

## CONSTITUTION OF THE “CYPRUS THIRD AGE” ASSOCIATION

### 1. NAME AND REGISTERED ADDRESS

The name of the Association is CYPRUS THIRD AGE, in Greek ΤΡΙΤΗ ΗΛΙΚΙΑ ΤΗΣ ΚΥΠΡΟΥ, hereinafter referred to as the «C3A» with its registered address at the Law Office of L.G. Zambartas LLC, 82 Spyrou Kyprianou, Euro House 1<sup>st</sup> Floor, 4042, Limassol.

### 2. ADMINISTRATION

Subject to the matters set out below the C3A and its property shall be administered and managed in accordance with this Constitution by the members of the Committee, constituted by Clause 6 of this constitution.

### 3. OBJECTS

The C3A is a non-commercial, non-religious, non-political organisation and its objects are as follows:

- (i) to advance the education of the public and in particular the education of people of the third age who are no longer in full time gainful employment in Cyprus.
- (ii) to motivate such people to extend their knowledge.
- (iii) to support local branches and their committees and to assist in the creation of new local branches.

### 4. POWERS

In furtherance of the objects but not otherwise, the Committee may exercise the following powers:

- I. power to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- II. power to receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote the objects of the C3A and to hold funds for this purpose.
- III. power to buy, take on as a lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- IV. power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the C3A.
- V. power to co-operate with other Associations, voluntary organisations and statutory authorities operating in furtherance of the objects or of similar purposes and to exchange information and advice with them.
- VI. power to support any Associations or institutions in furtherance of the objects.

- VII. power to appoint and constitute such advisory committees as the Committee may think fit.
- VIII. power to organise and run conferences, lectures, seminars and courses.
- IX. power to publish books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos.
- X. power to do all such other lawful things as are necessary for the achievement of the objects.
- XI. power to affiliate or be affiliated to other organisations or similar Associations for the achievement of the objects.
- XII. power to require a capitation fee from members of local branches as determined from time to time.

## **5. MEMBERSHIP**

- (a) The status of member cannot be represented and is not transferable or inheritable.
- (b) Membership of the C3A shall be open to individuals who are interested in furthering the work of the C3A and who have paid their annual subscription as determined and agreed by their local branch (respectively) and to any not-for-profit organisation which is interested in furthering the work of the C3A and has paid any annual subscription, provided they agree to abide by the regulations under this Constitution and any other conditions properly imposed by the Committee.
- (c) Any individual person who is contributing and/or has significantly contributed to the objects of the C3A may be declared upon decision of any local branch of the C3A as honorary member. Individual persons highly recognized in Cyprus or abroad can also be declared as honorary members (always subject to the decision of the local branch).
- (d) Each individual member shall have one vote. Honorary members shall not have voting rights.
- (e) Any member organisation shall be entitled to receive notice and attend General Meetings of the C3A having appointed an individual to represent it and having informed the Secretary of the details but shall have no voting rights.
- (f) The Committee may for good reason terminate the membership of any individual or member organisation if annual or other fees are unpaid for three months after the due date or if the member acts in a way which is damaging to the C3A or to the administration of the C3A or brings it into disrepute provided that the individual concerned or the appointed representative of the member not-for-profit organisation concerned shall have the right to be heard by the Committee before a final decision is made.
- (g) Individual members of the C3A will be individuals of any nationality who are in their Third Age (meaning the period after the first age of childhood dependence and after the second age of full time work or/and parental responsibility).

- (h) The Committee has the right to remove from the C3A any member who behaves in a way contrary to the objects of the Association or who uses the C3A for personal and/or commercial gain or benefit of whatsoever nature.
- (i) Any member of the Association ceases to be a member if one or more conditions for loss of membership apply. (1) Written notice of resignation or withdrawal, addressed to the Committee. (2) A departing member shall not have any right upon any assets of the Association.

## **6. THE COMMITTEE**

The management of the C3A shall be vested in the Committee, consisting of the members whose duty it shall be to carry out its general policy and to provide for the administration, management and control of the affairs and property of the C3A. The duration of service of the Committee is one year and whether its composition remains or changes is subject to the Annual General Meeting which will take place in accordance to the provisions of article 8(vi) of the Law.

### **(i) Officers**

At the Annual General Meeting of the C3A the members shall elect from amongst themselves a chairman, a secretary and a treasurer who shall hold office from the conclusion of that meeting.

The Officers shall serve for a period of one year. Retiring Officers may stand for re-election provided that no one may hold the office of Chairman for more than three consecutive years without an intervening period of at least one year.

If insufficient nominations are received to fill the vacancies for Officers the Committee may as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present was willing to reconsider and put themselves forward as a candidate for one of the vacancies. The appointment of such a person must be confirmed by a vote, which must be carried by not less than two thirds of the members present and voting at the Annual General Meeting.

