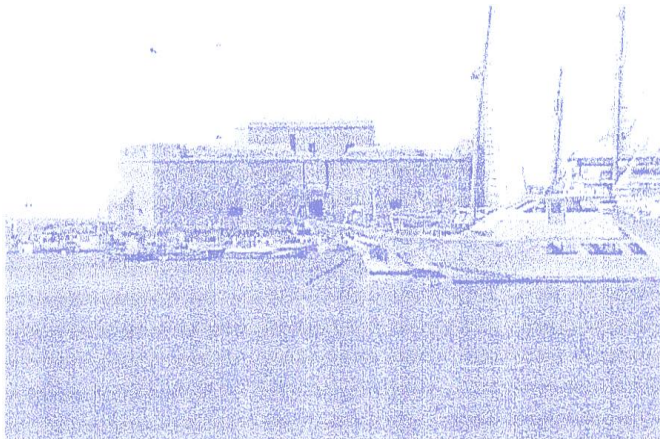




**Paphos Ltd**

**The United Kingdom Citizens Association (Paphos) Ltd**

A Company not for profit, Limited by Guarantee



## **COMPANY REGULATIONS**

Memorandum of Association  
and  
Articles of Association

**COMPANY REGULATIONS  
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## **MEMORANDUM OF ASSOCIATION**

### **THE COMPANIES LAW, CAP.113 MEMORANDUM OF ASSOCIATION OF THE UNITED KINGDOM CITIZENS ASSOCIATION (PAPHOS) LIMITED**

COMPANY LIMITED BY GUARANTEE

WITHOUT SHARE CAPITAL

1. The name of the Company (hereinafter called "the Association") is "THE UNITED KINGDOM CITIZENS ASSOCIATION (PAPHOS) LIMITED".
2. The registered office of the Association shall be situated in Cyprus.
3. The objects for which this Association is established are:
  - a) To advance and generally promote the interests of British Citizens in, or connected with Cyprus using all means and methods consistent with the Laws and Constitution of the Republic of Cyprus, particularly in co-operation with other UKCA companies and other organisations incorporated with similar aims and Memoranda of Association
  - b) To promote and strengthen cultural and other ties and friendly relations between British Citizens and Citizens of the Republic of Cyprus.
  - c) To promote the dissemination of knowledge, especially on economic and cultural matters, to British Citizens in Cyprus through, inter alia, issuing publications, the establishment and maintenance of libraries, and the organisation and holding of lectures, addresses and debates.
  - d) To establish and support or aid in the establishment and support of any charitable societies or institutions and to subscribe for or guarantee in any manner money for charitable objects which relate to the Association's objects or is calculated to promote its objects.
  - e) To adopt such means as deemed fit to make known and promote the objects and intentions of the Association, especially through announcements in the press or circulars, by the publication of books and magazines, and through awarding prizes, rewards and donations.
  - f) To appoint representatives to any part of the world and to establish branches of the Association in Paphos District.

## **MEMORANDUM OF ASSOCIATION**

- g) Subject to the provisions of Section 16 of the Companies Law, Cap. 113, to purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Association considers necessary or appropriate for the promotion of its objects, and construct, maintain and alter any buildings or constructions as necessary or appropriate for the work of the Association.
- h) To sell, lease, mortgage, encumber, dispose of or turn to account all or any part of the Association's property or assets as may be thought expedient for the promotion of its objects.
- i) To undertake and execute any trusts which may legally be undertaken by the Association and may contribute towards the accomplishment of its objects.
- j) To borrow or raise money for the objects of the Association on such terms and on such security as deemed fit.
- k) To draw, make, exchange, endorse, accept, discount, execute, and issue cheques, promissory notes, bills of exchange, warrants, debentures, or other negotiable or transferable instruments.
- l) To issue at par or at a premium or discount, debentures, mortgage debentures, debenture stock payable to bearer or otherwise and either permanent or redeemable or repayable and, collaterally or in addition, to guarantee any securities of the Association with trust deed or other guarantee.
- m) To establish and maintain wholly or in part with the Association's monies, pension and/or provident funds for the benefit of any Association employees and/or former employees and to remunerate from such funds any such employees or former employees for services rendered to the Association in the past and provide financial or other aid to any such employees or former employees in such manner or to such extent and in such circumstances as deemed necessary or fit.
- n) To amalgamate with any other company or association, whether incorporated or unincorporated, whose objects are, partly or in whole, similar to those of the Association.

