CYPRUS DIPLOMATIC LADIES & SPOUSES ASSOCIATION

ARTICLES OF ASSOCIATION

ARTICLE 1.0

Incorporation

1.1 CYPRUS DIPLOMATIC LADIES & SPOUSES ASSOCIATION, which shall be hereinafter referred to as 'the Association', is incorporated as at ........

1.2 The Association is a legal entity, which is to be administered pursuant to the provisions of the present articles, and, based on these provisions, shall be entitled to hold movable property, become the registered owner of immovable property, conclude legal transactions as well as sue and be sued for any actions whatsoever, represented by the Association’s President and Secretary acting jointly.

1.3 The Association is institutionalization and evolution of the Diplomatic Ladies’ League created in March 1991 and unofficially operating without a legal status.

ARTICLE 2.0

REGISTERED OFFICE The Association’s registered office shall be situated in Nicosia / address: Presidential Palace Avenue, 1447, Nicosia, Cyprus.

ARTICLE 3.0

Association’s Seal - Logo: The Association shall have its own seal, which includes the Association’s name and logo. It is a round stamp with the name of the Association registered at the outwards in round shape in Greek and English and the head of a statute of a Cypriot woman in the center.

ARTICLE 4.0

Objects: 4.1 The Association’s objects are to promote the friendship and understanding among diplomatic ladies and spouses of the Diplomatic Corps and the Consular Corps, accredited in the Republic of Cyprus, foreigners or Cypriots, through their joint participation in social, cultural and educational activities;

4.2 To organize events of every nature;

4.3 To find the necessary resources, through legal procedures, to achieve the aforementioned purposes of the Association.

Note: The Association has no political or religious affiliations.
ARTICLE 5.0

MEANS: 5.1. The Association’s objects shall be pursued by means of:
4. Organizing various events;
5. Hosting banquets;
6. Collaborating with other associations or organizations for the achievement of
the aforementioned objects;
7. Accepting donations and/or endorsements/sponsorships.

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the aforementioned objects;
5.5. Accepting donations and/or endorsements/sponsorships.

6.0 RESOURCES

6.1 The Association’s resources shall be derived from:
I Donations, contributions, etc.;
II Events revenues;
III Annual membership fees, as applicable from time to time and approved by the
Executive Committee.

7.0 TREASURY

The Association shall have a treasury and shall manage the treasury’s resources.

8.0 MEMBERS

8.1 The Association shall consist of ordinary, honorary and associated members.

1. Ordinary members:

a. Foreign diplomatic ladies or spouses of foreign diplomats, either in active service or retired,
provided they had been members of the Association while serving in Cyprus;

b. Cypriot ladies who are members/ former members or spouses of members/ former members
of the Diplomatic Service of the Republic of Cyprus;

c. Ladies-Honorary Consuls and spouses of Honorary Consuls, either in active service or
retired;

d. Spouses of active Permanent Secretaries of Ministries;

e. Spouses of active or former officials or political party leaders and female officials.

2. Honorary members:

a. The spouse of the President of the Republic shall serve as Patron of the Association.

b. The spouse of the Minister of Foreign Affairs shall serve as honorary president of the
Association.
d. The spouse of the Dean of the Diplomatic Corps shall serve as an honorary member of the Association.

3. **Associated members:**

The members who are defined as such at the time of incorporation of the Association and who essentially comprise of the members who, until presently, were considered as such by all other members of the Association. In addition, 'associated' members shall be the acting Secretary of the Executive Committee as well as any member having served as Secretary of the Executive Committee.

8.2. Any member who is registered pursuant to the provisions of the present articles shall be considered Member of the Association.

8.2.1 The members shall be entitled to:-

I participate in all the events and activities of the Association;
II appear and take part in General Meetings, elect and be elected members of the Executive Committee;
III be briefed by the competent bodies on resolutions that have been passed and, in general, on any issue pertaining to the Association;
IV resign their membership in the Association by means of a written statement addressed to the Executive Committee.

8.2.2 The members shall undertake to:-

I pay their membership fees regularly, without delay;
II faithfully adhere to the provisions of the present articles and the Association’s bylaws;
III strictly comply with and respect the resolutions of the Executive Committee and of all other competent bodies of the Association.