In the event of no election being made for one or more of the Officer posts the Committee may ask the retiring Officer to stay until the next Annual General Meeting.

### **(ii) The Committee shall consist of not more than 8 members who shall be:**

- (a) the three Officers specified in the preceding sub-clause.
- (b) at least one and not more than five other members nominated by their local branches at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- (c) the first Committee consists of eight members being the three Officers and five other members.

### **(iii) Persons, who need not be members, may be invited by the Committee to attend Committee meetings because of their special expertise when their advice is required.**

### **(iv) Vacancies on the Committee which arise through resignation or termination during the year between Annual General Meetings can be filled from the membership and such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election in the prescribed manner above at the next Annual General Meeting.**

- (v) The proceedings of the Committee shall not be invalidated by any vacancy among their number or by the failure to appoint or by any defect in the appointment, election or co-option of a member.
  - a) A member of the Committee shall cease to hold office if he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
  - b) is absent without the permission of the Committee from three consecutive meetings and the Committee resolve that his or her office be vacated.
  - c) is subject to a vote of no confidence from the Committee as a result of actions which bring the C3A into disrepute or of conduct prejudicial to the C3A or failure to abide by the terms of this Constitution or decisions of the Committee.
  - d) notifies in writing to the Committee a wish to resign (but only if at least five members of the Committee will remain in office when the notice of resignation is to take effect which shall be at least twenty-one days from the receipt of the notification).
  - e) In the case where a member of the committee is found guilty of an offence involving dishonesty or moral turpitude the Commissioner, after a request from any member or on his own initiative calls on the appropriate body to undertake the necessary procedures to replace that particular committee member in accordance with the provisions of the constitution of the association.

## **7. MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

- (i) The Committee shall hold at least four ordinary meetings each year. In the first quarter of each year the Management Committee, or the secretary of the association will inform the Commissioner:
  - (a) Numerically possible deletions of members and enrolment of new members which took place during the previous year.
  - (b) In the event of committee changes give the active members of the committee with their contact details, and
  - (c) Whether during the preceding year the minimum number of general meetings which is provided by the constitution were held
- (ii) A special meeting may be called at any time by the Chairman or by any two members of the Committee upon not less than seven days notice being given to the other members of the Committee of the matters to be discussed.
- (iii) The Chairman shall preside over the meetings and in his or her absence the Committee shall choose one of their number to be chairman of the meeting before any business is transacted.
- (iv) There shall be a quorum when at least one third of the number of members of the Committee for the time being or three members of the Committee whichever is greater,

are present at the meeting.

- (v) A member of the committee is not entitled to participate in the discussion or the voting if the decision to be taken concerns, legal proceedings or court action to be taken or terminated, between the association and this member or his/her spouse or relative through blood or marriage up to the third degree.
- (vi) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- (vii) The Committee shall keep minutes of the proceedings at meetings of the Committee and any sub-Committees, and these minutes shall be available for inspection should the membership request it.
- (viii) The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this Constitution.
- (ix) The Committee may appoint sub-Committees consisting of at least one member of the Committee for the purpose of performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-Committee, provided that all acts and proceedings of any such sub-Committees shall be fully and promptly reported to the Committee.
- (x) No Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him/her or by any other Committee member or by reason of any mistake or omission made in good faith by any Committee member or by reason of any other matter other than wilful and individual fraud or wrongdoing or actions knowingly made beyond the scope of a specific authority or limit thereon on the part of the Member in question.

## **8. FINANCE**

- (i) The funds of the C3A, including all donations, contributions and bequests, shall be paid into an account or accounts operated by the Committee in the name of the C3A at such bank or banks as the Committee shall from time to time decide. All cheques drawn on the account/s must be signed by at least two Committee members.
- (ii) The funds belonging to the C3A shall be applied only in furthering the objects.
- (iii) No funds shall be transferred in any way to members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of pocket expenses incurred in the course of C3A work. It is accepted that members of the management committee can recover or/and claim reasonable expenses incurred during the discharge of their duties including pay apportioned to research or other programmes funded or co-financed by third party authorities provided they submit the necessary documentation provided that the constitution of the foundation does not order differently.
- (iv) All proper costs, charges and expenses incidental to the management of the C3A may be

defrayed from the funds of the C3A.

- (v) The Committee shall comply with their obligations with regard to:
  - a) the keeping of accounting records for the C3A.
  - b) the preparation of annual statements of account for the C3A.
  - c) the independent audit of the statements of account of the C3A.
- vi.) The management committee members are obliged to keep account books where they enter all the transactions of the association and compile at the end of the financial year the following accounts:
  - (a) An account of the of gross income of the association during the financial year,
  - (b) An account of the credit balance at the start of the financial year and all the monies received for its account during the year
  - (c) An account of all the monies owing to it or from it and of the payments carried out during the same financial year

## **9. PROPERTY**

- A. All property of the C3A shall be applied solely towards the objects of the C3A. Ownership of property is vested in the C3A and will be entered in the assets register.
- B. Sources of funding include: (1) gifts and contributions from individuals, organizations and churches in Cyprus and abroad, and (2) income from various activities organized by the C3A.