## MEMORANDUM OF ASSOCIATION

- o) To acquire and undertake all or any part of the properties, assets, liabilities and obligations of one or more of the companies, foundations, societies or associations with which the Association is authorized to amalgamate.
- p) To invest the monies of the Association not immediately required for its objects in such investments, or for securing such investments, securities or property as deemed fit, subject to such terms (if any) and such consents (if any) as may be imposed or required by law at the time and subject also to the provision below
- q) To do all and any other acts and things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

Provided that-

- i) when the Association wishes to acquire or keep property which may be subject to any trusts, the Association shall only manage or invest such property in a manner permitted by laws relevant to such trusts;
  - (ii) the Association shall not support with its funds any object, or endeavour to impose on, or procure to be observed by, its members or others any regulation, restriction or condition which, if it were one of the objects of the Association, would make it a Trade Union.
4. The income and property of the Association., regardless of its source, shall be used solely for the promotion of the Association's objects as set forth in this present Memorandum of Association and no part of them shall be paid or transferred directly or indirectly, in the form of dividend, bonus or any other form of profit to the members of the Association.

Provided that nothing contained herein shall prevent the payment, in good faith, of a reasonable and appropriate remuneration to any officer or employee or servant or member of the Association in return for any services actually rendered to the Association, nor shall it prevent the payment of interest at a rate not exceeding the Central Bank: of Cyprus base rate plus two (2) percent per annum on money lent to the Association, or reasonable and appropriate rent for property leased by a member to the Association; but so that no member of the Council of Management of the Association shall be appointed to any salaried or fee-paid post in the Association, and that no such remuneration or other benefit in money or

## MEMORANDUM OF ASSOCIATION

having monetary value shall be given by the Association to any member of such Council, except reimbursement of out-of-pocket expenses, interest at the rate aforesaid on money lent or reasonable and appropriate rent for property leased to the Association; provided that the last aforesaid restriction shall not apply in the case of payment to any company of which a member of the Council of Management may be a member and in which such member shall not hold more than a percentage of its capital as determined by the Council, and such member shall not be bound to account for any share of profits he may receive in respect of such payment

5. The liability of the members is limited.
6. Each member of the Association undertakes to contribute to the assets of the Association in the event of the Association being wound up while he is a member, or within one year after he ceases to be a member, for the payment of the debts and obligations the Association contracted before he ceases to be a member, and the expenses, charges and costs relating to the winding up and for the settlement of the rights of the contributors among themselves, such amount required shall not exceed €1.71
7. If upon the winding up or dissolution or liquidation of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions with objects similar to the objects of the Association which prohibit the distribution of its or their income and property among its or their members to a degree equal at least to the degree imposed on the Association by virtue of Clause 4 of this Memorandum of Association. Such institution or institutions shall be designated by the members of the Association at or before the time of dissolution. If and so long as such provision cannot be effected this property shall then be given or distributed to some charitable objects.

## MEMORANDUM OF ASSOCIATION

We, the several persons whose names and addresses are written below, are desirous of being formed into a Company pursuant to this Memorandum of Association:-

NAME	ADDRESS	DESCRIPTION
David ASATER	Akoursos, Paphos .	Retired
Maureen Elaine PICKARD	Petra tou Nerou Amargeti 8642 Paphos	Retired
Carol Susan WHITTAKER	Bldg 1, Dorou Loizou 2 8574 Kissonerga Paphos	Retired
Keith SHONFELD	Phkoni 10 8220 Chlorakas Paphos	Retired
Dermis STUBLEY	Stephanis 33 8574 Trimithousa Paphos	Retired
Bruce Allen GATES	22 Kissonerga Hills 8574 Kissonerga Paphos	Retired
Gillian Honora Mortell BREEZE	Mikalaki Kyprianou 8560, Peyia Paphos	Retired

Witnessed by:   Hubert George UNDERWOOD (Retired)  
                          Marathounda,  
                          8520 Paphos

