

ST. MICHAEL'S HOSPICE CHARITY- PAPHOS

CONSTITUTION

ESTABLISHMENT – REGION – EMBLEM - BASIS

Article 1

An Association is founded in Paphos under the name: "ST. MICHAEL'S HOSPICE CHARITY- PAPHOS" (hereinafter to be referred to as the "Association").

Article 2

The **EMBLEM** of the Association consists of two circles and within them is written "ST. MICHAEL'S HOSPICE CHARITY - PAPHOS" and in the centre a CROSS is depicted – where in each gap there is a smaller cross - all framed in a design. A copy of the emblem is attached.

Article 3

The **seat** of the Association is situated in Paphos.

OBJECTIVES

Article 4

The AIM/PURPOSE of the Association is to organize events and other activities with the aim and objective of securing financial resources for the development of the love and interest of the Friends of the Association, with regard to Christian ethics, the religious and spiritual acclamation of the members and friends and the provision of financial and any other assistance, e.g. medical care, support, hospitalization, etc. through activities of the Board Members in connection with the philosophy and the spirit of Christianity, with the objective and aim of the friends, close assistants, collaborators and supporters to stand for the principles and purposes of the Association «ST. MICHAEL ' S HOSPICE CHARITY - PAPHOS'.

All persons who require assistance as above, either for themselves or related persons, are asked to apply to the Association by completing an appeal in writing describing the kind of assistance they need, and attaching relevant medical and or other certificates that may be requested. The Board will examine the requests and will then inform the applicants in writing as to whether the request will be approved or rejected.

Article 5

The Association will be autonomous, with its own Board of Directors and undertakes not to mix any other religious and/or political activity in all its decisions and activities. Within the

framework of its activities, it may develop and create committees and activities throughout Cyprus to serve its purposes as referred to in **Article 4** above. By the decision of the Board it can be joined with clubs or associations of a similar nature and with similar objectives. **Furthermore, no member shall be entitled to perform any business through the Association.**

MEMBERSHIP REGISTRATION

Article 6

1. The members of the Association are limited to the categories defined below:
 - (a) **Members:** Any person who applies to become a member subject to the procedure prescribed in paragraph 6(2) hereinbelow and subject to the payment, by him/her, of the current annual membership fee. For the avoidance of any doubt, reference in this Constitution to “members with voting rights” and “members who (have) settled their financial dues” and “members who have paid their annual subscription in full” shall refer to this category of Members, i.e. to members who, having settled their financial subscription fee and became members subject to paragraph 6.2. below, constitute members of the Association with voting rights.
 - (b) **Honorary members:** Members may become Honorary if they have offered substantial and valuable services to the Association, following a plenary decision of the Board of Directors, honorary members are entitled to attend the Annual General Meetings of the Association, to deliver opinions and suggestions, but they are deprived of the right to vote and to nominate and stand as members of the Board of Directors.

2. Persons who pay the annual subscription fee and accept and agree to the contents of the Statutes of the Association may register and submit a **special -membership form** to which they will make reference to:
 - a) Acceptance of the content of the Statutes of the Association;
 - b) Confirmation by the members that they have not been convicted of any abuse in the context of their involvement in operations of a non-profit organisation or of an offence involving a lack of honesty or moral disgrace.
 - c) Their name;
 - d) Their address/telephone/fax number, etc;
 - e) Their occupation; and
 - f) Their date of birth.

- 3.** The Board of Directors, to preserve its independence and non-involvement in political and other religious activities and considerations, may set specific criteria for the acceptance of members. These criteria will be disclosed to candidate members

and will be consented to by the members upon submission of the special membership form.

3. In case of rejection of the application for registration of any new member, then the person will be entitled to apply at the annual General Meeting of the Association and request the review of his application for registration as a member of the Association. Any decision of the General Meeting shall be binding on the Board of Directors.
4. Under no circumstances will it be possible for the Association to register members who have been convicted of any abuse in the context of their involvement in operations of a non-profit organisation or of an offence involving a lack of honesty or moral disgrace.

