#### **SECTION A**

### Hellenic League Against Rheumatismd seat

- §1. An Association is herewith established in Athens, under the name "Hellenic League Against Rheumatism", as a charity, "non-profit" Association.
- §2. The seat of the Association and of its principal administration premises shall be in Athens.

## Article 2: Scope

§1. The scope of the Association shall be:

A. Informing the general public and all competent agencies, both of the government and other, about the importance of rheumatic diseases.

- B. Assisting those suffering from rheumatic diseases, i.e.:
  - 1. informing and guiding patients in relation to their disease;
  - 2. moral support;
  - 3. professional re-orientation, which is necessary as a result of the disability that is often caused by the diseases;
  - 4. providing healthcare with medication.
- C. Promoting research for better understanding and fighting rheumatic diseases.

#### **Article 3: Means**

- §1. The means for achieving the Association's aims are:
  - a) Co-operation with the competent government bodies and agencies of the country, the Hellenic Society for Rheumatology and the Professional Association of Greek Rheumatologists (HSR-PAGR), as well as with various scientific and educational centres and organisations, societies, associations and foundations interested in the problems and the protection of rheumatic patients.
  - b) Contribution to and mediation with the competent government agencies, promoting private initiatives and direct assistance, if permitted by the Association's resources, in order to develop and sufficiently equip, as many as possible:
    - 1. rheumatology centres both in hospitals, now and in the future, and independently operated;
    - physiotherapy centres, except for the centres associated with rheumatology centres;
    - 3. therapeutic occupational and professional orientation or re-orientation centres;
    - 4. research centres, as well as centres for the laboratory and epidemiological study promoting rheumatology research.
      - Such centres shall either be associated with hospital and rheumatology units or shall operate independently and their aim shall be pure scientific research. Moreover, they shall be able to co-operate with similar centres in Greece or abroad and ensure scholarships for researchers.
  - c) Participation in the organisation and operation of spas in Greece, in a modern way.
  - d) Various other means, such as:
    - 1. supporting the competent government agencies or various foundations for gathering data, conducting studies and developing statistics that reveal the severity and the socio-economic impact of rheumatism as a problem in Greece;
    - 2. thoroughly studying the present-day situation in relation to the identification of the diseases, the services offered, and how social problems are addressed, both by patients and their close families;
    - 3. undertaking programmes (as well as drafting proposals) aiming at the formulation of good practices, addressed to all competent bodies, in relation to the measures that must be adopted;
    - 4. systematically monitoring the fight against the disease abroad;
    - 5. statistically evaluating results;
    - 6. co-operating or associating with Greek or foreign, national or international, organisations, associations, unions and societies interested in the problems of rheumatic patients or, generally, of persons with physical disabilities;
    - 7. participating with representatives of the Association in organisations in Greece or abroad;
    - 8. working towards devising methods and systems applied in other countries and studying them in order to fight rheumatic diseases in Greece more efficiently;
    - 9. caring for and contributing to the education of agency staff working in any manner whatsoever with rheumatic patients, at home, in hospitals and in workplaces, using specially assigned members of the Association.
  - e) Contribution to the organisation of lectures, open discussions, conferences, schools, seminars and other relevant training events, as well as to the publication of individual books or periodicals, to the creation of an

- archive of photographs and slides, to the development of a specialised library and, generally, the creation of an archive containing information on rheumatic diseases.
- f) The organisation of and the support to programmes related to rheumatic patients, as well as educating and informing the general public on issues related to the fight against rheumatic diseases, in co-operation with the media (radio, television, lectures, open discussions, etc.) and with the Press (newspapers, magazines, brochures, stamps, etc.).
- g) The organisation of, or the contribution to the organisation of physiotherapy and therapeutic occupational centres, as well as of patients' professional re-adaptation centres. The support for the placement of patients in jobs commensurate to their capabilities, so that they are able to contribute positively to society and live a decent life.
- h) Care provision, so as to ensure and offer gifts, instruments, medication and/or to support financially patients in need, in co-operation with social workers or volunteers.
- i) Organisation of recreational, cultural and artistic activities in support or on behalf of rheumatic patients, as specified by the Board of Directors.
- j) Visits to rheumatic patients at home, in hospitals and at their workplaces, by specially appointed members of the Association.
- k) Provision of all kinds of care to rheumatic patients.
- I) Finally, any means that, in the judgement of the Board of Directors or of the General Assembly, is appropriate for fulfilling the Association's aims.
- §2. Annexes of the Hellenic League Against Rheumatism: To better serve its purpose on a wider scale, the Hellenic League Against Rheumatism may set up annexes at prefectures or provinces of Greece.