8.3. Membership termination:

8.3.1. Membership termination may be the result of:

a. a member’s resignation in writing;

b. a respective resolution adopted by the Executive Committee in the event of non payment of the annual membership fee.

8.3.2. Membership in the Executive Committee shall be terminated in the event of a member being absent from three consecutive meetings without just cause.

9.0 **BODIES OF THE ASSOCIATION**

9.1 The bodies of the Association shall be:
GENERAL MEETING

The members’ General Meeting shall be the supreme body of the Association, consisting of all the members thereof.

9.1.1 The General Meetings shall be called on an annual basis during November by the President or the Secretary by means of a written notice that is sent to all members personally and by written notice that is posted on the notice board of the Ministry of Foreign Affairs at least fifteen (15) working days prior to the said meeting being convened, for the purpose of reporting on, assessing and approving of ordinary proceedings, next year’s budget, etc.

9.1.2 In addition, every three years, by means of a secret voting, the members of the Board shall be elected, and auditors shall be appointed.

9.1.3 Candidates who wish to be elected Executive Committee members shall submit their applications to the Secretary three (3) working days prior to the General Meeting commencing and must be endorsed by two other members of the Association.

9.1.4 Extraordinary General Meetings take place when the Executive Committee deems that this is necessary or when requested by 25% of the ordinary members.

9.1.5 A quorum shall be present at General Meetings where 50% of the members plus is attending the said meeting. Where no quorum is present then the Meeting shall be adjourned for half an hour and all present members shall constitute a quorum.

9.1.6 In the course of the election proceedings for Executive Committee members, the members of the Association shall be given a ballot paper bearing the Association’s seal. Where the number of candidacies for Board membership exceeds the number provided for in article 10.1, the General Meeting shall elect a three-member supervisory committee, which shall be responsible for the smooth progress of the voting proceedings.

9.1.7 In the course of the voting proceedings, each individual ballot paper shall be deemed valid provided that it does not comprise more names than the number provided for in article 10.1 of the present articles.

9.1.8 The Annual General Meeting appoints an independent audit firm that undertakes to prepare the audited accounts of the Association. The said audit firm’s remuneration, that will remain appointed until the next Annual General Meeting, shall be determined by the Board.

9.1.9 The Annual General Meeting much examine among other items:

A. The annual review;
B. The auditors’ report presented;
C. Any elections – this shall be coordinated by a three-member Election Committee which shall be elected among the members present at the Meeting;
D. The appointment/re-appointment of auditors and the determination of their remuneration.

10.0 FORMATION OF THE BOARD

10.1 The Association’s Executive Committee shall consist of 9 members:

- President
- Vice-President (VP)
- Secretary
- Assistant Secretary
- Treasurer
- Assistant Treasurer
- Liaison Officer
- 2 Directors

10.2 The spouse of the General Director to the Ministry of Foreign Affairs of the Republic of Cyprus, shall serve as the President and where this is not feasible, the spouse of the second highest-ranking member of Cyprus Foreign Service (CFS) shall act as President.

10.3 The Secretary shall come from/ be employed by the Ministry of Foreign Affairs and shall serve as a permanent (non-elected) member of the Executive Committee. He/she shall be appointed upon a recommendation of the General Director to the Ministry of Foreign Affairs and, based on this appointment, he/she shall be registered as and automatically considered an associated member who may choose to remain an associated member of the Association even upon expiry of his/her term of office.

10.4 All other members of the Executive Committee shall be elected as follows:

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<tr>
<th>Category</th>
<th>Number</th>
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<tbody>
<tr>
<td>a. Spouses of current or former members of the Foreign Service (CFS) of</td>
<td>3 members</td>
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<tr>
<td>the Republic of Cyprus</td>
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<td>b. Cypriots Honorary Consuls or spouses of Cypriot Honorary Consuls,</td>
<td>2 members</td>
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<tr>
<td>either in active service or retired</td>
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<td>c. Foreign diplomatic spouses or foreign diplomatic ladies, either in</td>
<td>1 member</td>
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<tr>
<td>active service or retired, provided they had been CDLL members while</td>
<td></td>
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<tr>
<td>serving/posted in Cyprus</td>
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<td>d. Diplomatic ladies of the CFS of the Republic of Cyprus or, in the</td>
<td>1 member</td>
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<tr>
<td>absence of interested parties, the position may be filled by any other</td>
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<tr>
<td>category</td>
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10.5 Where there is no interest or/and candidates or/and a satisfactory number of candidates for membership in any of the categories described in para. 10.4 above, then the position may be filled in by persons from the categories of para 10.4 above.