This twenty-fifth (25th) day of October 2003

**ARTICLES OF ASSOCIATION**  
**THE COMPANIES LAW, CAP 113**  
**ARTICLES OF ASSOCIATION OF**

**THE UNITED KINGDOM CITIZENS ASSOCIATION (PAPHOS) LIMITED**

**A COMPANY LIMITED BY GUARANTEE**

**WITHOUT SHARE CAPITAL**

**WORDS**

**INTERPRETATION**

Articles	these Articles of Association
Association	The United Kingdom Citizens Association (Paphos) Limited including any Branches thereof
British Citizen	a British Citizen as defined by the British Nationality Act 1981
Council	the Council of the
Cyprus	Association the Republic of Cyprus
Financial Statements	the statement of income and expenses, the balance sheet and tile statement of changes in cash position of the Association, all prepared at the same date
Financial Year End	31st December of each calendar year
General Meeting	any Annual General Meeting or Extraordinary General Meeting of the Association
Law	the Companies Law, CAP.113
Office	the registered office of the Association
Officers	the Chairman, Deputy Chairman, Treasurer and Secretary of the Association
Ordinary Member	a duly registered Ordinary Member who has paid every subscription or other sum due and payable to the Association in respect of his membership
Person	an individual who has attained the age of 18 years
Seal	the common seal of the Association
Written or 'in writing'	any mode or modes of reproducing words in a visible form

## ARTICLES OF ASSOCIATION

- 1.2 Words in the singular shall include the plural and vice versa.
- 1.3 Words representing the masculine gender shall include the feminine gender.
- 1.4 Words referring to persons shall include legal entities.
- 1.5 Subject to the above, any words or expressions defined in the Law in force at the date these Articles become binding on the Association shall have, unless the context otherwise requires, the same meaning in these Articles.
- 1.6 The Association shall consist of an unlimited number of Persons.
- 1.7 The Association shall keep a Register of Members in accordance with the provisions of Section 105 of the Law.
- 1.8 The Association is established for the objects set out in its Memorandum of Association.
- 1.9 The headings in these Articles shall be used to assist in the interpretation of these Articles.
- 2.0 **MEMBERS**
- 2.1 An application to become a member of the Association shall provide all information required by Council and shall include the written acceptance by the applicant that he is bound by the Memorandum and Articles of Association and any other Association regulation in force.
- 2.2 Persons accepted as members in accordance with the provisions set out in Articles 2.3 to 2.6 inclusive below shall be members of the Association.
- 2.3 **Ordinary Members** - Persons who are British Citizens resident in, or connected with, Cyprus who owe, and so long as they owe, sole allegiance to the British Crown are eligible to become Ordinary Members.
- 2.4 **Associate Members** - the following Persons shall be eligible to become Associate Members:
  - 2.4.1 British Citizens resident in Cyprus who do not qualify to be Ordinary Members;
  - 2.4.2 Commonwealth citizens resident in Cyprus who are of British descent (descent being defined in these Articles as covering no more than three generations born out of the United Kingdom);
  - 2.4.3 Non-British spouses of Ordinary and Life Members.
- 2.5 **Honorary Members** - Council may appoint an Honorary President and appoint as Honorary Members such Persons as Council may deem fit so to honour.