### §3. Such annexes:

- 1. Will be governed by a special regulation authorised by the Administration of the Hellenic League Against Rheumatism, within its scope and the spirit of these Articles.
- 2. Will be administered by a local five-member committee (steering committee: president, secretary, treasurer and two members), which will be elected every two years by the secret vote of the members of the annex and will be approved by the Board of Directors of the Hellenic League Against Rheumatism (BoD of ELEANA).
- 3. The date of the elections in such annexes can be independent from the date of the election of the BoD of FLFANA.
- 4. The seat of such annexes shall be the corresponding capital cities of the prefectures or provinces where the annexes will be established.
- 5. Will inform the BoD of ELEANA by submitting quarterly financial reports.

#### **SECTION B**

### Adhesion - Withdrawal - Rights and Obligations of Members

## **Article 4: Adhesion of ordinary members**

- §1. The following can become ordinary members of the Hellenic League Against Rheumatism:
  - 1. Any adult person who is permanent resident of Greece, on the condition that he/she is interested in the aims of the Hellenic League Against Rheumatism and accepts them, as well as if it is accepted that he/she can contribute to the promotion of these aims with his/her scientific, professional and general activity.
  - 2. Organisations, foundations or public or private entities that are involved, in any manner whatsoever, in dealing with the issues and problems of the persons suffering from rheumatic diseases.
- §2. Members shall be registered on the basis a decision of the Board of Directors, taken by the absolute majority of its members following a relevant application of the interested party. In case of a negative decision, the interested party may appeal to the General Assembly of the Association members.
- §3. The Board of Directors may, on its own initiative, elect persons that, in its judgement, are able to contribute to the success of the aims of the Hellenic League Against Rheumatism in any manner whatsoever. Such persons are elected as ordinary members, after being consulted in this respect and having accepted the capacity of a member.
- §4. A person selected as member shall be included in the registry of the Association's members, after paying the registration duties and his/her annual membership contribution.
- §5. All founding members of the Association are, ipso jure, also ordinary members.

### Article 5: Awards - Honorary members

- §1. The Board of Directors may, following a decision, award the title of Honorary Member of the Hellenic League Against Rheumatism to persons or legal entities contributing to the aims of the Association, in any manner whatsoever.
- §2. Following a decision taken by the absolute majority of its members, the Board of Directors may award the title of Honorary President of the Hellenic League Against Rheumatism to personalities of Greek or foreign citizenship with an exceptional proven contribution, scientific or financial, to the progress of research or to the confrontation of the problems of rheumatic patients. This title may also be awarded to personalities that have served successfully as presidents of the Board of Directors of the Hellenic League Against Rheumatism for long periods of time.
- §3. The honorary presidents may be specially invited to participate, without a voting right, to meetings of the Board of Directors and to General Assemblies. In addition, honorary members are entitled to participate in General Assemblies, without a voting right.
- §4. The honorary presidents and members are under no obligation to pay contributions to the Hellenic League Against Rheumatism.
- §5. Following recommendation and decision of the Board of Directors, other awards or recognitions may also be established (prizes, medals, etc.) for persons having a noteworthy activity in the field of scientific research or of the protection of rheumatic patients, or offering material or moral support to the Hellenic League Against Rheumatism.
- §6. Finally, by virtue of a decision of the Board of Directors, special categories of members may also be established (associate members, presidents, etc.), as well as categories of benefactors or subscribers of the Hellenic League Against Rheumatism.

# **Article 6: Subscribers**

§1. Persons interested in the work of the Hellenic League Against Rheumatism are considered to be its subscribers, and are subject to the payment of ordinary contributions, even if they are not members of the Association.

