

## ARTICLES OF ASSOCIATION

### OF THE SOCIETY KNOWN AS 'PEDIATRIC TRAUMA CARE'

#### Article 1

##### **Name – Registered Offices – Life - Stamp**

- 1.1. A charitable, scientific and advisory society is hereby established, to operate under the name 'PEDIATRIC TRAUMA CARE'.
- 1.2. The Society's registered offices will be in Halandri, Attica, at 1A Gythiou Street. The Society may, by decision of its Board of Directors, set up offices in other towns and cities in Greece.
- 1.3. No term has been set for the life of the Society.
- 1.4. The Society shall have its own official stamp, bearing its name.

#### Article 2

##### **Purpose**

The objectives of the Society are purely charitable and scientific, and in no circumstances is the Society to engage in the pursuit of profit.

More specifically, its objectives are as follows:

1. The establishment and operation in Greece of one or more centres for the prevention, treatment and rehabilitation of pediatric trauma, and the conducting of related scientific research.
2. The preparation of studies, creation of a library (conventional or digital) on pediatric trauma and the pediatric trauma centres existing around the world.
3. The coordination and management of teams of volunteers and the raising of public awareness on the establishment and operation of such centres, by all possible means.
4. The advancement, briefing, training and further training of doctors, nurses and other staff required for the operation of such centres, through the organizing of the appropriate educational and training programmes.
5. Publication of informational material, contact with state and other agencies in Greece and abroad, and participation in Greek and foreign organizations with similar or related objectives.

On a not-for-profit basis, the Society may, in pursuit of the aforesaid objectives:

1. Organize seminars, symposia, conferences, lectures, events of a musical, theatrical or other cultural nature in Greece or elsewhere, and participate in such activities organized by others.



2. Produce publications, exhibitions, films, TV and radio programmes.
3. Collaborate with other societies, associations, organizations, local councils, public- and private-sector agencies and in general any individual or legal entity in Greece or elsewhere.
4. Create the necessary infrastructure for the development of its activities and use any means to advance its objectives.
5. Accept contributions, subscriptions and donations, participate in funding programmes and be able to make loans in support of, and assist and encourage, any lawful financial or other activity of any kind necessary or desirable for the advancement of the Society's objectives.

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### **Article 3**

#### **Members**

- 3.1. The Society's members will be divided into two categories: honorary and regular.
- 3.2. Honorary members of the Society will be persons who have performed exceptional services to the Society and worked to attain its objectives. They are appointed by decision of the General Meeting of the Society, at the recommendation of the Board of Directors.
- 3.3. Any person or legal entity may become a regular member of the Society. Persons interested in joining the Society shall submit a written application to the Board of Directors, giving their full details and assuring the Society that they are aware of and accept the content of these Articles. The application must be countersigned by two regular members of the Society, stating that they know the interested party and recommend the acceptance of his/her application.
- 3.4. The Board of Directors of the Society shall approve or reject the application at the first meeting it holds following its submission. If the Board refuses or fails to consider the application, the interested party may appeal to the General Meeting, which shall issue a final decision.

### **Article 4**

#### **Rights and Obligations of Members**

- 4.1. Honorary members do not pay registration fees or an annual subscription, and are not entitled to vote or stand for election.
- 4.2. Regular members have the following rights and obligations:
  - (a) To pay their registration fee and annual subscription, at the appointed time, to the Society's cashier, as well as any exceptional contributions required by decision of the General Meeting to promote successful attainment of the Society's objectives;



ΣΤΕΦΑΝΟΣ ΝΙΤΑΡΑΣ  
(Α.Μ. Δ.Σ.Α. 35882)  
ΓΕΩΡΓΙΟΣ ΝΙΤΑΡΑΣ  
(Α.Μ. Δ.Σ.Α. 80009)  
28, ΑΘΗΝΑ Τ.Κ. 115 21  
ΤΗΛ: 210 5856657-8  
FAX: 210 5856657-8  
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- (b) To comply with the provisions of these Articles and the decisions of the General Meeting, to work towards attainment of the Society's objectives, to avoid any activity which would conflict with its objectives and to protect by all possible means the interests of the Society;

To support the Board of Directors in the execution of its mission; and

- (d) To participate in elections and stand for election, provided that all their financial obligations to the Society are met at the time of the vote.