## ARTICLES OF ASSOCIATION

- 2.6 **Life Members** - Council may appoint as Life Members such Persons as Council may deem fit so to honour, provided that such Persons are members of the Association at the time of appointment as Life Members.
- 2.7 An application for membership shall be submitted to Council. Council shall verify the eligibility of the applicant and, if the applicant is eligible and meets all other acceptance criteria set by the Council, shall notify the applicant of acceptance and enter his name in the Register of Members. If Council determines the applicant is ineligible, or does not meet the Council's acceptance criteria, it shall so advise the applicant and this decision shall be final.
- 2.8 Only Ordinary or Life Members shall be eligible to hold office in the Association and, for clarity, no Associate Member or Honorary Member shall be eligible to hold office in the Association.
- 2.9 No Associate Member or Honorary Member shall be entitled to vote in any meeting of the Association, but shall have the right to speak at a General Meeting on any matter on the agenda of that meeting.
- 2.10 A member may resign his membership of the Association by giving notice in writing of his intention to Council.
- 2.11 Upon the resignation or death of a member his name shall be deleted from the Register of Members of the Association.
- 2.12 Either the Association in General Meeting by the majority of votes of the members present, or Council by the voting of two thirds of its members, may terminate any membership and delete the name of any member so terminated from the Register of Members.
- 2.13 No change to these Articles concerning membership shall retroactively affect the membership status of an existing member.
- 2.14 Council shall determine the joining fee and the annual subscription for membership of the Association and any other fee, levy or contribution to the Association instituted by Council for a specific purpose.
- 2.15 The joining fee and first year annual subscription shall be due immediately upon acceptance of an applicant. For each succeeding year a member's subscription, where a subscription is due, shall be payable on the first day of the calendar month following that of joining.
- 2.16 Where a member's subscription is unpaid within one (1) calendar month of the due date Council shall terminate his membership of the Association and

## **ARTICLES OF ASSOCIATION**

- remove his name from the Register of Members. Notwithstanding such termination he shall remain liable for the debts of the Association in accordance with Clause 6 of the Memorandum of Association.
- 2.17 A member terminated in accordance with Article 2.16 shall be entitled, within six (6) months of termination, to appeal to Council against that termination. Council's decision shall be final.
- 2.18 All other subscriptions and fees shall be paid at such time and in such manner as Council may decide.
- 2.19 No member shall be allowed to participate in any of the privileges of the Association or hold office in the Association until he has paid his subscription in accordance with these Articles.
- 2.20 All subscriptions fees and donations shall be paid to the Treasurer and shall be kept and used for the objects of the Association in accordance with the provisions of the Memorandum of Association and these Articles.
- 2.21 No refund in whole or in part shall be made of joining fee or subscription even in the year of resignation or termination.
- 2.22 A resolution of Council on any question which may arise as to the status of any member, or the amount of the subscription due by a member, or as to the amount due by any member in pursuance of the provisions of Clause 6 of the Memorandum of Association, shall be final.
- 3.0 GENERAL MEETINGS**
- 3.1 The Association shall hold an Annual General Meeting within four (4) months from the date of each Financial Year End, specifying it as such in the notice calling it.
- 3.2 Any General Meeting of the Association other than an Annual General Meeting shall be called an Extraordinary General Meeting.
- 3.3 Council may convene an Extraordinary General Meeting at any time by giving due notice as provided for in Article 3.7, and may propose Special Resolutions for such meetings.
- 3.4 A combination of Ordinary and Life Members may requisition an Extraordinary General Meeting in accordance with Section 126 of the Law.
- 3.5 A combination of two (2) or more Ordinary Members or Life Members may petition Council to prepare a Special Resolution to be presented at an Annual General Meeting. Council has the discretion to accept or reject the petition.

## **ARTICLES OF ASSOCIATION**

- 3.6 A combination of Ordinary and Life Members may requisition a Special Resolution to be presented at an Annual General Meeting in accordance with Section 134 of the Law. Details of any proposed resolution must be received by the Secretary at least thirty-five (35) days prior to the date of the Annual General Meeting.
- 3.7 Each General Meeting shall be called by at least twenty-one (21) days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day set for the holding of the meeting. The notice shall specify the place, day and the hour of the meeting and the general nature of the business to be discussed. Notice shall be given in the manner stated in these Articles to such Persons including Auditors as are, by virtue of these Articles or of the Law, entitled to receive such notices from the Association.
- 3.8 The accidental failure to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Person entitled to receive notice shall not invalidate the proceedings of any meeting to which such notice refers.

### **4.0 PROCEEDINGS AT GENERAL MEETINGS**

- 4.1 All business that is transacted at an Extraordinary General Meeting shall be deemed special and all business that is transacted at an Annual General Meeting shall be deemed special, with the exception of the presentation of the Financial Statements, the reports of Council and of the Auditors and the election of Officers of the Association in the place of those retiring and the appointment and the fixing of the remuneration of the Auditors.
- 4.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided, twenty (20) members present in person having the right to vote shall form a quorum.
- 4.3 If, half an hour from the time appointed for the holding of a General Meeting, a quorum is not present the meeting, if convened upon the requisition of Ordinary or Life Members, shall be dissolved. In any other case it shall stand adjourned to the same day the following week at the same time and place or on such other day and at such other time and place as Council may determine. At the adjourned meeting, if a quorum is not present within half an hour from the time appointed for the meeting the members present shall form a quorum.