# Article 7: Obligations and rights of members

- §1. Ordinary members are obliged to:
  - contribute, based on their capabilities, to the fulfilment of the aims of the Hellenic League Against Rheumatism;
  - pay their contributions regularly; and
  - comply with the provisions of the Articles of Association and the decisions of the General Assemblies and of the Board of Directors of the Hellenic League Against Rheumatism.
- §2. Ordinary members fulfilling their obligations towards the Hellenic League Against Rheumatism are entitled to participate in the General Assemblies with a voting right, take the floor, submit proposals and exercise an administrative and financial control.
- §3. The legal entities that are members of the Hellenic League Against Rheumatism take part in its processes, through their representative(s) who is/are appointed by their statutes or by their respective Board of Directors.

§4. Members failing to fully meet their financial obligations to the Hellenic League Against Rheumatism, as specified in these presents and by the General Assemblies, are not entitled to participate in the General Assemblies of the Association.

### **Article 8: Withdrawal of members**

§1. Members may withdraw from the Association, following a statement in writing or in electronic form, or even by informing the Association by phone.

## **Article 9: Termination of membership**

- §1. By virtue of a decision taken by the absolute majority of votes, the Board of Directors may terminate the membership in the Hellenic League Against Rheumatism of any member who:
  - fails to comply with the provisions of these presents or the decisions of the General Assemblies and the Board of Directors; or
  - acts in a manner harming the interests of the Hellenic League Against Rheumatism, materially or morally; or
  - is sentenced for violating the criminal law, for a shameful offence.
- §2. The Board of Directors may also impose a reprimand to members committing misconduct of a lesser importance.
- §3. Such a decision of the Board of Directors for terminating a membership or for imposing a disciplinary measure may be appealed against before the General Assembly.
- §4. Finally, by virtue of a decision taken by the Board of Directors, the membership is terminated for members delaying their contributions for two (2) years, as long as they have been notified in this respect, by phone or electronically. A member whose membership has been terminated for this reason may rejoin the Hellenic League Against Rheumatism by applying for this purpose and by paying the registration fees anew.

# SECTION C Resources

# Article 10: Resources of the Hellenic League Against Rheumatism

- §1. The "registration duty" paid by the members when registering amounts to five Euros (€5). This may be adjusted, by virtue of a decision taken by the Board of Directors.
- §2. The annual contribution of the Association's members and subscribers is set to ten Euros (€10). This, too, may be adjusted, by virtue of a decision taken by the Board of Directors.
- §3. Donations, legacies, grants and other offerings of the Association's members or of third parties.
- §4. Revenue from publications of all kinds, as well as from various events (e.g. dancing parties, lotteries, donations, tea events, excursions, etc.).
- §5. Contributions and grants of any natural or legal person, of public or private organisations, of other Associations, Foundations, Organisations and Unions, both Greek and foreign.
- §6. Income from the property of the Hellenic League Against Rheumatism, e.g. interest from bank deposits, rents, proceeds, etc.
- §7. Contributions and grants by the Greek state, as well by Municipalities and Communities.
- §8. The annual contribution of Annex members is paid back by the Board of Directors of ELEANA to the Steering Committees of the Annexes, to cover local needs.
- §9. The resources of the Annexes are managed by the Annexes themselves and are in this context audited by ELEANA, whose Board members are fully accountable for the management of the Association, including its Annexes, subject to the legislation in force.

# SECTION D Administration

# **Article 11: Board of Directors (BoD)**

- §1. The Association is administered by a seven-member Board of Directors, which is elected by the General Assembly of its members by secret vote.
- §2. The term of office of the members of the Board of Directors shall be two years. This term may be extended until the election of a new administration and for a maximum period of three months, unless an insurmountable problem does not permit the timely convocation of the General Assembly to organise the election.
- §3. The members of the Board of Directors may be re-elected.
- §4. Members of the Association who suffer from rheumatic diseases participate in the Board of Directors on the basis of a minimum 60% quotum; in other words the Board comprises at least 4 such members.
- §5. In case of death, resignation or withdrawal in any manner whatsoever of a member from the Board of Directors, before the lapse of his/her term of office, substitute members are called upon to fill the vacant positions. If such positions cannot be filled in this manner, Article 69 of the Civil Code shall apply.

