

Pursuant to the Law on Associations and Institutions passed in July 2017, the Assembly of the Founders at their meeting held in Paphos on March 2nd, 2018 adopted

THE ARTICLES OF ASSOCIATION
OF
the Paphos International Sailing Club

1. NAME AND EMBLEM

The full name of the Association is the Paphos International Sailing Club hereinafter referred to as the "Association".

The emblem is as shown:



2. SEAT

The seat of the Association is in Paphos.

3. OBJECTIVES

The goals of the Association are:

- A) To bring together like-minded people with interests in the sea, sailing and boating.
- B) To promote and facilitate participation and training in the above areas and provide social and other facilities for members as may from time to time be determined.
- C) Where possible, to work with the Cyprus Sports Organisation, the Cyprus Sailing Federation and other sports organisations in the promotion of sailing and boating activities.

4. FINANCE AND NON-PROFIT STATUS

- A) The Association is a sporting organisation that is non-profit and non-political. It is a continuation of the Club of the same name and the Club's assets are transferred to the Association.
- B) Income of the Association may be derived from, inter alia, membership subscriptions, donations, contributions for use of the assets of the Association, regatta registration, sailing and/or dinghy park fees, training, social events, fundraising activity and sale of food and beverage to members and guests.

- C) The ethos of the Association is one of volunteering and self-help, however, subject to the approval of an appropriate Rear Commodore and the terms of any applicable Special Regulations, members, including those elected to the Managerial Board, may recover and/or claim any reasonable expenses incurred in the performance of their duties, including expenses corresponding to research or other programs funded or co-financed by third parties.
- D) All instructions to the Association's bankers shall be authorised by two signatories appointed from amongst the elected members of the current or immediately prior Managerial Board.
- E) Members, Officers, Managerial Board members and staff (if any) are not personally liable for the debts, liabilities and obligations of the Association unless these occur as a result of their criminal act or acts or wilful breach of their fiduciary duty or authority.

5. MEMBERS

Membership, subject to the approval of the Managerial Board, is open to any person who accepts the objectives of the Association.

Categories of membership are:

- A) Ordinary Membership: Available to an individual aged 18 or over.
- B) Life Membership: Available to those who have been members for not less than two years, subject to the approval of the Managerial Board.
- C) Joint Membership: Available to married or co-habiting couples, or other pairs of applicants, both of whom are aged 18 or over and who share the same postal address.
- D) Family Membership: Available to not more than two parents or guardians with children under the age of 18. On attaining the age of 18, such children wishing to continue as members may transfer their membership to an alternative category.
- E) Honorary Membership: The Managerial Board may appoint distinguished members of society as Honorary members for a period of one subscription year.
- F) Youth Membership: Available to an individual who is either i) aged under 18, or ii) aged under 25 and in full time education. When no longer eligible for youth membership, youth members wishing to continue as members may transfer their membership to an alternative category.
- G) Temporary Membership: Available to visitors from other yacht clubs and their family members and others temporarily resident in Cyprus, subject to a maximum of three months in any one calendar year.

6. ANNUAL SUBSCRIPTIONS

- A) All members are obliged to pay in advance the annual subscription applicable to their category of membership.
- B) The subscription period is twelve calendar months. Subscriptions run from the date members initially join the Association until the end of the current subscription period, and annually thereafter.
- C) New members, or those re-joining the Association, are obliged to pay a joining fee applicable to their category of membership.
- D) Any change to the subscription rates and joining fees for a category of membership must be approved by the members at an Annual General Meeting of the Association. Changes will apply from the first day of the next subscription period.
- E) For the avoidance of doubt, all paid up members of the Paphos International Sailing Club as formerly registered under the Clubs (Registration) Law will, on payment of the annual subscription in Article 6(A) for the 2018/19 subscription year, become a member of the Association in the corresponding membership category, without payment of the joining fee in Article 6(C).