## **ARTICLES OF ASSOCIATION**

- 4.4 The Chairman of the Association, or failing him the Deputy Chairman, shall preside as Chairman at every General Meeting, but if neither is present fifteen minutes after the time appointed for the holding of the meeting or if both are unwilling to preside the members present shall elect a member of Council to preside. In the event no such member of Council is present, or in the event all members of Council present refuse to preside, the members present shall elect an Ordinary or Life Member of the Association present to preside at that meeting and this election shall not be subject to a poll.
- 4.5 The Chairman of the meeting may, with the consent, given only by a show of hands, of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting to another time and place. No business shall be transacted at any adjourned meeting other than the business that would have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Save as provided above, it shall not be necessary to give any notice of the business to be transacted at an adjourned meeting.
- 4.6 Only resolutions which are included in the notice calling a General Meeting shall be admitted for debate at that meeting.
- 4.7 At any General Meeting a resolution put to the vote of the meeting shall be decided by a poll.
- 4.8 The result of the poll shall be declared by the Chairman of the meeting before the meeting is terminated. Any delay in announcing the result of a poll shall not obstruct the continuation of the meeting for the transaction of any business other than that upon which the poll is being conducted.
- 4.9 A declaration by the Chairman of the meeting that a resolution has been carried or defeated and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 4.10 In the case of equality of votes the Chairman of the meeting shall have a second or casting vote.

## **5.0 VOTES OF MEMBERS**

- 5.1 Except as otherwise provided in these Articles, each Ordinary or Life Member shall have one vote. Votes may be given on a poll either personally or by proxy.

**ARTICLES OF ASSOCIATION**

- 5.2 No Person other than an Ordinary or Life Member shall be entitled to vote on any matter either in person or by proxy, or to act as the proxy of another member.
- 5.3 The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing, but neither shall be in electronic format
- 5.4 The instrument appointing a proxy and, where appropriate, the power of attorney under which it is signed shall be deposited at the Office of the Association not later than twenty-four (24) hours before the time for holding the meeting or adjourned meeting at which the Person named in the document shall vote. Failure to comply with the foregoing shall invalidate the instrument of proxy. No instrument appointing a proxy shall be valid after twelve (12) months from the date of its execution.
- 5.5 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no notice in writing of such death, insanity or revocation has been received by the Association at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 5.6 Any instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

**THE UNITED KINGDOM CITIZENS ASSOCIATION (PAPHOS) LIMITED**

I . . . . . , of . . . . . , membership No . . . . . an Ordinary or Life Member of the United Kingdom Citizens Association (Paphos) Limited, hereby appoint the Chairman of the meeting\* (\* delete either the foregoing or the following) . . . . . , of . . . . . , membership No . . . . . , an Ordinary or Life Member of the United Kingdom Citizens Association (Paphos) Limited to be my proxy to vote for me on my behalf at the General Meeting of the Association to be held on the . . . . . day of . . . . . 20 . . . . . and at any adjournment thereof.

Signed. . . . . this. . . . . day of . . . . . 20 . . . . .

- 5.7 When it is desired to afford members an opportunity to vote for or against a resolution, the instrument appointing a proxy shall also include the following wording:-

## **ARTICLES OF ASSOCIATION**

This proxy is to be used for or against # the resolutions as listed below:-

(# Enter an 'X' in the appropriate box)

IF YOU LEAVE BOTH BOXES BLANK FOR ANY RESOLUTION YOU ARE AUTHORISING YOUR PROXY TO VOTE AS HE/SHE SEES FIT.