MEMBERS' DUTIES

Article 7

1. Members must prepay the current annual membership fee as of the first week of July of each year, which may not be refunded in any way.
2. The membership status will cease to apply if the subscription has not been paid by 31st December of each year at the latest.

RIGHTS OF THE MEMBERS

Article 8

- 1 The right to vote in General Meetings of the Association shall be assigned exclusively to Members who have paid their annual subscription in full. Honorary members have no right to vote in General Meetings.
- 2 All the members who have settled their financial dues to the Association have the right to vote and stand as a candidate for election, as well as enjoy all the other benefits that the Association offers.
- 3 Membership is non-representative, is not transferrable and cannot be inherited.
- 4 Members must promote the objectives and aims of the Association, adhere to the constitutional provisions and avoid any action that could mislead or harm the Association.

ENTRANCE – WITHDRAWAL – DISMISSAL – REMOVAL OF THE MEMBERS

Article 9

1. Any member who is opposed to the objectives of the Association, as referred to in the Statute or behaves in such a manner as to create either financial or moral or religious damage to the Association, the Board of Directors with its JUSTIFIED DECISION, may remove this member from the register of members of the Association.
2. If the member himself considers that he should not be removed as a member of the Association, then he may apply to the General Meeting and request his reinstatement as a member of the Association. The decision of the General Meeting is final and binding for all.
3. Each member shall be entitled to withdraw from the Association at any time.
4. A member's dismissal shall be permitted in the event that the member, with his or her conduct, acts or omissions, entails or causes humiliation, defamation or a reduction in the credibility or prestige of the Association or other damage to its interests. Such a member may be dismissed by majority voting by the Board of Directors in a quorum, after that member has been heard.

RIGHTS AND DUTIES OF THE MEMBERS LEAVING

Article 10

1. A member of the Association whose membership is terminated has no right to the property of the Association.

FINANCIAL RESOURCES OF THE ASSOCIATION

Article 12

1. The resources of the Association will come from subscriptions of its members amounting to the sum of at least 5 Euro = (five) euros per annum, from contributions and donations of movable and/or immovable property to the Association, which will be entitled to accept any contribution or donation, legacy or inheritance, from the

organizing of various events, issuance and circulation of lotteries and/or by decision after approval of the **competent authority**, by state subsidy etc. by decision of the Board. **The Association will not deal with land trading activities, property exploitation or other speculative activities.**

2. **Further, the income of the Association will be used only for the attainment of its objectives. Also, the income cannot and, in any case, must not be saved or invested, but for the most part be made available annually for the objectives of the Association.**

ADMINISTRATIVE TOOLS

Article 13

1. The bodies of the Association are:
 - 1.1. The General Meeting of the Members; and
 - 1.2. The Board of Directors of the Association.

ADMINISTRATION OF THE ASSOCIATION – BOARD OF DIRECTORS

Article 12

1. The superior body of the Association is the Board of Directors. The Board of Directors shall consist of the President, the Vice-President, the Secretary and the Treasurer and 6 (six) other members of the Board of Directors.
2. The management of the Association is exercised by the Board of Directors, which is elected during the Annual General Meeting by secret ballot and its term of office is two years. The Board comprises of 7 (seven) members in total.
3. The Board of Directors is established as a body 3 days after its election during the Annual General Meeting. The President, the Vice-President, the Secretary and the Treasurer are elected with vote by a show of hands by the members of the Board of Directors.
4. The remaining elected members of the Board of Directors may be assigned special duties or responsibilities in accordance with a decision of the Board of Directors (creation of Committees and Subcommittees and/or other bodies which will be considered necessary and essential for the smooth working and uninterrupted operation of the Association in order to serve the objectives of the Association).

5. A member of the Board of Directors shall not be entitled to participate in the debate or in the vote if the decision to be taken relates to the conduct of an action or arising from an appeal of a hearing between the Association and that member or the spouse of that member; a blood relative or relative by marriage to the third degree, or to the conduct of an action between the Association and a company, personal or a company with share capital, in which the member or a spouse or a blood relative or by marriage to the third degree thereof is involved.