10.6 The term of office of the Executive Committee members shall be three years.

10.7 With the exception of the President or/and the Secretary, no member of the Executive Committee may apply for re-election after having served for two consecutive terms of office. The said member shall be entitled to apply for re-election solely in the event that there is no other candidate for the said position.

10.8 All Executive Committee officers shall be elected by means of a secret voting to be held among the Executive Committee’s elected members at their first meeting upon election thereof by the General Meeting; the voting has to take place within seven days after the new Executive Committee members are elected.

10.9 The Executive Committee shall convene at least once per month and a quorum shall exist when 5 members are present, among whom, the President or/and the VP. In the case that no quorum is present then the meeting is adjourned for half an hour and any members of the Executive Committee present shall consist quorum.

10.10 Where a member is unduly absent for three consecutive meetings, he/she shall be disallowed from office duties and replaced by the first runner-up. Where there is no runner-up available, the Executive Committee may appoint any member whatsoever.

10.11 In the event of positions of Executive Committee members being vacated, these shall be filled for the Executive Committee’s remaining term of office by a person/ persons that are selected by the Executive Committee.

10.12 In the event of more than 7 positions in the Executive Committee being vacated, a members’ extraordinary General Meeting shall be held for the purpose of electing and filling the vacant positions for the remaining term of office.

11.0 DUTIES OF THE EXECUTIVE COMMITTEE

11.1 The Executive Committee shall monitor and handle all of the Association’s affairs and try to ensure the achievement of the objects thereof by any suitable legal means, pursuant to the provisions of the present articles.

11.2 Within the scope of promoting the Association’s objects, the Executive Committee may delegate special duties or assignments to any member of the Association, provided that the said member is in agreement.

11.3 The Executive Committee shall prepare the internal regulations which regulate issues concerning the Association’s objects and operation, provided that such internal regulations are not in conflict with the provisions of the present articles.
11.4 The Executive Committee shall prepare the Association’s short-term, mid-term and long-term action plans.

11.5 Extraordinary meetings of the Executive Committee may be convened, whenever deemed necessary, by the President or the Secretary or whenever requested by at least 4 members of the Board.

11.6 The Executive Committee shall call General Meetings, be held accountable and obtain approval for the plans and budgets that were prepared.

11.7 The Executive Committee may form/subcommittees for the achievement of specific objectives. The Executive Committee may confer to the said subcommittees any such powers and rights it deems fit/appropriate at its absolute discretion, in order for each subcommittee to achieve its objectives. The Executive Committee may appoint at its absolute discretion, in each subcommittee, such number of members as it deems fit/appropriate in order for each subcommittee to achieve its objectives. The members of each subcommittee shall be appointed by the Executive Committee, at its absolute discretion, and may be ordinary, honorary or/and associated members or any combination thereof as deemed fit/appropriate by the Executive Committee, at its absolute discretion. The members of the subcommittees may not be present at the Executive Committee’s meetings unless especially invited by the Executive Committee to attend in a specific meeting.

12.0 RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE MEMBERS

12.1 PRESIDENT

12.1.1 The Executive Committee’s President shall be the highest-ranking member of the Executive Committee.

12.1.2 He/she shall preside over the Executive Committee’s meetings and the General Meetings.

12.1.3 In cooperation with other Executive Committee members, he/she shall tend to the implementation of the resolutions which are passed/adopted by the Executive Committee and the General Meetings and shall be responsible for promoting, monitoring, guiding and coordinating the actions and activities of Executive Committee members as well as for the achievement of the Association’s objectives within the framework that is outlined in the present articles.

12.1.4 The President represents the Association extrajudicially and judicially, in public affairs and any relation with any authority or association.

12.1.5 Together with the VP, the Secretary and the Treasurer, the President shall be responsible for safeguarding and managing the Association’s assets.
12.2 THE VICE-PRESIDENT (VP)

12.2.1 The Executive Committee’s Vice-President shall be the second highest ranking Executive Committee member following the President.

12.2.2 The VP shall substitute the President as far as all of the latter's duties are concerned when the President is unable to tend to them and shall perform part of the President's duties as these are delegated to them by the President.