## Article 5

### **Resources and Accounts of the Society**

5.1. The Society's income shall consist of:

- a. Registration fees and subscriptions of regular members.
- b. Donations or subsidies by individuals or legal entities.
- c. Legacies and bequests.
- d. Proceeds from various social and other events organized by the Society.
- e. Any other lawful source.

5.2. The Society's resources shall be used for the purposes envisaged in these Articles.

5.3. The amount of the registration fee and the annual subscription to be paid by regular members of the Society are to be set each year by decision of the Board of Directors.

5.4. Conditional bequests and donations are to be accepted by decision of the Board of Directors. Legacies, bequests and donations made to the Society for a specific purpose will be managed separately within the Society's overall budget. Any proceeds from such gifts is to be used exclusively under the conditions laid down by the testator or donor. Legacies are to be accepted always with benefit of inventory.

5.5. The Society shall keep the following records:

- (a) A Register of Members
- (b) A Book of Minutes of General Meetings
- (c) A Book of Minutes of Meetings of the Board of Directors
- (d) A Cash Ledger
- (e) Receipt books, in duplicate, for monies received and payment orders

The Board of Directors may decide that other books and records are to be kept, if necessary.



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## Members Register

6.1. The Board of Directors must ensure that the Register of Members of the Society is kept fully up to date. The Register must contain:

- a. Full details of the members; and
- b. The date of registration or resignation of members, as well as any decisions of the General Meeting or Board of Directors relating to any member.

6.2. The Register of Members is reviewed annually by the Audit Committee.

## Article 7

## Resignation of Members

7.1. Members may leave the Society by submitting their written resignation to the Board of Directors.

7.2 Members must inform the Society of their intention to resign at least three months before the end of any year, and the resignation shall take effect at the end of the year in question, the member resigning being expected to pay in full his or her subscription for the year in which the resignation is tendered.

7.3 Members who have resigned are free to re-join the Society if they follow the procedures laid down in these Articles for new members and pay their subscriptions due from the year in which they resigned to the year in which they re-register.

## Article 8

## Forfeiture of Membership

8.1 The Board of Directors may decide to terminate the membership of any member who has failed to pay his or her subscription for two years, or who violates the terms of these Articles, or is convicted, without possibility of further appeal, of a criminal offence.

8.2 The Board of Directors must inform the party in question of the impending termination of his or her membership, by registered letter, thirty (30) days before the taking of the final decision on the termination, inviting the member to meet within the said thirty-day period all his/her financial obligations currently due and/or to comply with the provisions of these Articles. If this period passes without the action requested being taken, the member's name shall be removed from the Register of Members.

8.3. A member whose membership has been terminated may be re-registered by a decision of the Board of Directors.

## Article 9

## Decision-making Bodies of the Society

The decision-making bodies of the Society are:



a. The General Meeting of Members;

b. The Board of Directors;

c. The Audit Committee; and

d. The Elections Committee.

## Article 10

### **General Meeting**

10.1. The General Meeting is the Society's senior decision-making body and is made up of all regular members, excepting only those in arrears with their dues. Regular paid-up members may attend the General Meetings in person or in the person of a proxy, with written authorization, who must himself be a regular member. Every regular member, whether attending in person or by proxy, shall have one vote at the General Meeting. In no circumstances may a regular member represent more than two paid-up regular members.

10.2. The decisions of the General Meeting are valid if taken pursuant to the provisions of these Articles, and are binding on all members of the Society.

10.3. General Meetings may be ordinary or extraordinary.

10.4. The ordinary General Meeting shall take place once each year, within the months of November-December each year. Extraordinary General Meetings are called by decision of the Board of Directors whenever deemed necessary to serve the general interests of the Society, or whenever a written request for a Meeting is submitted to the Board of Directors by one fifth (1/5) of paid-up members. This request must state the business the extraordinary General Meeting is being called to address. Within fifteen (15) days of the submission of this application the Board of Directors shall be obliged to call the extraordinary General Meeting requested.

