

TRANSLATION OF THE STATUTE OF “KYKLOS PAROS” dated 17-09-2023
The original document is in Greek and is filed with the Magistrates’ Court of Paros

Article 1 – Founding Provisions

1. The name of the Association shall be “KYKLOS PAROS”, and in Latin characters written as “KYKLOS PAROS”. Hereinafter, “KYKLOS PAROS” shall be referred to as “the Association”.
2. The seat of the Association is the Municipality of Paros in the South Aegean Region.
3. Until the first Regular Meeting of the General Assembly of Members and the election of a new Board of Directors by it, the Association will be governed by the Provisional Board of Directors elected and appointed by the Founding Members of the Association by the Founding Act.
4. Within 8 days from the official recognition of the Association, the members of the Provisional Board of Directors must meet and constitute itself the first Board of Directors by electing a President, Vice President, Secretary, Treasurer, and Program Director, in accordance with the provisions of this Statute, and take all necessary measures for the proper organization and functioning of the Association.
5. The first Board of Directors must convene the first Regular General Assembly of Members for the election of a new Board of Directors by June 30, 2024.

Article 2 – Purpose of the Association – Scope of Activities

1. The purpose of the Association is non-profit and for public benefit. It is dedicated to the support and coordination of an open community, an open circle of all those interested in the arts and culture, providing a framework where they can meet in a spirit of companionship in a peaceful and creative environment and participate in the cultural activities that interest them. The Association aims to offer a platform for public discourse and to act as a dialogue partner among all components of the Paros community and its visitors, in all their multilingual and multicultural diversity, to share arts and cultural creations.
2. The purpose of the Association includes, indicatively and not restrictively, the following activities:
 - a. Organization of public discussions, seminars, and conferences with locally and internationally recognized trendsetters, thinkers, artists, and cultural figures, both women and men, in person or via teleconferencing, concerning social, environmental, and cultural trends and developments in Greece, the European Union, the European continent, and the broader world.
 - b. Organization of concerts for musicians, exhibitions and events for painters, graphic designers, and performing artists, film and documentary producers, as well as readings by authors and poets who present their work and engage with the interested public.
 - c. Organization of art and culture workshops.
 - d. Organization of educational workshops for young local artists to strengthen their abilities in presenting and promoting their artistic creations.
 - e. Coordination and operation of a physical space suitable for activities and accessible daily for meetings.

Article 3 – Means to Achieve the Association’s Objectives

The means to achieve the Association’s objectives include all lawful methods that the General Assembly and the Board of Directors deem appropriate and effective. These include, indicatively:

- A) Organizing scientific, cultural, and social events.
- B) Publishing printed materials (e.g., magazines, newspapers) and creating an online forum to better fulfill the Association's objectives.
- C) Supporting, adopting, or participating in the activities of third-party individuals or legal entities that serve or align with the Association’s purposes, within and outside of Greece.
- D) Establishing and nurturing relationships with institutions and organizations that pursue similar goals to those of the Association.

- E) Establishing awards to support individuals or legal entities whose activities serve the purposes of the Association.

Article 4 – Financial Resources of the Association

1. The financial resources of the Association shall be:
 - a. Regular annual membership fees as defined in paragraph 10 of Article 5.
 - b. Extraordinary contributions, donations, or sponsorships from Members or third parties, whether individuals or legal entities, of private or public law, and from property rights acquired by the Association through its operations, as well as European or national grants and funding provided to support its objectives.
 - c. Any income whose acceptance does not contradict the purposes of the Association and the applicable legal provisions.