## **Article 12: Election of the Board of Directors**

- §1. The election of the Board of Directors takes place at an ordinary General Assembly, during the first twenty days of January, every two years.
- §2. The procedure and the supervision of the election, and the nomination of ordinary and substitute members following the counting of votes is ensured by a three-member electoral committee which comprises ordinary members and is elected in the manner set forth in article 23.
- §3. Voting takes place using the cross of preference system, on a single ballot. Each ballot can have a maximum of seven (7) crosses of preference. The names of candidates on ballots are listed in an absolute alphabetical order.
- §4. The seven (7) first candidates, in terms of crosses of preferences, are elected as ordinary members of the Board. The next three (3) candidates, in terms of crosses of preference, are elected as its substitute members.
- §5. It is an obligation of candidates for positions at the Board of Directors to submit a short curriculum vitae and, optionally, a photograph of theirs, as well as to state the reasons for which they opt to participate in the Board.
- §6. The election procedure may take place on the same date and time, on a national level, in the capitals of prefectures where annexes have been established. At the end of the procedure, the ballots are counted in each prefecture and a record is kept for this purpose. The results are transmitted by phone, fax or electronic mail to the central offices in Athens, so as to compile the cumulative list of the local results and announce the final result. It is also possible to vote by registered letter, which is opened by the electoral committee, as well as by electronic mail sent on the day of the election, so that the secrecy of the vote is observed.
- §7. In order to better represent all the geographical areas at the Board, its members are distributed as follows: four members of the Board come from Attica, so as to ensure the quorum, and three members come from geographical areas outside Attica, i.e. from prefectures where annexes have been established in the capital city. The proportional distribution in the composition of the Board from the geographical area of Attica is desirable but not compulsory. In case there are no candidates from geographical prefectures outside Attica, the position is taken by a successful candidate, in a descending order of election, irrespectively of his/her area of origin.
- §8. Candidacies for election at the Board are submitted in writing, one month prior to the date of the election.
- §9. There is an impediment for the election of a member at the Board of Directors for members who have not fulfilled their contribution obligations, who are not permanent residents of Greece and who have been convicted irrevocably with a any sentence for felony or misdemeanour or, generally, for any offence related to self-interest or to moral crimes. Such members may not apply for candidacy. Together with their applications, candidates shall submit a declaration that there is no impediment from the list above in relation to their eventual election as members of the Association's administration.

# Article 13: Impediments for the election of Board members

- §1. The following persons shall not become members of the Board of Directors of the Hellenic League Against Rheumatism:
  - 1. Persons convicted irrevocably with any sentence for felony or for any of the following misdemeanours: theft, embezzlement, fraud, corruption, illicit traffic, extortion, forgery, defamation, counterfeiting, forgery of money, violation of the laws on drugs, violation of the provisions on the protection of the national currency, as well as any offence deriving from self-interest or is a moral crime; and
  - 2. Persons deprived of their civil rights, as a result of a sentence for any punishable offence, for as long such a deprivation lasts.

§2. Prior to the election of the members of the Board or of the auditing committee, all candidates shall submit a declaration subject to L. 1599/1986 that there is no impediment from the list above in relation to their eventual election as members of the Association's administration.

### Article 14: Formation of the Board of Directors into a body

- §1. Following an invitation by the member ranking first in the number of votes and, in the case of a tied vote, an invitation of the oldest of them, all the members elected as ordinary members of the Board are convened within a fortnight from their election and are formed into a body, and select, by secret vote:
  - The President;
  - The Vice-president;
  - The General Secretary;
  - The Special Secretary;
  - The Treasurer; and
  - Two (2) members of the Board.

# **Article 15: Meetings of the Board of Directors**

- §1. The Board of Directors meets regularly once every month and extraordinarily whenever this is deemed necessary by the President, or following an application in writing of at least three (3) of its members. A quorum shall exist when at least four (4) of the Board members are present. The decisions are taken by the majority of votes and, in case of a tied vote, the vote of the person presiding the meeting shall prevail.
- §2. The Board of Directors is convened by means of a written or oral invitation, sent at least 48 hours before the scheduled meeting. The invitation includes also the subjects on the agenda. Subjects that have not been listed on the agenda can be deliberated following a decision of the majority of the members that are present.
- §3. If both the President and the Vice-president do not attend the meeting, the Board is presided over by the oldest of the members that are present.
- §4. If a member of the Board is unduly absent from three consecutive meetings, even if invited to attend, the Board of Directors may decide to terminate his/her term of office, with the proviso that such a member has been summoned in writing to account, at least 48 hours in advance.