RESOLUTION	FOR ○	AGAINST ○
<b>6.0 COUNCIL</b>		
6.1. The affairs of the Association shall be managed by its Council		
6.2. Only an Ordinary or Life Member of the Association shall be eligible to hold office in Council.		
6.3. Unless otherwise decided by a General Meeting, the number of elected members of Council shall be not less than five (5) and not more than ten (10).		
6.4. Council shall consist of the Officers of the Association together with such members as are elected at the Annual General Meeting and such other members as are appointed as provided in Article 6.7.		
6.5. The powers and duties of the Secretary and the Treasurer shall be determined by Council		
6.6. Each Member of Council may appoint an Ordinary or Life Member of the Association to act as his alternate in Council for any period during which he is absent or unable to act. Any member of Council who has so appointed an alternate may dismiss his alternate at his will by giving written notice to Council. Any Ordinary or Life Member of the Association so appointed as an alternate shall be subject to all rules and regulations applicable to Council members for the duration of his appointment.		
6.7. Council may appoint an Ordinary or Life Member as member of Council to fill a vacancy or as a co-opted member of Council for a specified task or period. Any member so appointed shall be subject to all rules and regulations applicable to Council members, but no co-opted member shall vote in Council.		
<b>7.0 MEMBERS OF COUNCIL</b>		
7.1. The Subscribers to the Memorandum and Articles of Association shall		

## **ARTICLES OF ASSOCIATION**

appoint the first members of Council to hold office until the first Annual General Meeting of the Association.

- 7.2 At each Annual General Meeting the elected members of Council shall retire from office and the meeting shall elect members to replace them.
- 7.3 Except as provided in Article 7.4, to be eligible for election as an elected member of Council an Ordinary or Life Member shall be proposed in writing by an Ordinary or Life Member and seconded by one other. Such proposal shall be delivered to the Secretary not later than thirty five (35) days prior to the date of the Annual General Meeting and shall include a written consent to be elected signed by the nominated member.
- 7.4 A retiring Officer of the Association shall be eligible for re-election without further proposal.
- 7.5 In accordance with the provisions of Section 178 of the Law, the Association may by Special Resolution at a General Meeting remove any member of Council before expiration of his term in office and may, by Ordinary Resolution, appoint another qualified member in his place. Any Person so appointed shall hold office only for the period that the removed member would have held office had he not been removed.

### **8.0 DISQUALIFICATION OF MEMBERS OF COUNCIL**

- 8.1 A member of Council shall vacate his office if:
  - 8.1.1 a receiving order has been made against him or he makes any arrangement with his creditors; or
  - 8.1.2 he becomes of unsound mind; or
  - 8.1.3 he ceases to be a member of the Association; or
  - 8.1.4 he resigns from office by a notice in writing to the Association; or
  - 8.1.5 an order is made against him under Section 180 of the Law concerning fraudulent behaviour; or
  - 8.1.6 he is directly or indirectly interested in any contract or agreement with the Association and he fails to declare that interest in accordance with Article 11.1.

### **9.0 POWERS OF COUNCIL**

- 9.1 Council may pay all expenses for the establishment, formation, incorporation and registration of the Association.

## **ARTICLES OF ASSOCIATION**

- 9.2 Subject to these Articles, any applicable statute, and any regulation prescribed by the Association in General Meeting, Council may exercise all powers of the Association and do, in the name of the Association, all acts that may be exercised and done by the Association which are not required to be exercised or executed by the Association in General Meeting.
- 9.3 Any regulation made by the Association in General Meeting must be consistent with these Articles and any applicable statute and no such regulation shall invalidate any prior act of Council which would have been valid had that resolution not been made.
- 9.4 Members of Council may act despite there being a vacant post or posts in Council. Should a vacancy cause the number of members of Council to fall below the minimum number specified in these Articles, the remaining members shall act only for the purpose of filling the vacant post or posts, or for calling a General Meeting. No other Council business shall be transacted until the minimum number has been restored.
- 9.5 Council may form committees comprised of such members as it thinks fit and may delegate any of its powers to such committees. Any such committee shall have a member of Council as its chairman. Council shall give written terms of reference to any such committee detailing the aim of the committee and defining its powers. The committee shall work in accordance with such of these Articles as are applicable and are not varied or replaced by the terms of reference.