Article 5 – Members of the Association

1. The Association is composed of Regular and Honorary Members.
2. Regular Members of the Association are the founding members listed in the Founding Act, and new members who are registered according to the procedures defined in these Statutes.
3. Any person who shares the aims of the Association and can participate in its work and in meetings of the Regular Members' General Assembly may become a new Regular Member.
4. Registration of a new Regular Member takes place after an invitation from the Board of Directors to submit an application for registration and approval of that application at the next General Assembly.
5. Upon registration, the new Regular Member pays a registration fee equivalent to the annual membership fee for the year of registration. The regular annual fee begins the following year.
6. **Honorary Members:** By decision of the Regular General Assembly, persons who have made outstanding contributions to the arts, sciences, or society in general may be declared honorary members of the Association.
7. All members of the Association, except honorary members, have the same rights and obligations. Special rights may only be granted or revoked with the consent of all members.
8. Every member has the right:
 - a. To vote and be elected to the Association's governing bodies.
 - b. To participate in the operations of the Association, to freely express their opinion on any matter concerning the Association, and to contribute to its work.
 - c. To enjoy the benefits provided to the Association's members (use of facilities, etc.).
8. Each member has the obligation:
 - a. To support the Association's activities according to their capabilities and to uphold its good reputation and interests.
 - b. To participate, within their means, in the Association's activities to help achieve its goals.
 - c. To pay their membership fees regularly and attend General Assemblies.
 - d. To fulfill each assigned task conscientiously, responsibly, and effectively.
9. **Membership Fees**
 - a. Membership fees are annual.
 - b. The amount of the annual fee is €50.
 - c. Any increase or decrease in the fee is determined by decision of the General Assembly.
 - d. In urgent situations, the Board may decide on an extraordinary, non-mandatory contribution.
 - e. The initial membership fee must be paid by the founding members within 30 days of the court's approval of the Association's establishment and its registration in the Associations Register. Thereafter, the annual fee is to be paid by all members within 30 days of the start of each new fiscal year.
 - f. If a member is unjustifiably late in paying their fees for more than three (3) years, they will be formally invited by the Board to settle their dues within a reasonable timeframe.

- g. If the member fails to respond, they are considered to have resigned and will be removed from the Association by decision of the Board.
11. Any member may resign from the Association by submitting a written declaration to the Board, but they remain obligated to fulfill any financial obligations in accordance with Article 87 para. b of the Civil Code.
 12. A member whose actions or behavior contradict the purposes of the Association or hinder its operations, or harm the reputation or interests of the Association and/or its members, may be temporarily removed by decision of 5 Board members and permanently expelled by decision of the Regular General Assembly.

Article 6 – The Board of Directors (BoD) and the Officers of the Association

1. **Board of Directors:** The BoD consists of seven (7) members elected for a term of two years by secret ballot at the Regular General Assembly, convened in accordance with the provisions of these Statutes. Members of the BoD must have their primary residence in Paros or Antiparos.
2. Only regular members of the Association may be elected to the BoD.
3. Within eight (8) days of their election, the members of the BoD convene to form the Board and elect the officers of the Association by secret ballot: the President, the Vice-President, the General Secretary, and the Program Director.
4. Within eight (8) days of forming, the new BoD calls a joint meeting with the outgoing BoD's presidency to officially transfer the management, files, and all property of the Association. The officers' term begins upon receiving management responsibilities and ends when they hand them over to newly elected officers or upon earlier termination as set out in the statutes.
5. **Meetings of the BoD**
 - a) The BoD meets regularly once per month unless the President considers it unnecessary or infeasible. Extraordinary meetings may be called by the President or by written request of at least three (3) members, specifying the matters to be discussed. In such case, the President must convene the meeting within three (3) days or as soon as possible.
 - b) The BoD has a quorum when at least four (4) members are present.
 - c) Decisions of the BoD are taken:
 - a) by majority of the members present, and
 - b) by unanimous written consent of all BoD members.
 - d) Members may participate and vote in BoD meetings via teleconference or telephone.
6. **Replacement of BoD Members**
 - A) A BoD member who unjustifiably misses all meetings for three (3) consecutive months is considered to have resigned.
 - B) In case of a vacant seat on the BoD due to resignation, inability to participate, or for any other reason, the replacement is made by the alternate candidates in the order of votes received.
7. **Responsibilities of the Board of Directors**
 - A. The BoD manages the Association and its property and generally makes decisions on all matters related to achieving the Association's goals, except those explicitly assigned to the General Assembly by the Statutes. The BoD prepares and submits for approval to the Regular General Assembly the financial report and balance sheet of the concluded fiscal year, as well as the budget for the upcoming year.
 - B. The BoD hires staff for the Association and contracts with third parties for any services it deems necessary. It appoints representatives, lawyers, agents, and proxies to represent the Association in court, administrative offices, social institutions, and business transactions, and may revoke any authorization at its discretion.
 - C. To better serve the purposes of the Association and implement its activity program effectively, the BoD may establish committees responsible for specific areas (lectures, publications, exhibitions, theatrical performances, etc.). These bodies operate under the instructions and guidance of the BoD. Their members and terms are appointed by the BoD.