BOARD MEETINGS

Article 13

1. The President shall lead the Board of Directors and preside over all meetings of the Board of Directors. If the President is absent, the Vice-President presides over the meetings of the Board of Directors and/or assumes any duties at the request of the President of the Association.
2. The Board of Directors will convene meetings at least once a month every year on the basis of the following procedure:
 - a) Any member of the Board of Directors may put any relevant matter to the vote at the agenda of the relevant meeting of the Board of Directors. Decisions will be taken only on the topics of the agenda. Any other matter may be discussed at a meeting but no decision will be taken if it is not included in the agenda of the specific meeting.
 - b) The Board of Directors shall have a quorum when members constituting a simple majority of the Board of Directors are present, including compulsorily the President or the Vice-President of the Board of Directors.
 - c) The members of the Board of Directors are obliged to declare any financial interest they may have on the matter under discussion and the Board of Directors shall decide whether or not such members of the Board may exercise their right to vote on this matter.
 - d) Decisions in the meetings of the Board of Directors shall be taken by simple majority vote of all the board members present at the Board Meeting.

- e) All members of the Board of Directors attending a Board Meeting shall have equal voting rights. In the event of a tie of the Board, the President, or the Vice-President, in the absence of the President, will have an additional vote.
 - f) Voting at the meetings of the Board of Directors is usually carried out by a show of hands, which is counted and decided by the President, unless at least two members of the Board, with the right to vote in the Meeting, propose to conduct a formal, written vote.
 - g) The President shall decide on the exact procedure for a formal vote with ballot papers at the meetings of the Board of Directors.
3. If deemed necessary by the President for a particular decision, the Board may meet for an extraordinary board meeting. In this case, all the members of the Board are notified in relation to the extraordinary general meeting by the President at least 1 day in advance. The extraordinary board meetings will take place in the same manner of an annual board meeting, i.e. as prescribed in paragraph 13.2. hereabove.
 4. The Board is responsible for the entire administration of the Association, according to the provisions of this Statute and is the administrative body of the Association. It implements all legal measures necessary for the smooth and seamless promotion of the aims and objectives of the Association and resolution of its problems.
 5. In case of resignation of 1/2 of the members of the Board, they are replaced by the alternates and if these do not exist then an extraordinary General Meeting will be convened to elect as many members as they need or alternates and to serve for the remainder of the mandate of the Board of Directors.
 6. The duties of the Board members are offered pro bono. The members of the Board of Directors, however, are entitled to claim any reasonable costs incurred in the performance of their duties and which may involve travel expenses and daily reimbursement of expenses intended to ensure the operation of the Association.

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Article 14

1. The Board of Directors must diligently handle the affairs of the Association, and in compliance with the laws of the Republic.

2. The Board of Directors of the Association shall be required to keep a fully updated register of its members, which shall be updated at least once a year and shall be available for inspection by the Registrar and to any third party having a legitimate interest.
3. The Board of Directors shall, at the latest within one (1) month from identifying that the members of the Association are under twenty (20), disclose this fact to the Registrar, indicating the date.
4. The Board of Directors is obliged after the adoption of any amendment of the present statutes to submit to the Registrar, without undue delay, and, in any case, no later than thirty (30) days from the date of the amendment, written application for registration of the amendment in the Register.
5. The Board of Directors is obliged within the first quarter of each year to notify the Registrar in writing of the following:
 - (a) Numerically, any deletions of members and registrations of new members made during the preceding year.
 - (b) In the case where changes are made to the members of the Association's Board of Directors with their respective offices and contact details.
 - (c) Whether the minimum number of Annual General Meetings set out in the statutes was carried out in the preceding year.
6. Any agreements, contracts, legal acts carried out by the Board of Directors of the Association within the limits of its authority bind the Association.

OBLIGATIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS

Article 15

1. The President shall preside over all meetings of the Board of Directors as well as of the Annual General Meeting.
2. The President and the Secretary of the Association shall sign all documents in relation to the Association and also sign all and minutes of the meetings after their approval, as well as the cheques for payments with the Treasurer.
3. The Vice-President replaces the President when he/she is absent, and may also replace the Secretary when he/she is absent but the President, however, is present.

4. The Secretary shall be responsible for the safekeeping of the stamps, the register of members, of the stationery, the recording of the minutes, the drafting of letters, announcements and publications and shall coordinate with the President the activities of the Association, sign after the President's and the Treasurer's bank cheques and other bank documents.
5. The Treasurer is responsible for the accounting books of the Association and signs, with the President and the Secretary, all Bank payment cheques and attends to all proceeds and payments of the Association.
6. The Treasurer also undertakes to collect the Members' subscriptions, to present the balance sheet every semester and to retain all details of payments and receipts.
The accounts of the Association are audited by an approved auditor who is selected by the Board of Directors.
7. Every member of the Board of Directors and any other member may propose in writing any topic for discussion by the Board and the President may include it once the Secretary drafts the agenda. If, for any reason, this issue is not included in the agenda, then the Board member or any other member may contact the General Assembly and reproach them or request clarifications for the non-inclusion of the subject on the agenda.

VACATING THE POSITION IN THE BOARD

Article 16

1. A Board Member of the Association shall vacate his office if:
 - a. He/she is absent without good reason from three consecutive regular meetings of the Board of Directors.
 - b. He/she is opposed to the objectives and violates the statutes of the Association.
 - c. He/she is unable to fulfil his obligations as an official of the Association.
 - d. through his attitude or conduct endangers the reputation and/or the Christian values and the realization of the objectives of the Association.
 - e. He/she has discredited or otherwise harmed the Association.
2. The decision, for a Board Member, to vacate his/her post will be taken by the Board and the person will be entitled to appeal to the Annual General Meeting for his rehabilitation for his re-election.

REPLACEMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS

Article 17

1. At the discretion of the President, assistants or alternates may be appointed for the positions of Secretary, Treasurer and Membership Secretary in order to cover emergency needs due to absence, sickness or excessive workload, provided that these appointments will stem from the current elected members of the Board of Directors.

GENERAL MEETING – RESOLUTIONS OF THE GENERAL MEETINGS

Article 18

1. (a) The General Meeting of the Members of the Association is the supreme body of the Association and decides on each case of the Association which is not within the competence of another institution.
(b) The General Meeting, elects the Members of the Board, decides on the change of the objectives of the Association, the amendment of the statutes and the dissolution of the Association.
(c) The General Meeting of the Members of the Association is responsible for the supervision and control of the members of the Board of Directors.
(d) The General Meetings are divided into Annual General Meetings (AGM) and Extraordinary General Meetings (EGM) and Special General Meetings (SGM).
2. The President, or if the President is absent, the Vice-President, shall convene and preside over all General Meetings.
3. A member shall not be entitled to participate either in the debate or in the vote, if the decision to be taken relates to the conduct of an act or arising from or appeal of a hearing between the Association and that member or his spouse or his relative by blood or by marriage up to the third degree relationship or the undertaking of an action between the Association and the Company, personal or financial, in which or in the management of which this member or his spouse or relative is involved through blood or by marriage to the third degree relationship.
4. The President shall decide on the procedure for a formal vote with ballots at an AGM, EGM or SGM, unless specifically specified in the Constitution that a formal vote with ballots shall take place.

ANNUAL GENERAL MEETING

Article 19

1. The Annual General Meeting is convened in the **first ten days** of JULY by the President by way of a signed invitation, by the President and the Secretary, which is sent out to the members of the Association. The invitation must specify:
 - a) the venue;
 - b) the date and time;
 - c) the items on the agenda; and
 - d) and any other matter raised by any member.