### **Article 16: President of the Board of Directors**

- §1. The President of the Board of Directors:
  - 1. Represents the Association, in all its relations with natural or legal persons, with the Administration, in courts of justice and before any other Authority;
  - 2. Provides all general or special orders of representation of the Hellenic League Against Rheumatism and waives such orders;
  - 3. Convenes the meetings of the Board of Directors, directs these meetings and presides at the General Assemblies of the Association, with the exception of those convened for electoral purposes;
  - 4. Together with the General Secretary, signs the minutes of the General Assembly, the payment and recovery orders and every outbound document in general; and
  - 5. Is entitled to be present in all committees, departments, centres, teams, etc. of the Hellenic League Against Rheumatism and of its annexes.

## Article 17: Vice-president of the Board of Directors

§1. The Vice-president of the Board of Directors replaces the President, when he/she is absent or impeded in exercising his/her duties, in all his/her rights and obligations.

## **Article 18: General Secretary - Special Secretary**

- §1. The General Secretary endorses, together with the President, all documents and payment orders.
- §2. He/she keeps the books of the Association, i.e.:
  - the mail protocol;
  - the book of ordinary members, of honorary members, of subscribers and donors;
  - the book of proceedings of the Board of Directors; and
  - the book of proceedings of the General Assembly.
- §3. He/she keeps the seal of the Association, updates the relevant record at the Court of First Instance of Athens, of the Prefecture, of the Ministry of Health and Social Solidarity (formerly, "Ministry of Social Services", in 1978), and at all other competent public agencies that are related to the operation of charitable and public service Associations.

- §4. He/she administers the services of the Association, sees to the application of these presents and of the internal regulations, and to the execution of the decisions of the General Assembly and of the Board of Directors. He/she presents recommendations to the Board of Directors on the matters of the Hellenic League Against Rheumatism. He/she submits a report of activities, to the General Assembly. He/she keeps the proceedings of the Board of Directors and of the General Assembly. He/she keeps the correspondence (i.e. the protocol of inbound and outbound documents, par. 2 of this article) and supervises the accounting books (revenue and expenditure accounts).
- §5. If the General Secretary is absent or otherwise impeded in exercising his/her duties, he/she is replaced by the Special Secretary or by another member of the Board of Directors, duly appointed by him/her.
- §6. The Special Secretary compiles and reads the proceedings of the meetings of the Association's Board of Directors and of the General Assemblies and sees to their execution by the President and the other members of the Board. He/she also assists the General Secretary in fulfilling the secretarial duties of the Association.

#### **Article 19: Treasurer**

- §1. The Treasurer ensures the collection of all revenues of the Hellenic League Against Rheumatism, and issues legally authorised duplicate receipts, as well as all payments, on the basis of payment orders signed by the President and the General Secretary.
- §2. As regards expenses other than ordinary and usual, that are made following a general decision of the Board, he/she acts in compliance with special decisions of the Board.
- §3. He/she is responsible for keeping the amount of money defined by the Board at the Association's treasury and deposits cash balances in excess of €150 in a recognised Bank or in the Hellenic Post Bank.
- §4. He/she keeps the accounting books related to the Treasury (book of revenues and expenses, duly authorised and numbered for its management) and every book set forth by the law with regard to Associations.
- §5. Bank account transactions are effected as follows: cash deposits are the responsibility of the Treasurer and are effected in a checking account opened in the name of the Association. Withdrawals are always effected by means of cheques or electronically (e-banking), following a decision of the Board of Directors and in compliance with the conditions defined therein.
- §6. He/she prepares a draft account of revenues and expenses, on a monthly basis or extraordinarily, if so required by the President. He/she submits a brief statement of revenues and expenses to the Board of Directors, on a quarterly basis. He keeps the books of payment orders, of cheques, of collection receipts and the balance sheets, reports and budgets. He/she also keeps the documents of all expenses in special folders, classified by date and category, for a minimum of five years.
- §7. In co-operation with the General Secretary, he/she prepares every year the balance sheet, the report and the budget for the subsequent year and submits them for approval to the Board of Directors, before the 31st of December, so that they can subsequently submitted to the General Assembly.
- §8. The Treasurer is obliged to present to the auditing committee all treasury books and documents during his/her term of management, whenever such documents are requested.
- §9. If the Treasurer is absent or otherwise impeded in exercising his/her duties, he/she is replaced by another member of the Board of Directors, appointed by it.
- §10. Following a decision of the Board of Directors, some of the duties of the Treasurer may be assigned to an administrative service or employee of the Association.