### **10.0 PROCEEDINGS OF COUNCIL**

- 10.1 Council shall meet for the transaction of business adjourn and otherwise regulate its meetings and determine the quorum required for the transaction of business as it thinks fit, subject to it meeting at least eight (8) times per year.
- 10.2 Unless otherwise decided, five elected members shall form a quorum. A meeting of Council at which a quorum is present is competent to exercise all the authorities, powers, and discretions granted in general to Council by, or by virtue of, the Articles of the Association in force.
- 10.3 Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 10.4 A member of Council may call a meeting of Council by request to the

## **ARTICLES OF ASSOCIATION**

- Secretary and, upon receipt of such a request, the Secretary shall convene a meeting.
- 10.5 The Chairman of the Association shall preside at all meetings of Council at which he is present. If, five minutes after the time appointed for holding the meeting, the Chairman is not present or if he is unwilling to preside, the Deputy Chairman shall preside over that meeting. If the Deputy Chairman is not present or if he is unwilling to preside, members of Council present shall elect one of them to be Chairman of that meeting.
- 10.6 All acts done in good faith by Council or a committee of Council or by any Person authorised by Council to act for Council, notwithstanding discovery at a later date that there was some defect in the appointment or continuance in office of any such member or Person acting as aforesaid or that they or any of them were disqualified shall be as valid as if every such Person had been duly appointed or duly continued to hold office and was qualified to be a member of Council.
- 10.7 Council shall cause proper minutes to be made of all proceedings of every meeting of the Association and of Council and of any committee of Council, and of any business transacted at such meetings. If any such minutes are signed by the Chairman of such meeting or the Chairman of the immediately following meeting this shall be sufficient evidence, without need for further proof, of the facts included therein.
- 10.8 A resolution in writing signed by all members of Council or of a committee of Council entitled to receive notice for the holding of a meeting of Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of Council or of such committee duly convened and held.
- 10.9 A member who is not a member of Council shall have no right to inspect any account or book or document of the Association except as conferred by statute, or authorized by Council, or authorised by the Association in General Meeting. A member who is not a member of Council may ask to inspect any account or book or document of the Association by providing, in writing to the Secretary, reasonable grounds for wanting the information requested. In such case the decision of Council on whether the requested information is to be provided shall be final.
- 11.0 INTERESTS IN AGREEMENTS BY MEMBERS OF COUNCIL**
- 11.1 A member of Council who, either upon being appointed to Council or subsequently, has a direct or indirect interest in any contract or agreement

## **ARTICLES OF ASSOCIATION**

Held, or being negotiated by, the Association shall comply with the Law, Section 191, to disclose that interest. Further in accordance with Clause 4 of the Memorandum of Association a member of Council shall be disqualified from entering into an agreement with the Association in any capacity except when:

- 11.1.1 the agreement is made with the Association by a company or association in which that member of Council holds no more than a percentage of capital as determined by the Council; or
  - 11.1.2 the agreement concerns money lent to the Association or concerns rent for premises let by any member of Council to the Association.
- 11.2 Further, he shall not be required to account to the Association for any profits realised because of that agreement.
- 11.3 Any member of Council with an interest specified in Article 11.1 shall not vote on any matter concerning that agreement and he shall, at the request of Council, absent himself from Council for any discussion of and voting on that agreement.

### **12.0 THE SEAL**

- 12.1 The seal of the Association shall be affixed on a document only by authority of a resolution of Council. Following such authority the seal shall be affixed by the Secretary in the presence of at least two other members of Council. The Secretary and the said two members shall sign every document upon which the seal is affixed in their presence. For any Person dealing in good faith with the Association, these signatures together with the seal shall be indisputable evidence that the Association is legally bound by the documents bearing the seal.

### **13.0 ACCOUNTS**

- 13.1 Council shall cause proper books of account to be kept with respect to:
- 13.1.1 any sum of money received and expended by the Association and the matters in respect of which the receipt or expenditure takes place;
  - 13.1.2 any sale or purchase of goods by the Association;
  - 13.1.3 any asset or liability of the Association.
- 13.2 Council shall ensure that all books necessary to give a true and fair view of the state of the Association's financial affairs, and to explain its transactions, are kept in accordance with International Accounting Standards.