The Secretary shall also send a signed letter to the Board of Directors five days before the dispatch of the invitation for the convening of the Annual General Meeting. The invitation for the convening of the Annual General Meeting is sent to the registered and members who have financially settled their dues, ten days before the date of the Annual General Meeting.

2. Members who have not settled their dues but nevertheless showed up at the Annual General Meeting, may still be entitled to participate and be entitled to vote in the Annual General Meeting provided that they have arranged for the payment of their annual subscription fee.
3. Annual General meetings shall have a quorum when at least half of the current members with voting rights are present at the Annual General Meeting. In case of a lack of quorum at the specified time, the Annual General Meeting is postponed for thirty minutes and those members who are in attendance constitute a quorum and the work of the Annual General Meeting is normally carried out according to the agenda.
4. All members with voting rights present at an AGM are entitled to vote. Each member with voting rights shall have one vote.
5. Decisions on all matters at an AGM shall be taken by a simple majority of the members present.
6. In the case of a tie at an AGM, the President and if absent, the Vice-President, has an additional, decisive vote.
7. Safe for the election of the Board of Directors process which shall take place by secret ballot, the vote at the AGM or the EGM is usually carried out by a show of hands, which is counted and decided by the President.

8. The Annual General Meeting takes stock of the activities of the Association by the Treasurer of the Association and any other item on the agenda.
9. The electoral process for the election of a new Board of Directors is carried out by an election committee, the composition of which is decided by the existing Board of Directors. The members of the Board of Directors are elected by the members of the Association during the Annual General Meeting by secret ballot.
10. An increase of the members of the Board of Directors may be decided during the Annual General Meeting with the recommendation of the Board of Directors. The decision on whether or not the number of the Board of Directors shall be increased shall be decided at the Annual General Meeting by the members of the Association.

EXTRAORDINARY GENERAL MEETING

Article 20

1. An EGM is convened:
 - (a) either as soon as and whenever the Board of Directors decides that this is required;
or
 - (b) at the written request by 1/3 of the members of the Association who have settled their financial dues. The written request must also entail the matters to be discussed on the EGM.
3. The convening of the Extraordinary General Meeting must be communicated to the members who have financially settled their dues at least six days before the date of the meeting of the Extraordinary General Meeting with a letter signed by the President and the Secretary of the Association, stating the issues to be discussed on the agenda of the Extraordinary General Meeting. The letter must specify also the date and time of the EGM.
4. Extraordinary General meetings, shall have a quorum when at least half of the current members with voting rights are present at the EGM. In case of a lack of quorum at the specified time, the EGM is postponed for thirty minutes and those members who are in attendance constitute a quorum and the work of the EGM is normally carried out according to the agenda.
5. All members with voting rights present at an EGM are entitled to vote. Each member with voting rights shall have one vote.
6. Decisions on all matters at an EGM shall be taken by a simple majority of the members present at the EGM.

7. The vote at the EGM is usually carried out by a show of hands, which is counted and decided by the President.
8. In the case of a tie at an EGM, the President and if absent, the Vice-President, has an additional, decisive vote.

SPECIAL OR STATUTORY GENERAL MEETING

Article 21

1. The Constitution of the Association can be amended ONLY following the approval of such amendments by the Ministry of Finance.
2. The Special or Statutory General Meeting is convened by the President of the Association with an invitation signed by the Secretary, sent to the members who have financially settled their dues at least six days prior to the Special General Meeting. The invitation must specify the venue, date and time of the Special General Meeting and indicate that the meeting concerns exclusively the amendment of the Constitution of the Association.
3. The amended constitution shall be placed at the website of the Constitution at least six days prior to the date of the Special General Meeting.
4. Articles 1, 2 and 3 of the Constitution cannot be altered.
5. Special General Meetings, shall have a quorum when at least 3/4 of the current members with voting rights are present at the Annual General Meeting. In case of a lack of quorum at the specified time, the Special General Meeting is postponed for thirty minutes and those members who are in attendance constitute a quorum and the work of the Special General Meeting is normally carried out.
6. All members with voting rights present at an SGM are entitled to vote. Each member with voting rights shall have one vote.
7. The decision for the approval of amendment in the Constitution of the Association shall be taken by a simple majority of the members present at the SGM who paid their dues.