# Article 20: Limitations related to the members of the Board of Directors

§1. It is not permitted to the members of the Board of Directors and of the Auditing Committee to work as remunerated employees and to enter into contracts with the Hellenic League Against Rheumatism that result in their remuneration for providing any type of services or of services aimed at profit from any project, supply or any other provision to the Association whatsoever.

#### **SECTION E**

# **General Assemblies**

# Article 21: Convocation and functioning of the General Assembly

- §1. The General Assembly consists of all the Association members without pending contribution obligations. It is the Association's supreme body and decides on all matters, even on those not included in these presents.
- §2. More specifically, the General Assemble decides on the following:
  - the election, biannually, of the members of the Board of Directors and of the Auditing Committee;
  - the approval or rejection of the annual balance sheet and budget, of the actions of the Board of Directors and of the report prepared by the Auditing Committee;
  - the discharge of all liabilities of the members of the Board of Directors and of the Auditing Committee;
  - matters specifically defined in these presents and by the law;
  - amendments of or additions to the Articles of Association;
  - the dissolution of the Association;
  - any other matter which the Board of Directors refers to the General Assembly for approval.
    - §3. The General Assembly is convened by the Board of Directors on a regular basis once a year, on the 3rd or the 4th week of January. An extraordinary meeting of the General Assembly is convened with a decision of the Board, or if requested by at least one-fifth (1/5) of the Association's members having fulfilled their contribution obligations with an application addressed to the Board in writing; such an application shall include also the matters that should be discussed in the meeting. In the latter case, the Board of Directors is obliged to convene the General Assembly, within one month from the submission of the application.
    - §4. The General Assembly discusses the administrative and management account of the Board, examines the report for the previous year and the budget of the subsequent year, as well as the plan for the Association's future actions. In addition, it discusses matters that have been included in the agenda of the meeting by the Board of Directors.
    - §5. The same ordinary General Assembly shall elect, biannually, the members of the Board of Directors and of the Auditing Committee. More specifically, the General Assembly convened for the elections shall be presided over by one of the oldest members of the Association, appointed by the General Assembly. All members of the Association, including those who represent legal entities, may be candidates for the Board of Directors or the Auditing Committee. For this purpose and one month before the election, candidates shall submit an application in writing, together with a declaration that they are in no way impeded in terms of their candidacy, as set forth in Article 13. The list of the candidates' names is published on the Association's website. In case that the number of candidates does not suffice for filling all the positions of the Board of Directors and of the Auditing Committee, proposals for additional candidacies may be submitted either in person or by third parties directly to the General Assembly. In this case, candidates must have submitted in advance a declaration subject to article 8 of L. 1599/1986 that there is no impediment for their nomination.
    - §6. The election of the members of the Board of Directors and of the Auditing Committee is effected by secret vote, using ballots, and is the responsibility of the three-member electoral committee. The members of the latter are appointed by the General Assembly, with a simple proposal (as mentioned herein-below, in Article 23).
    - §7. The names of candidates are listed alphabetically in a single ballot, and the voters select seven (7) of them for the Board of Directors and three (3) for the Auditing Committee, by crossing their preferences, according to Article 12 par. 4 hereof. The candidates are elected by the number of votes garnered and, in the case of tied votes, the members are chosen by lot. A record is prepared for the election, and is signed by the members of the Electoral Committee.
    - §8. The invitations for the General Assembly are delivered to the members of the Association, in person, by phone or by e-mail, at least ten (10) days prior to the meeting, and the matters on the agenda are published on the Association's website. The General Assembly, whether ordinary or extraordinary, may not discuss or resolve on matters that have not been included on the agenda.
    - §9. A quorum shall exist and the General Assembly can lawfully decide on all matters of the agenda, if at least one-fourth (1/4) of the ordinary members having fulfilled their contribution obligations are present. If there is no quorum, the General Assembly is convened, without any further invitation, on the same day and time of the following week and quorum shall be deemed to exist, if twenty (20) or more members are present.
    - §10. Members of the Association who are unable to participate in the General Assembly may be represented and vote through another member, if the member that is present submits an official authorisation, the signature of which shall be attested by the Police or a competent authority, consular or other. Under no

circumstances can a member represent more than one other member at the General Assembly. The members may also vote by e-mail, provided that the principle of secrecy is observed.