10.5. Invitations to ordinary and extraordinary General Meetings must state the time and place and business to be discussed, and must be signed by the Chairman and General Secretary, who shall be responsible for dispatching the invitations by post to all members at least twenty (20) days before the date of the Meeting.

10.6. The General Meeting shall be competent to decide on any matter relating to the Society, even in cases where responsibility for this matter has been assigned to other bodies over whom the General Meeting exercises general supervision and control. The General Meeting shall have exclusive competence in the following areas:

(a) Approval of the annual report for the past financial year, covering, with the relevant reports by the Board of Directors and the Audit Committee, the entire financial and administrative management of the Society;

(b) Discharging the Board of Directors of any liability, or otherwise, for the entire management of the past year, in terms of both financial and administrative affairs of the Society;

(c) Approval of the budget for the next financial year;



- (d) Amendment of or addition to these Articles, in accordance with the provisions of Article 21 below;
- (e) Election of members to Board of Directors and Audit Committee, as well as their alternates;
- (f) Appointment of Elections Committee of Article 19 below;
- (g) Taking of decisions to conclude contracts to purchase/sell real estate, or loan contracts; and
- (h) Taking of decision to wind up the Society, in accordance with the provisions of Article 22 below.
- 10.7. The General Meeting shall be deemed to have achieved a quorum when at least one third (1/3) of all paid-up regular members are present or represented by proxy. If a quorum is not achieved at the first Meeting, another General Meeting must be held within no more than fifteen days, at the same time and place and with the same agenda, with no need for invitations to be issued, at which time the Meeting shall be deemed to be in valid session and empowered to take decisions however many paid-up regular members are present.
- 10.8. The General Meetings are chaired provisionally by the Chairman of the Board of Directors. Once the existence of a quorum has been established, the Chairman shall propose that the Meeting elect a Chairman, Secretary and two (2) tellers. Members of the Board of Directors and the Audit Committee may not be elected as any officer of the General Meeting. The Chairman of the General Meeting shall be elected by a show of hands. If elections to office are to be held, the General Meeting shall appoint another three members to make up the Elections Committee. The Chairman of the General Meeting shall direct the deliberations of the Meeting, put matters to the vote and in general ensure the General Meeting is conducted in a seemly manner, calling to order any disorderly members and declaring the Meeting closed.
- 10.9. Decisions of the General Meeting are to be taken by absolute majority of the members present in person and represented by proxies. Voting may be open or by secret ballot. Open votes are taken by a show of hands or a roll call, each member voting when called on by name. Secret ballots are conducted using ballot papers. On such items as elections to office, votes of confidence in the Board of Directors and motions of censure, the voting will always be secret. Ballot papers will only be accepted as valid if they are unspoiled by comments unrelated to the items being voted on or other marks or comments which infringe the principle of the confidentiality of the vote.
- 10.10. Elections for office are overseen by the Elections Committee and no candidate may be elected a member of this Committee. In these elections the first five (5) candidates in terms of votes received are elected regular members of the Board of Directors, and the two (2) first runners-up are appointed as alternates. In the event of a tie between two or more candidates, lots will be drawn by the Elections Committee to decide the order of candidates. Alternate members may replace any member of the Board of Directors in the event of resignation, forfeiture of office or death. Candidacies are either to be submitted in writing to the Board of Directors two (2) full days before the elections, or to be



proposed by regular members present at the General Meeting in oral submissions before the commencement of the voting. The Elections Committee announces the result of the elections and countersigns the relevant minute of the General Meeting.

Decisions of the General Meeting are to be entered in the book of minutes of the General Meetings and signed by the officers elected in accordance with Article 10.8 above.

## **Article 11**

### **Board of Directors**

11.1. The Society is administered by the Board of Directors, consisting of five (5) regular members elected by the General Meeting to serve a three-year term. The newly elected Board of Directors meets under the chairmanship of the member who received the most votes within fifteen (15) days of the date of its election and incorporates itself formally as a Board by electing, by secret ballot, a Chairman, Deputy Chairman, General Secretary and Treasurer. The term of office of the members of the Board of Directors commences on the date of their election and ends on the day of the first ordinary General Meeting following the expiry of the three-year term. Alternate members will serve out the full term of any members they replace. Any member of the Board of Directors may stand for re-election.