D. The BoD shall evaluate, during its Regular or Special Sessions, each event organized by the Association to assess its success in achieving its intended goal and identify weaknesses in participation or areas for improvement. It communicates its findings to all participants and the relevant committees.

E. The BoD may draft and propose to the General Assembly a Regulation for further detailing the operation of the Association's organs, including amendments. This Regulation must complement the Statute and may not contradict or override them.

F. The BoD may also draft and propose an Internal Regulation for the Association's operation, subject to approval by the General Assembly.

G. The BoD elects the officers of the Association: President, Vice-President, General Secretary, Treasurer, and Program Director. These may be selected from within the BoD or, optionally, from the Association's broader membership and their Deputies, who shall assist and substitute for them in performing their duties. The officers of the Association are entitled to support staff to fulfill their responsibilities, and the BoD shall provide administrative, accounting, and technical assistance according to the needs of the role and the Association's capacity.

8. The President of the Association

A. The President represents the Association before courts, all public authorities, and in all relations and transactions with any legal or natural person (e.g., banks).

B. In cooperation with the General Secretary, the President prepares the agenda for BoD and General Assembly meetings. They convene these meetings in accordance with the Statute.

C. The President chairs meetings of both the BoD and the General Assembly and is accountable to the General Assembly for the work of the BoD.

D. The President signs, together with the General Secretary, all documents from the Association's archives, and with the Treasurer, all financial documents.

E. In cooperation with the BoD, the President ensures the implementation of the Statutes and the execution of decisions by the BoD and the General Assembly.

9. The Vice President of the Association

A. The Vice President fully replaces the President in all their duties when the latter is absent or unable to perform them. If the Vice President is also unavailable, the BoD assigns the role to another of its members.

B. The Vice President exercises any responsibilities that the President delegates to them.

C. The Vice President collaborates with and supports the activity committees established by the BoD.

10. General Secretary

1. The General Secretary

A. Keeps the minutes of the meetings of the Board of Directors and the General Assembly, maintains the Association's archives, and safeguards its official seal.

B. Signs official Association documents together with the President, maintains the register of incoming and outgoing correspondence, and ensures proper management of the Association's communications.

C. Maintains the member register, issues notifications to members, and handles all communications with them.

2. The General Secretary is responsible for receiving and reviewing all applications for new members and reporting them to the General Assembly on behalf of the BoD. They maintain regular contact with members regarding the admission of new individuals to the Association with the goal of recognizing persons interested in membership.

11. Treasurer

A. Collects the annual membership fees and all financial contributions from members to the Association, issuing and signing the appropriate receipts.

B. Collects all payments due to the Association, signing the respective receipts.

C. Carries out payments for the Association's debts, receives and records the relevant receipts.

- D. Signs the necessary documents for all banking transactions of the Association—alone for transactions up to €2,000 and together with the President for higher amounts.
- E. Maintains the necessary financial books and cooperates with the Association’s accountants for keeping official records and submitting reports to authorities.
- F. Prepares and submits a quarterly financial report to the BoD.
- G. Deposits the Association’s funds in a bank account designated by the BoD, but may, with approval, retain a cash amount for day-to-day needs—not exceeding €1,000.
- H. Leads efforts to develop funding sources to support the activities of the Association.