## **10. LEGAL REPRESENTATION**

- 1. The C3A shall be represented in legal proceedings or out of Court proceedings or before any third party by its Chairman and in the event that the Chairman is unavailable ~~or not accepted~~, another person shall be appointed to represent the Association in that particular matter.

## **11. ANNUAL GENERAL MEETING**

- (i) There shall be an Annual General Meeting of the C3A which will be held at least annually in accordance with the provisions of article 8 (vi) of the Law.
- (ii) Every Annual General Meeting shall be called by the Committee. The Secretary shall give at least twenty-one days notice of the Annual General Meeting to all the members of the C3A. All the members of the C3A shall be entitled to attend and vote at the meeting.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- (iv) The Committee shall present to each Annual General Meeting the report and accounts of the C3A for the preceding year for approval.

- (v) The Committee shall seek approval for the appointment of an independent auditor for the accounts.
- (vi) Nominations for election to the Committee must be made by members in writing and must be in the hands of the Secretary of the Committee at least fourteen days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by secret ballot.
- (vii) Any proposals to amend the constitution subject to clause 13 shall be considered at the Annual General Meeting and any other business published in the Agenda.
- (viii) Every matter and business of the Association which is not subject to regulation by another body shall be decided upon at a general meeting, like the election of the Committee, appointment of auditors, change of the objects or of the constitution of the Association and the dissolution of the Association.
- (ix) Resolutions at general meetings are passed by a majority vote of the members present including any resolution for the alteration of the constitution or for the dissolution of the Association. However, for the passing of a resolution for the change of the objects of the Association the consent of  $\frac{3}{4}$  of the total membership is required. It is accepted that on occasions when the presence of three quarters of the total membership is difficult the Commissioner may give his approval for a submission of an application to a Court for an order permitting the applicant association to proceed in taking a decision in the presence of at least up to two fifths of the majority of members.
- (x) A member may not participate either in the discussion or the vote if the decision to be taken concerns legal action or initiating or terminating a trial between the association and the said member, or his/her spouse or relative of his/hers by blood or marriage up to the third degree of relationship, or the attempt of any action between the association and a company, personal or capital in which or in the management of which the member, or spouse or relative by blood or through marriage up to the third degree participates.

## **12. SPECIAL GENERAL MEETINGS**

The Committee may call a Special General Meeting of the Association at any time and if at least one fifth of the members request such a meeting in writing stating the business to be considered. The Secretary will call such a meeting. At least twenty-one days notice must be given. The notice must state the business to be discussed. There shall be a quorum when twenty five per cent of the members are present.

## **13. PROCEDURE AT GENERAL MEETINGS**

- (i) The Secretary or other person specially appointed by the Committee will keep a full record of proceedings at every General Meeting of the C3A.
- (ii) There will be a quorum when at least twenty five per cent of the number of members of the C3A is present.
- (iii) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened at the request of the members, will be dissolved. In any other case it will

be adjourned to a suitable day and time as the Committee may direct provided twenty-one days notice is given to members. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present will be a quorum.

- (iv) The Chairman of the C3A will be the chairman of the General Meeting at which he/she is present. If the Chairman is not present then the members present may appoint one of their number to chair the general meeting.
- (v) If there is a tied vote the Chairman will have a single casting vote.

#### **14. ALTERATIONS TO THE CONSTITUTION**

The Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. For a change, however, to the objects of the Association the consent of  $\frac{3}{4}$  of the total membership of the Association is required.

The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed, which must be in accordance with the laws of the Republic of Cyprus.

#### **15. DISSOLUTION OF THE ASSOCIATION**

If the Committee decides that it is necessary or advisable to dissolve the C3A, it will call a meeting of all members of the C3A, of which not less than twenty-one days notice (stating the terms of the resolution to be proposed) will be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Committee will have power to realise any assets by or on behalf of the Association. Any assets remaining after the satisfaction of all proper debts and liabilities will be given or transferred to other such Associations or charitable institutions having objects similar to the objects of the C3A as the members of the C3A may determine.

Notwithstanding the above, the Association shall also be dissolved and liquidated in accordance with section 24 and 25 of the Associations and Foundations Law.

#### **16. GENERAL PROVISIONS**

Any matter not provided for in the present Constitution shall be regularized by resolution of the Committee and for whatever matter there is no special provision in the constitution and also in connection with any matter about which there is lack of clarity, the provisions of the Associations and Foundations and other relevant matters of the Law of 2017 (N104(1)2017) will apply.