## **ARTICLES OF ASSOCIATION**

- 13.3 The books of account shall be kept at the registered office of the Association, or at such other place or places as Council thinks fit, and they shall be available at the reasonable request of Council for inspection by Council.
- 13.4 At the Annual General Meeting each year Council shall lay before the Association the Financial Statements as at the preceding Financial Year End.
- 13.5 Copies of summary Financial Statements together with statutory reports from Council and the Auditors, drawn in accordance with applicable statutes, and any other documents required by the Law to be annexed or attached to them or accompany them shall be sent with the notice calling the Annual General Meeting, subject always to the provisions of Section 152 (1c) of the Law, to the Auditors and to all Persons entitled to receive notices of General Meetings in the manner specified in Articles 16.1 to 16.4. Copies of the full Financial Statements and statutory reports shall be available at each Branch for members' perusal not less than twenty-one (21) days before the day of the meeting.
- 13.6 The Auditors report shall be open for inspection and shall be read out to the meeting as required by Section 156 of the Law.

### **14.0 AUDIT**

- 14.1 At least once each year the accounts of the Association shall be examined and an auditor or auditors having the appropriate qualifications and not being members of the Association shall verify the correctness of the Financial Statements.
- 14.2 The auditors shall be appointed and their duties shall be regulated in accordance with Sections 153 to 156 of the Law, the members of Council being considered as Directors for this purpose.

### **15.0 BRANCHES**

- 15.1 Subject to the provisions of these Articles and the provisions of any applicable statute, Council may set up Branches of the Association and shall draw up Branch Regulations which shall be consistent with these Articles and the provisions of the Law and any applicable statute, for all or any of the following objects:

15.1.1 the establishment, management, merger, division, sub-division and dissolution of the Branches;

## **ARTICLES OF ASSOCIATION**

15.1.2 the constitution, powers and duties of the officers and committees of the Branches;

15.1.3 in general for all objects in relation to the proper management and administration of the Branches.

15.2 Branch Regulations may be rescinded, abolished, changed, subject to additions or otherwise amended by Council, but only so that such modification shall be consistent with these Articles.

### **16.0 NOTICES**

16.1 A notice may be given by the Association to any member either personally or by sending it by post to him as a prepaid letter addressed to the said member at his registered address as it appears in the Register of Members.

16.2 Save as provided above and by the Law, only a member whose address in the Register of Members is in Cyprus shall be entitled to receive notices from the Association, unless postage to an address not in Cyprus has been prepaid.

16.3 Any notice, if sent by post, shall be deemed to have been served on the day following the one on which it, or the letter including it, is posted and to prove such delivery it shall be sufficient to prove that the letter including the notice has been duly addressed and mailed as a prepaid letter.

16.4 Any notice required to be served by the Association to the members or any one of them, which is not provided for in accordance with the Law or these Articles, shall be sufficiently served if it is served through an announcement entered at least twice in an English language newspaper published in Cyprus.

### **17.0 INDEMNITY**

17.1 Subject to the provisions of the Law, each member, member of Council and any employee or servant of the Association shall be indemnified out of the assets of the Association against any reasonable expense, charge, cost, liability, loss or obligation which he has incurred necessarily and solely in the execution of his duties or in connection with this execution.

### **18.0 DISSOLUTION**

18.1 Clause 7 of the Memorandum of Association referring to the dissolution and liquidation of the Association shall apply as if its provisions are repeated in these Articles.

## ARTICLES OF ASSOCIATION

NAME	ADDRESS	DESCRIPTION
David ASATER	Akoursos, Paphos	Retired
Maureen Elaine PICKARD	Petra tou Nerou Armageti 8642 Paphos	Retired
Carol Susan WHITTAKER	Bldg 1, Dorou Loizou 2 8574 Kissonerga Paphos	Retired
Keith SHONFELD	Phkoni 10 8220 Chlorakas Paphos	Retired
Dennis STUBLEY	Stephanis 33 8574 Trimithousa Paphos	Retired
Bruce Allen GATES	22 Kissonerga Hills 8574 Kissonerga Paphos	Retired
Gillian Honora Mortell BREEZE	Mikalaki Kyprianou 8560, Peyia Paphos	Retired

Witnessed by: Hubert George UNDER WOOD (Retired)  
Marathounda,  
8520 Paphos  
This twenty-fifth (25th) day of October 2003