§11. The decisions of the General Assembly are taken by the absolute majority of the present members. A simple majority is required for the election of the Board of Directors and of the Auditing Committee. A qualified majority is required for amending the Articles of Association or for dissolving the Association, as set forth in Article 28 hereof.

# Article 22: Chairman of the Assembly - Minute-takers

- §1. The President of Board of Directors presides over all General Assemblies, with the exception of the ones convened for elections.
- §2. The minutes of the meeting are kept by the present members who are elected for this purpose at the beginning of the meeting. The minutes are endorsed by the President and the General Secretary.
- §3. In meetings of the General Assembly convened for elections, the duties of Chairman are fulfilled by the oldest of the present members, after the exclusion of the members of the outgoing Board of Directors and of the outgoing Auditing Committee, as well as of the candidates for these bodies. The above-mentioned procedure for keeping the minutes is followed, and the minutes are endorsed by the Chairman of the Assembly.

#### Article 23: Electoral committee

- §1. In the case of elections, the General Assembly elects an electoral committee, before the start of the voting procedure. This committee consists of three (3) present members, who must not be related by blood or kin up to the third degree.
- §2. Candidates for the Board of Directors or for the Auditing Committee shall not participate in the electoral committee. The Chairman of the Assembly, already elected, shall preside over the electoral committee.
- §3. It is the duty of the Electoral Committee to conduct the election, to count and screen the votes cast and to prepare a record for the result. This record is handed over by the Chairman of the General Assembly to the candidate having garnered most votes or, in the case of a tied vote, to the oldest of the candidates having garnered most votes.

# **Article 24: Auditing Committee**

- §1. The Auditing Committee consists of three (3) ordinary members and is elected by the General Assembly for a two-year term. Its substitute members shall be all the successful candidates for the Auditing Committee and shall replace, in a descending order of the number of votes garnered, any member that ceases or is impeded to participate in the work of the committee. The candidate for the Auditing Committee having garnered most votes, or, in case of a tied vote, the oldest of them, invites its members to meet on the date of the election. During this meeting, the Auditing Committee elects its President and is formed into a body within fifteen (15) days.
- §2. The Auditing Committee meets regularly every six months, following an invitation addressed in writing by the President to its members. It also meets extraordinarily, whenever this is deemed necessary by its President or is requested, by means of a letter addressed to him/her, by one (1) of its members, or by two (2) members of the Board of Directors, or by the one-twentieth (1/20) of the ordinary members of the Association who have fulfilled their contribution obligations. One of the members of the Auditing Committee is appointed by its President to keep the minutes of meetings, in a special Book of Minutes. Also, the President sees to the keeping of a mail protocol.
- §3. The Auditing Committee, acting as a body, or one of its members that is specially appointed, shall be entitled to audit all the Association's books, documents and data of all kinds, at any given moment, in terms of finances, treasury, management and administration. It may also audit the mail protocols, the registries of members, the books of minutes of the Board and of the General Assembly, the books of payment orders, the cheque books, the blocks for deposits of all kinds, the books of duplicate collection receipts, the payment documents and correspondence documents of all kinds. All this data can be audited retrospectively, starting from the time when the Association was first established.
- §4. In addition to all other consequences, a refusal of a member of the Board to provide the data required by the Auditing Committee shall constitute a disciplinary offence entailing the termination of the term of office of this member in the Association's administration.
- §5. The Auditing Committee:
  - monitors the proper execution of the decisions taken by the Board of Directors and the General Assembly; and
  - draws up and submits to the General Assembly, an annual report on the audit conducted for the work of the accountable Board of Directors.
- §6. The Auditing Committee has quorum if all its three (3) members are present. Its decisions are taken by the majority of votes.
- §7. The Auditing Committee is represented by its President, who signs all its documents and reads the content of its reports at the General Assemblies.