12. Program Director (P.D.)

The P.D. is responsible for the development of the Association’s programs. They prepare and propose to the BoD the establishment of program departments and committees, and ex officio serve as a member of each such committee or department, overseeing and coordinating their work.

Article 7 – Audit Committee

1. The Audit Committee (A.C.) consists of three (3) members, elected for a two-year term during the Regular General Assembly.
2. The A.C. sets its own rules of operation and makes decisions unanimously. It may assign one or two of its members to conduct investigations and audits, which have full authority as if decided by the full committee.
3. The A.C. audits the Association’s financial management annually or whenever deemed necessary.
4. The A.C. examines and monitors the handling of the Association’s affairs by the BoD and its officers for compliance with the Association’s purposes, the Statutes, and the law. For this purpose, it may request all information and relevant documents it deems necessary from the BoD and officers, who are obliged to provide them promptly.
5. The A.C. may report its findings and conclusions to the BoD, offer recommendations, and request a review of the BoD’s decisions. If necessary, it may request the President to convene an Extraordinary General Assembly to present the results of its audits and offer corrective recommendations. The President must take all necessary steps to convene the General Assembly within 5 days of the A.C.’s request.

Article 8 – The General Assembly

1. The General Assembly (G.A.) is the highest governing body of the Association. In addition to the powers assigned to it by these Statutes, the G.A. also exercises oversight and control over the administrative bodies. It holds the right to recall members of the BoD and representatives of other bodies, and to dismiss officers or BoD members for serious misconduct or inability to fulfill their duties or for any other serious reason (**Articles 93 and 94 of the Civil Code**).
2. The General Assembly (G.A.) meets in Regular and Extraordinary Sessions, which are convened by the President of the BoD with a Notice specifying the date, start time, type of assembly, and agenda items. Each Notice shall include a Notice to reconvene a meeting in case a meeting is adjourned due to lack of quorum. A reconvened meeting may be scheduled as soon as two hours after the confirmation of no quorum, on the same day and at the same place.
3. The Notice of meeting shall be posted on the Association’s website and sent to each member via the email or other address they provided upon registration.
4. Only regular members who are up to date with their annual fees may participate in a General Assembly meeting. They may participate via a proxy who is also a member with voting rights and who has been granted written authorization. If the BoD deems it feasible and has secured appropriate means, it may permit participation and voting via teleconference. In the event teleconference participation is permitted the Notice of meeting shall include instructions and participation rules.

5. **Quorum:** A session of the G.A. has quorum when 50% plus one of the financially up-to-date members are present. Quorum is verified by the President based on the member lists provided by the Treasurer. If quorum is not reached, the meeting shall be reconvened in accordance with the Notice of Meeting as previously announced, with the same agenda, and is deemed to have quorum regardless of the number of members present.
6. The President opens and closes the meeting and directs the discussion in the order of the agenda. A speaker list is compiled before discussion starts, and speakers are given the floor in that order. Speakers may submit written proposals during their speech. In case of multiple proposals, each is discussed separately, and the original proposer has the right to definitely accept or amendments to their own proposal. After discussions, the Secretary records each accepted proposal and submits them for separate voting in the order presented.
7. After all agenda items have been addressed, participants may propose new items for the agenda. A new item shall be added to the agenda of the next session of the G.A. except if it is endorsed by at least three (3) BoD members or 25% of the members present for inclusion in the current session's agenda.
8. The Secretary keeps the minutes of the General Assembly (G.A.), which are signed by both the Secretary and the President of the session.
9. **Decisions of the G.A.:** Decisions are made by a simple majority of the members present and entitled to vote, unless the Statutes require a different majority for a specific topic.
10. Voting is conducted by a show of hands. Secret ballot is used only in cases of BoD and Audit Committee elections, personal matters, expulsion or removal of a member, recall of a BoD member, or dismissal of an officer.
11. A member may not vote on a decision involving a legal transaction or litigation between the Association and themselves, their spouse, or a blood relative.
12. **Regular Sessions:** A regular session of the G.A. must take place once per year, no later than 13 months after the previous one.
13. The agenda of the Regular G.A. session must include:
 - a) Submission and approval of the minutes of the previous G.A.
 - b) Report of the Audit Committee (excluding financial matters)
 - c) The BoD's report on the Association's activities during the previous year
 - d) Discussion on the success and effectiveness of programs and activities related to the Association's objectives
 - e) Financial report of the entire previous year and the financial audit report by the Audit Committee
 - f) Proposal for the budget of the upcoming period
 - g) Approval by the G.A. of the BoD's actions and financial management for the year, and discharge of liability for its members
 - h) In addition, the BoD is obligated to include in the agenda any topic that is requested in writing by at least three members and submitted to the Secretary at least 5 days before the convening of the Meeting.