11.2. In the event:

(a) Of the resignation or departure of a member or members of the Board of Directors, for any reason, and provided that the remaining members are at least three (3) in number, the alternates, in the order in which they were elected, will fill vacant positions on the Board. If there are no alternates, the vacant positions will be filled by other regular members of the Society, who are to be elected at the first meeting of the Board following the arising of the vacant position(s), and this election will be confirmed by the first General Meeting (ordinary or extraordinary) to be called thereafter, on whatever grounds. The new members elected in this manner will serve out the remainder of the term of office of the Board of Directors.

(b) Of resignation or departure or wholesale suspension of the Board of Directors, or more than three (3) of its members, on whatever grounds, elections will be held to appoint a new Board of Directors within no more than two (2) months from the occurrence of any of the above events. The elections will be held by an Extraordinary General Meeting convened for this purpose by the outgoing Board, or at the invitation of one tenth of the membership of the Society.

(c) In the event of the resignation of the Chairman of the Board of Directors, the resigning Chairman remaining as a member of the Board, the new Chairman is to be elected by the Board of Directors itself from among its members in whatever way it deems appropriate. If the Chairman resigns from his position and from the Board, his position as member will be filled by the first alternate member in terms of number of votes at the immediately preceding elections to appoint the Board of Directors.



## Article 12

### **Competences and obligations of the Board of Directors**

12.1. The Board of Directors administers and manages all affairs of the Society except those falling within the exclusive competence of the General Meeting, and carries out the decisions taken by the General Meeting. Specifically it is responsible for:

- (a) Advancing by all legal means the objectives of the Society and taking all necessary measures, including judicial measures, to defend the interests of the Society and attain its objectives.
- (b) Deciding on enrolment of new members.
- (c) Deciding on the Society's income and expenditure.
- (d) Overseeing and inspecting the keeping of the records of the Society, in which are entered the various actions and decisions for which it is responsible, as well as the Society's income and expenditure.
- (e) Ensuring the compilation of the Society's reports and budgets.
- (f) Deciding on the issuing of printed material and other communications by the Society, and resolving all issues not falling within the exclusive competence of the General Meeting.

12.2. The members of the Board of Directors may not offer their services to the Society in the form of dependent employment for pay, or conclude with the Society contracts which involve the receipt of a fee for the provision of any service or supplies for the execution of work in order to make a profit. Any expenses incurred by Board members on the business of the Society will be reimbursed only on presentation of evidence of the expenditure and its purpose with the appropriate legally acceptable receipts.

12.3. The Board of Directors meets regularly once every two months. It may meet more often if so invited by the Chairman or if at least two (2) members submit a written application for a meeting, setting out the reasons for calling an extraordinary meeting and the business they wish to discuss. The Board of Directors is convened by the Chairman or Deputy Chairman at a specific time and date, by written invitation to be communicated to the members at least two (2) days in advance of the meeting, the invitation stating the items for discussion.

12.4. The Board of Directors shall be deemed to have achieved a quorum when at least three (3) of its members are present in person. Each member may represent one other member, by written authorization to be addressed to the Board. Decisions of the Board are taken by simple majority, through open voting, and in the case of a tie the Chairman shall have the casting vote. A secret ballot may be held on personal items or at any time and on any item when a majority of the Board of Directors so decides.

12.5. Decisions of the Board of Directors are recorded in the special minute book kept for this purpose, and signed by the members present at the meeting. Dissenting members may ask that their opinion be recorded in the minutes.

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12.6. If no meeting of the Board of Directors is held over a period of four (4) months in succession, the Board shall be deemed to have forfeited its office and any party with a lawful interest shall be entitled to seek the appointment of an interim Board of Directors, unless the failure of the Board to meet has been due to reasons of force majeure.