12.3. SECRETARY

12.3.1 The Secretary shall use the Association’s seal and countersign with the President all the documents, check and arrange all the correspondence as well as tend to all the Association's paperwork, with the aid of the Assistant Secretary.

12.3.2 The Secretary shall be responsible for keeping the minutes of the Board’s meetings as well as of the Ordinary and Extraordinary General Meetings, study the said minutes and promptly brief the President and the members of the Executive Committee at the meetings.

12.3.3 The Secretary shall keep minute books of the Board's meetings, the Extraordinary and Ordinary General Meetings.

12.3.4 The Secretary shall keep a register of the Association's members.

12.4 ASSISTANT SECRETARY

12.4.1 The Assistant Secretary shall help the Secretary with all the latter's duties and act as a substitute when the Secretary is unable to perform them.

12.5 TREASURER

12.5.1 The Treasurer shall tend to the Association’s treasury, keep all the books of account, sign receipt and payment vouchers, and, in general, shall be responsible for the Association's financial management.

12.5.2 The Treasurer shall prepare the annual Financial Statements, which shall end as at 31st December of each year. In cooperation with all other Board members, he/she shall prepare the Association's annual budgets.

12.5.3 The Treasurer shall always have readily available complete details and information on the Association’s financial situation for the Executive Committee, the members of the General Meetings and the Auditors of the Association, who perform audits of the Association’s accounts.

12.5.4 The Treasurer shall tend to the timely collection of membership fees.
12.6 DIRECTORS

12.6.1 The Directors shall work closely with all other Board members and perform the various duties assigned to them by the Board.

ARTICLE 13.0

GENERAL PROVISIONS

13.1 The Association shall be dissolved in the event that the ordinary members thereof fall below the limit of 21 or, by virtue of a resolution of an Extraordinary General Meeting of the ordinary members, which is called to order by the Executive Committee *ad hoc*. In order for the Association to be dissolved, a quorum of 50% plus one member and a majority equal to ¾ of the members attending are required.

13.2 In the event of the Association’s dissolution/wind up, the last Board Meeting undertakes to transfer/dispose the assets of the Association to charitable purposes selected by the last General Meeting.

ARTICLE 14.0

MODIFICATION/AMENDMENT OF THE ARTICLES – STATUTORY MEETING

14.1 The present articles of association and the objects of the Association may be modified/amended by virtue of a General Meeting’s resolution adopted by means of a secret voting, with a majority of ¾ of the members.

14.2 Any new article or change made shall be notified within 15 days to the Registrar of Associations. It is understood that any modifications shall be effective as of the date of approval thereof by the Registrar of Associations.

14.3 A Statutory Meeting may be called by the Board of Directors or the 1/5 of the members if the Board of Director refuses to call a Statutory Meeting following a relevant request of the 1/5 of the members.

ARTICLE 15.0

INTERPRETATION OF THE ARTICLES

15.1 The Executive Committee shall decide on any issues that are not provided for in the present articles or on any issues of ambiguous nature.
ARTICLE 16.0

INTERNAL REGULATIONS

16.1 The Executive Committee shall be responsible for preparing and approving the internal regulations concerning the operation of the Association’s various functions/activities.

16.2 Under no circumstances should there be any conflict between the said internal regulations and the provisions of the present articles.

ARTICLE 17.0

FOUNDING MEMBERS – FOUNDERS’ MEETING

The present articles of association were approved by the following founding members (see attached list), who convened at a founders’ meeting, as at 17/02/2013 in Nicosia, Cyprus.

ARTICLE 18.0

RIGHTS AND OBLIGATIONS OF THE MEMBERS

18.1 The members of the Association have the right to voluntarily withdraw/not take part and participate in all the events of the Association according to the terms and requirements of every event.

18.2 The members of the Association have the obligation to comply with the terms of the articles of association of the Association and to pay their annual subscription fee and/or to arrange any financial obligations towards the Association.

ARTICLE 19.0

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

19.1 The office of any of the members of the Board of Director shall be vacated if the director:

(a) becomes bankrupt or makes any arrangements or composition with his creditors generally; or

(b) becomes of unsound mind; or

(c) has a criminal record; or

(d) resigns his office by notice in writing to the Association.