### **SECTION F**

### **Disciplinary Provisions**

# **Article 25: Disciplinary offences**

- §1. No member of the Association and, what is more, of the Board of Directors is permitted to participate in his/her capacity in public political meetings or political conferences.
- §2. Any member objecting to the aims and purposes of the Association or obstructing the execution of the decisions taken by the Board of Directors and the General Assemblies, or any member whose behaviour is in any way inconsistent with the interests of the Association shall be liable to disciplinary action.

### Article 26: Disciplinary measures - Procedure

- §1. The disciplinary measures are as follows:
  - 1. Reprimand: the measure is imposed by the Board of Directors and is irrevocable.
  - 2. Temporary suspension: it is imposed for a period of one year, if the circumstances are aggravating. The measure is imposed by the Board of Directors and must be ratified by a General Assembly that will be immediately convened for this purpose.
  - 3. Permanent suspension: the measure is decided upon by the Board of Directors and is ratified by a General Assembly that will be immediately convened for this purpose. The measure is imposed in case:
    - a member of the Association, of the Board or an Auditor of the Association has knowingly presented untrue facts related to the status of the balance sheets and of the property of the Association, in reports submitted to the General Assembly;

      a member of the Association or of its Board has drafted minutes attesting facts that differ from what was actually said or from what has actually taken place in a meeting of the Board of Directors or in a General Assembly, if such an alteration is considered to have a substantial impact on matters of interest to the
    - Association; and

      a member of the Association or of its Board has been involved in, or has in any way urged another member to commit the above-mentioned offences which entail a permanent suspension, or has otherwise

concealed such offences.

The measure of permanent suspension can also be decided upon by the General Assembly, if there are also other serious grounds. Article 38 of the Civil Code shall apply in this respect.

§2. In all the above cases, the Board of Directors shall summon the member that is subject to disciplinary action to account and shall specify a reasonable period for this purpose. If no account is given, the Board of Directors may decide at its discretion.

# **SECTION G**

# Seal

# Article 26: Seal of the Hellenic League Against Rheumatism

§1. The Association has a seal (logo) which includes:

- the name of the Association: "Hellenic League Against Rheumatism";
- the abbreviated name of the Association: "ELEANA"; and
- an abstract graphic

### **SECTION H**

# Amendment of the Articles of Association - Dissolution of the Association

## Article 28: Amendment of the Articles of Association - Dissolution

- §1. The General Assembly may decide to amend the Articles of Association or to dissolve the Association, at any time.
- §2. For such a decision to be taken, the following conditions must be met:
  - at least half of the Association members having fulfilled their contribution obligations must be present; and
  - the relevant decision must be taken by a minimum majority of two-thirds (2/3) of the present members.

## Article 29: Liquidation - Distribution of property

- §1. In case the Association is dissolved, its property shall be transferred to the Hellenic Society for Rheumatology and the Professional Association of Greek Rheumatologists.
- §2. As soon as the dissolution is decided upon, the Association shall enter into liquidation. The liquidation is ensured by liquidators appointed by the competent Court, in line with the legal provisions on Associations. Articles 74, 75 and 76 of the Civil Code shall apply in this respect.

# SECTION I Other Provisions

### Article 30

- §1. All matters not regulated by these presents, shall be the responsibility of the Board of Directors, deciding by the absolute majority of its members and always in line with the Articles of Association and the legislation in force.
- §2. The Board of Directors may also address any issue, with its internal regulations, always by observing the relevant provisions of the legislation that apply to Associations.

## Article 31

- §1. These presents, consisting of 31 articles, was approved in principle and by article by the General Assembly held on 16 November 2014 and constitutes an amendment of articles 1, 2, 3, 4, 5, 6, 7, 8, 10, 11, 12, 13, 14, 19, 20, 21, 24, 29, 30, 31 and 32 of the previous Articles of Association of the Hellenic League Against Rheumatism (23 May 2005).
- §2. The Hellenic League Against Rheumatism has been recognised as an Association by virtue of decision no. 3794/1978 of the multi-member Court of First Instance of Athens.

Athens, 16 November 2014