8. The process for approving amendments of the Constitution shall be carried out by a show of hands, which is counted and decided by the President.

DISSOLUTION OF THE ASSOCIATION

Article 22

1. The Association is dissolved in the case where the number of members falls below twenty (20).
2. The Association may be dissolved at any time following a decision of the Board of Directors.
3. In case the Association will be dissolved, its property will be transferred and/or granted to other already registered charities or the Republic of Cyprus.

FINANCIAL MONITORING OF THE ASSOCIATION

Article 23

1. The monitoring of the accounts and the supervision of the Association regarding the financial management of the Association's revenue for each year shall be made by the Board of Directors of the Association, which shall keep accounting records, in which all transactions of the Association are registered and shall prepare at year end of each financial year the following accounts:
 - (a) Account of the gross income and expenditure of the Association during the financial year,
 - (b) Account of its credit balance at the beginning of the financial year and all monies collected on the Association's behalf during that period,
 - (c) An account of all monies owed by them or due to them and payments made during the same financial year.

2. In the event that the Association's annual revenues exceed forty thousand euros (€40,000), the Board of Directors will ensure the preparation of audited financial accounts prepared by an approved auditor as provided by the Law 104(I)/2017 and 76(I)/218 on Associations, Foundations and Other Related Matters (the "Law").
3. The Board of Directors of the Association shall transmit to the Registrar, at the latest within seven (7) months from the end of the financial year, the accounts and the relevant report of the approved auditor, if the latter is required under the law.

GENERAL PROVISIONS

Article 24

1. **For each collection**, the Treasurer signs a receipt and seals it with the stamp of the Association in advance-numbered collection forms as well as any payment made with the approval and signature of the President, the Secretary and the Treasurer of the Association.
2. **The Association's seal** is kept by the Secretary of the Association at the Association's office.
3. **The accounting books** are kept at the Office of the Association under the responsibility of the Treasurer.
4. Each newly elected Board of Directors bears absolute responsibility personally and in solidarity with all the financial obligations it will create during its term of office and will remain pending at the end of its term of office. For this purpose, each outgoing Board will close the bank account of the Association which it had during its term of office and the new Board will open its own separate bank account of the Association.
5. All the above-mentioned forms, especially invitations may be sent through all types of electronic means, provided that they are confirmed in any way by the members or by the Association office in the event of dispatch to it.
6. **If the Board of Directors needs to issue Regulations, then these Regulations should be sent to the Minister of Finance for the Ministry's information.**

7. The Financial Year of the Association shall begin on the 1st of January and end on the 31st of December of each year.

8. No remuneration of any kind shall be paid for services rendered to any member or official of the Association.

9. The Association is represented judicially and for out of court matters by the Secretary of the Association.

10. The Association shall be liable towards third parties from any unlawful acts or omissions arising from the managing bodies or employees which represent the Association and give rise to compensation obligations, provided that such damaging act or omission took place in the context of discharging any tasks (correlated with the Association) that were assigned to them. It is understood that if the particular damaging act or omission was intentional, fraudulent, serious or a result of gross negligence, the person responsible or the persons responsible shall be jointly and severally liable towards the Association for the recovery of the damage suffered.

INTERPRETATION OF ARTICLES

Article 25

1. For any matter not foreseen under this Constitution and for any ambiguity, the General Meeting shall decide within the provisions of the applicable legal framework that is “Law 104(I)/2017 and 76(I)/218 on Associations, Foundations and Other Related Matters” and the issued regulations and any future amendments to them, the provisions of which shall prevail in any case where there is any ambiguity and/or contradiction.

NOTES:

The present Constitution consisting of 30 Articles in total was read in the General Meeting of the Association on _____ and was hereby approved.

(Date)

Conformity to this present copy is assured.

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The President of the Association

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The Secretary of the Association