### **Article 13**

#### **Establishment of Special Committees**

The Board of Directors may, in order to facilitate the work of the Society, set up special committees, to operate under its immediate control, which shall act on its instructions and on its behalf. The manner in which these committees are to operate shall be determined by decision of the Board.

### **Article 14**

#### **Chairman**

The Chairman of the Board of Directors, or his lawful deputy as defined in Article 15 below, shall call meetings of the Board and chair these meetings; he shall see to it that the Board meets all its obligations, and issue orders to make payments and receive moneys to the Treasurer, on the basis of the decisions of the Board; he shall present the state of the Society and the actions of the Board to the General Meetings; and shall represent the Society judicially and extra-judicially.

### **Article 15**

#### **The Deputy Chairman**

The Deputy Chairman shall take the place of the Chairman in the exercise of all his duties in the event that the latter is unable to perform, or prevented from performing, those duties.

### **Article 16**

#### **General Secretary**

The General Secretary keeps the records and the stamp of the Society; he keeps the minute books of the Board of Directors and the General Meeting, and the protocol book recording incoming and outgoing documents, as well as the register of members. He has general charge of the clerical services of the Society and countersigns relevant documents, except those relating to the financial management of the Society.

### **Article 17**

#### **Treasurer**

The Treasurer manages the assets of the Society; he keeps the Treasurer's ledger and collects and issues payments on the basis of duplicate receipts and orders signed by himself and the Chairman of the Board. He draws up the annual budget and statement of income and expenditure for each financial year. He is obliged to deposit surplus sums in banks in the name of the Society. Every quarter he submits to the Board of Directors a summary statement of income and expenditure, with the net cash balance for the preceding quarter. At the end of each year he must present a detailed account of his management, submitting to the annual ordinary General Meeting a full financial



statement for the past year. For any deposit or withdrawal of money, two signatures are required – that of the Treasurer and that of the Chairman of the Board of Directors, except where otherwise appointed by decision of the Board.

### **Article 18**

#### **Audit Committee**

18.1. Supervision and control of the Society's management by the Board of Directors is exercised by the Audit Committee, which consists of three (3) members.

18.2. The members of the Audit Committee are elected to serve a term concurrent with that of the Board of Directors. Members of the latter may not be appointed as members of the Audit Committee.

18.3. The reports of the Audit Committee are signed by the members present at the meeting issuing the report, read to the General Meetings, and entered in their minute book.

### **Article 19**

#### **Elections Committee**

The Elections Committee is elected by the General Meeting convened to appoint officers. It consists of three (3) members of the Society; its purpose is to supervise the election of members of the Board of Directors and the Audit Committee.

### **Article 20**

#### **Financial Year – Accounts - Budget**

20.1. The Society's financial year commences on 1 November and ends on 31 October of the following year. At least one month before the end of the year the Board of Directors shall compile income and expenditure budgets for the following year, and submit them to the General Meeting for approval.

20.2. Within three months of the end of each financial year, the Treasurer shall compile the annual inventory, the profit/loss account and the balance sheet, and shall forward them, with all supporting documentation, to the Chairman, who will examine them and then lay them before the Board of Directors. Having examined the profit/loss account and the balance sheet, the Board will forward them, with its recommendation, to the Audit Committee, which draws up its report on the account to be laid before the General Meeting. A copy of this report shall be delivered to the Chairman of the Board of Directors at least three (3) days before the General Meeting, to allow him to supply any explanations that may be requested.

### **Article 21**

#### **Amendment of Articles of Association**

These Articles of Association may only be amended by decision of the General Meeting, at which at least one half (1/2) of the regular members of the Society must be present, deciding on the amendment by a majority of three quarters (3/4) of those present.



## Article 22

### **Winding-Up of Society**

The Society is to be wound up only if fewer than ten (10) members remain, or if the provisions of the Civil Code on winding-up of a society come into effect. The winding-up of the Society requires a decision of the General Meeting, at which at least one-half (1/2) of the regular members must be present, the decision being taken by a majority of three-quarters (3/4) of those present. The Chairman of the General Meeting must forward a copy of the decision to wind up the Society to the competent Court of First Instance and the Regulatory Authority, one month after the receipt of the copy of the said decision. If the Society is wound up, all its assets, moveable and immovable, must be disposed of to further similar objectives to those the Society was set up to serve.