Article 9 – Extraordinary Sessions of the General Assembly

1. Extraordinary sessions of the General Assembly (G.A.) are convened by the President of the BoD:
 - (a) Following a relevant decision of the BoD that also sets the agenda items; or
 - (b) Upon request signed by at least 1/5 of the members, including the reasons for calling an extraordinary session, which are to be included in the agenda.
2. The President of the BoD is obliged, within three (3) days from receiving a valid request by members, **to convene** an Extraordinary G.A., which must take place within fifteen (15) days of its convocation date.
3. The agenda of the Extraordinary Session must include items that have been submitted in writing to the President at least 5 days before the session.

Article 10 – Elections

1. Every two years, during the Regular G.A., elections are held for the appointment of the Board of Directors (BoD) and the Audit Committee (A.C.).
2. The elections are conducted by a three-member Electoral Committee elected by the G.A. for this purpose. Members of the Electoral Committee may not be candidates in that session's elections.
3. The President calls for nominations as soon as the elections for the BoD and A.C. are announced. Nominations may be submitted by the candidate themselves or by another member and must be accepted by the nominee. The BoD's decision regarding the timing of the elections is included in the Notice of Meeting. Nominations may be submitted orally or in writing before the session or up to the announced start time of the elections. Each candidate may present their qualifications to the Assembly. The President confirms that all nominations have been submitted and announces the close of the nomination period.
4. Members who have not fulfilled their financial obligations at least one (1) hour before the start of the G.A. session are excluded from the right to vote or be elected.
5. Elections are held separately for the BoD and the Audit Committee, using a single ballot for each body listing all candidates.
6. Each voter may vote for up to seven (7) candidates for the BoD and three (3) for the Audit Committee.
7. The seven (7) candidates with the most votes are elected to the BoD, and the top three (3) to the Audit Committee. The next-ranked candidates serve as alternates in case of early vacancies.
8. After voting concludes, the Electoral Committee counts the votes, announces the elected candidates and alternates in order of success. In the case of a tie, a second vote determines the ranking.
9. The Electoral Committee then prepares and signs the election report, posts it on the bulletin board, and submits all ballots and relevant election documents to the highest-voted board member, who convenes the BoD to form a body in accordance with Article 14.

Article 11 – Amendment of the Statutes – Dissolution of the Association

1. Amendment of the Statute, may be made by a General Assembly at which at least one half of the regular members are in attendance and must be approved by a majority of (3/4) of votes.
2. The Board of Directors is responsible for registering the amendment in the Associations Register at the competent court.
3. To dissolve the Association, a decision of the G.A. is required, and must be approved by at least three-fourths (3/4) of all the regular members.
4. The Association is automatically dissolved if the number of members falls below ten (10).
5. If the Association is dissolved, its assets shall be allocated, by decision of the final General Assembly, to one or more charitable foundations or public organizations of the Municipality of Paros.

Article 12

1. Any matter not covered by the statutes or the relevant legal provisions for associations shall be regulated by decision of the General Assembly.