Is responsible for keeping the seal of the Association.
- c. Co-signs all official documents of the Association with the Chairman.
- d. Keeps an updated list of Members of the Association yearly.
- e. In case the Chairman and Vice-Chairman are absent he chairs the Annual General Assembly or/and the Extraordinary General Assemblies.
- f. The Secretary is responsible for notifying the Registrar of Associations of any necessary, by law, information within the determined time periods, for example:

- i. With the election of a new Administrative Board or a change in its composition, the names and contact details of its current members, with their respective offices.
- ii. The number of members of the Association, including numerically any striking off of members and registrations of new members, at the end of the previous year.
- iii. Whether the minimum number of General Assemblies, as provided for in the Articles of Association, has been conducted.
- iv. Any changes to the physical address and mailing address of the Association as well as changes concerning the contact details of the Association, immediately as the change occurs.
- v. Notification if the number of members of the Association falls below twenty (20).

Article 16 TREASURER

- a. The Treasurer has the care of the financial management and property of the Association.
- b. Is responsible for receipts and payments in accordance with the instructions of the Administrative Board. He also issues relevant receipts.
- c. Is responsible for the proper keeping of financial books in which all expenses and relevant receipts are analytically recorded.
- d. Prepares the financial management report and Balance Sheet.
- e. Co-signs documents relevant to receipts, payments and generally the financial management of the Association with the Chairman/Vice-Chairman/Executive Director or as provided by the internal regulations of the Association.

Article 17 FINANCIAL MANAGEMENT AND AUDITORS

- a. The Association is required to keep accounting records in which all actions of all its transactions are recorded, accurately and in detail.
- b. At the end of each financial year, the Association will prepare:
 - i. An account of its gross income and expenses during the year.
 - ii. An account of the surplus retained at the beginning and end of the financial year and an account of all the money received on its behalf.
 - iii. account for all assets and liabilities including an account of all the amounts owed to it and those it owes.
- c. Money that is not necessary for current needs is deposited in a bank account in the name of the Association.

d. All cheques issued for payments must be signed by the Treasurer and another member of the Administrative Board or by the from time to time executive director. Furthermore, for any payments, the approval of two of the five (Treasurer, Chairman, Vice Chairman, Secretary or Executive Director / Executive Director) or approval as provided for in the internal rules of operation of the Association is always required.

e. The financial accounts of the Association, are audited under the provisions of the Associations and Foundations Law (2017) and, in compliance with the principles of transparency, by approved Auditors and their copies shall be presented to Registrar of Associations within 7 months from the end of the financial year together with their report.

The auditors examine the financial statement prepared by the Treasurer and audit the accounting books and evidence on which they are based, submit a written report to the Board and the General Assembly on whether it is correct or nor with their observations. All accounts and other documents must be made available to the auditors for this purpose.

f. The appointment of the auditors is determined each time by the General Assembly (following a proposal of the Administrative Board) and their remuneration is approved by the Administrative Board.

Article 18: DECISIONS

- a. The decisions of all the Bodies and Officers of the Association are taken by the majority of the members present or in any other manner provided in the present Articles of Association. In case of an equality of votes, the vote of the Chairman of the Assembly is considered the winning vote. Subject to the provisions of section 21(2) of the Law, a decision may be taken without a meeting of the members if at least two thirds of the members declare their consent to the specific proposal in writing.
- b. The voting for the elections is secret. All other voting is done openly by show of hands. Voting takes place by secret ballot only if it is requested by at least 4 members.

Article 19: AMENDMENT TO THE ARTICLES OF ASOCIATION

- a. The articles of association and/or its provisions may be amended, altered or cancelled following a recommendation of the Administrative Board or a member of the Association only in General Assembly and by a majority of the members present and entitled to vote, provided there is a quorum. A quorum is present when half plus one of the regular members of the Association are present. If no quorum is present, the Assembly shall be adjourned for half an hour, in which case it shall be deemed to be in quorum, irrespective of the number of members present.

- b. In order to pass a decision to amend the Articles of Association, a positive vote of at least fifty per cent (50%) plus one of the present members is required.
- c. Each member of the Association or a member of the Administrative Board may propose additional amendments to the Articles of Association at least 7 days before the General Assembly.
- d. Notwithstanding the provisions of sub-paragraph (b) of this article, a decision to change the objects of the Association shall require the consent of three quarters ($\frac{3}{4}$) of the members of the Association, provided that there is a quorum present.
- e. Amendments to the Articles of Association relating to the change of address of the premises or the address of correspondence may also be made without an assembly of members.
- f. The proposed amendments to the Articles of Association, the objects or/and provisions are applied only after they are ratified by the General Assembly and are approved by the Registrar of Associations and are filed with the Register of Associations following an application by the Administrative Board for filing the amendment with the Register of Associations on the basis of Section 9(2) of the Associations and Foundations and Other Related Subjects Law of 2017- Law 104(I)/2017.

Article 20: DISSOLUTION OF THE ASSOCIATION

- a. The Association is dissolved by decision of an Extraordinary General Assembly. A proposal for dissolution of the Association is approved by a 2/3 majority of members present who have a right to vote provided there is a quorum present.
- b. The Association is also dissolved if its members are less than 20 (or as provided in the Law) after this is ascertained by the Administrative Board which is obliged to convene an Extraordinary General Assembly within two months.
- c. The dissolution and clearance of the property of the Association is effected in accordance with the Law.
- d. In case of dissolution and when all liabilities of the Association are cleared, the remaining assets are offered or transferred to other Charity Associations approved by the Ministry of Finance, in accordance with the decision of the Extraordinary General Assembly. Provided that under no circumstances will the distribution of assets of the Association between its members in case of its dissolution be allowed.

- e. In case of dissolution of the Association the possibly existing assets of the Association shall be responsible for the payment of possible debts and not in any case its members.

Article 21: REGULATIONS

The Administrative Board has the right to enact regulations which are considered necessary for the smooth functioning of the Association and for the achievement of its objects, provided these regulations do not contravene the provisions of the Articles of Association.

Article 22: GENERAL PROVISION

It is hereby understood that in the case that no relevant provision is found in the present Articles of Association, the Administrative Board may take any decision it considers proper, provided that this decision is not against the provisions and the spirit of the present Articles of Association and is not against the rules of natural justice and fairness.

Signatures:

1. Eline Pedersen
2. Stefanie Nicolaou
3. Veronika Christodoulides
4. Maria Theodorou
5. Andriani Souri
6. Karolina Eilon
7. Viola Edwards
8. Idil Seytanoglu
9. Emily Joseph
10. Bettina Poetis
11. Stalo Lesta
12. Sappho Hajistyliauou
13. Tanny Tran
14. Marianna Vassiliou
15. Chrystalla Stavrou
16. Nadja Karayianni
17. Andreas Anastasiou
18. Irene Paphiti-Demetriou
19. George Samoutis
20. Costas Hadziconstantinou