## Article 23

### **Disciplinary Sanctions**

If the conduct of a member is incompatible with the ethical principles and standing of the Society, the Board of Directors may impose the following sanctions:

- (a) A note expressing disapproval of the conduct in question.
- (b) A formal reprimand.
- (c) Temporary suspension of membership for up to six months.
- (d) Permanent expulsion from the Society, subject to the approval of the General Meeting.

## Article 24

### **General Provisions**

24.1. Any matter not covered by these Articles of Association shall be regulated by the relevant provisions of the law on societies and associations and the Civil Code.

24.2. Within six months of the entering of the Society on the Register of Societies of the Athens Court of First Instance, the interim Board of Directors must call a General Meeting to elect the regular Board of Directors, in accordance with these Articles.

24.3. These Articles of Association consist of 24 articles. They have been read, article by article, in their entirety, and approved by the Extraordinary General Meeting held today 2 December 2009. They will come into force on the date of their entry in the Register of Societies and Associations of the Athens Court of First Instance.

Natasha Clive-Vrecossis

(signature)

The Chairman

Natasha Clive – Vrecosi

Athens 2 December 2009

(signature)

The General Secretary

Paraskevi Balta



(stamp)

True copy of the original amended articles of association of the society, approved by decision 4433/2010 of the Athens Single Member Court of First Instance, under the title given above, recognized by decision 6466/1998 of the same Court and entered in the appropriate column of the register of recognized societies under serial number 22273.

Athens 15/9/2010

The Secretary

(signature-stamp)

CERTIFIED

For legal signing and issuing in order sequence

Athens 15/9/2010

The Secretary

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Α.Μ. ΣΟΥΤΕΙ  
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**ΑΝΤΙΜΕΤΩΠΙΣΗ ΠΑΙΔΙΚΟΥ ΤΡΑΥΜΑΤΟΣ**  
**ΣΩΜΑΤΕΙΟ ΜΗ ΚΕΡΔΟΣΚΟΠΙΚΟΥ ΧΑΡΑΚΤΗΡΑ**  
**ΥΠΗΡΕΣΙΕΣ ΚΑΘΟΔΗΓΗΣΗΣ & ΠΑΡΟΧΗΣ**  
**ΣΥΜΒΟΥΛΩΝ Π.Δ.Κ.Α.**  
ΓΥΘΕΙΟΥ 1α - ΧΑΛΑΝΔΡΙ Τ.Κ. 152 31  
ΑΦΜ: 099054408 - ΔΟΥ: ΧΑΛΑΝΔΡΙΟΥ  
ΤΗΛ: 210-6741933 - 6740118 FAX: 210 6743950

**ΒΕΒΑΙΩΣΗ**

Αρβύλης στην Ελληνική γλώσσα μετάφραση 10  
συμπληρωμένη στην αγγλική γλώσσα εγγράφου που  
έχουν από τον υπογράφοντα δικηγόρο σύμφωνα  
με την διαταγή της 23.10.00 59 του Κώδικα Πρω-  
τοκόλλων

Αθήνα

Η Μετοφύρεα Δικηγόρος

**ANNA X. MANITARA**  
**ΔΙΚΗΓΟΡΟΣ (Α.Μ. Δ.Σ.Α. 35882)**  
**ΚΥΡΙΑΚΙΔΗΣ ΓΕΩΡΓΙΟΠΟΥΛΟΣ**  
**ΔΙΚΗΓΟΡΙΚΗ ΕΤΑΙΡΕΙΑ (Α.Μ. Δ.Σ.Α. 80009)**  
ΔΗΜ. ΣΟΦΙΣΤΟΥ 28, ΑΘΗΝΑ Τ.Κ. 115 21  
ΤΗΛ: 210 6171900 • FAX: 210 6856657-8  
ΑΦΜ: 099632194 • ΔΟΥ ΨΥΧΙΚΟΥ