7. CESSATION OF MEMBERSHIP

- A) Any member has the right to resign from the Association by tendering his or her resignation in writing to the Managerial Board.
- B) A member who has not tendered their renewal subscription by the end of the current subscription period shall be deemed to have resigned, unless (i) there is a genuine reason, acceptable to the Managerial Board in its absolute discretion, why this has not been possible, and (ii) they have signified in writing their intention to remain a member to the Membership Secretary not less than one month prior to the expiry of the current subscription period. If the Managerial Board accepts late payment, the Membership Secretary will advise such member in writing and stipulate the alternative date by which payment must be received.
- C) A member, irrespective of membership category, may be expelled from membership if, in the opinion of the Managerial Board, his or her behaviour is contrary to the interests of the Association. The Managerial Board may initiate proceedings on its own cognisance or on receipt of a written complaint by a member or members. In the event that it decides that there is a case to answer, the Managerial Board may:
 - i. Act in an attempt to amicably resolve the complaint
 - ii. Suspend the accused member pending further investigation
 - iii. Establish a hearing at which the parties may be heard
 - iv. Make a ruling based upon the evidence presented and heard

- D) On expulsion from membership, a member shall have a right of appeal to the members in the event that a properly constituted Extraordinary General Meeting, with the appeal as its subject matter, is called by the voting membership as provided for by Article 11(A).
- E) A resigning or expelled member is not entitled to any pro rata rebate of subscriptions paid through to the end of the current subscription period and has no right to any share in any of the assets of the Association.

8. RIGHTS AND OBLIGATIONS OF THE MEMBERS

A) Members have the following rights:

- i. Subject to applicable laws and regulations of the Republic of Cyprus all members enjoy equal rights to make use of and enjoy the facilities and assets of the Association.
- ii. All members have the right to attend Annual General Meetings and Extraordinary General Meetings of the Association. Every Ordinary, Joint, Life and adult Family member is entitled to one vote and is entitled to offer themselves for election to the Managerial Board.

B) Members have the following obligations:

- i. To comply with the terms of these Articles of Association and any Special Regulations that are decided by the Managerial Board and, if necessary, approved by the members at a General Meeting.
- ii. To comply with the decisions of the Managerial Board and the decisions of the members at an Annual General Meeting or Extraordinary General Meeting.
- iii. To pay their annual subscription as specified in Article 6(A).

9. MANAGERIAL BOARD

A) The management of the Association is vested in the Managerial Board.

B) There are eight (8) elected members of the Managerial Board:

- i. Commodore (also referred to as the President)
- ii. Vice Commodore (also referred to as the Vice President)
- iii. Honorary Secretary
- iv. Honorary Treasurer
- v. Rear Commodore Sailing
- vi. Rear Commodore House
- vii. Membership Secretary
- viii. Social Secretary

C) Each member of the Managerial Board shall be deemed an Officer of the Association. The Commodore, Vice Commodore, Rear Commodore Sailing and Rear Commodore House are Flag Officers. To assist in the operation

of the Association, the Managerial Board shall have the power to appoint and dismiss other Officers from among the voting membership. Appointed Officers shall have specific areas of responsibility. Such Officers are not members of the Managerial Board and have no voting rights on the Managerial Board.

- D) The Commodore is an ex officio member of all committees of the Association. In the absence of the Commodore, the Vice Commodore deputises for, and assumes the power and responsibilities of, the Commodore. In the absence of both the Commodore and Vice Commodore, the Honorary Secretary shall be responsible for the day-to-day activities normally undertaken by the Commodore.
- E) The Commodore and Honorary Secretary represent the Association and act on its behalf for all legal matters including extrajudicial representation in accordance with Article 8(D) of the Law. However, the Managerial Board may, by resolution, appoint an Officer of the Association to act in a specific matter or matters and execute documents as required and as specified by the terms of the resolution.

F) Election and Term of Office

- i. Members of the Managerial Board are elected annually by the members at the Annual General Meeting of the Association.
- ii. Past members of the Managerial Board who have left under Article 9(H)iii or been dismissed from the Board for disciplinary reasons may not stand for office.
- iii. Subject to Article 9(F)iv, those members of the Managerial Board standing down may re-stand for election in the same, or any other, elected position.
- iv. The Commodore shall have a maximum term of two (2) consecutive years. However, in the event that, at the Annual General Meeting, no nominations have been received for the post, and following a failed call for nominations from the floor, a Commodore who has completed two consecutive years may be nominated for a further year. A retired Commodore may re-stand for election as Commodore after a period out of office, in which case, were they to be elected, the aforementioned term restrictions would reapply starting from their new date of election.

G) Meetings of the Managerial Boards

- i. Meetings of the Managerial Board shall normally be held monthly, but, exceptionally, shall not be less than every two months.
- ii. A quorum shall comprise half of the members entitled to vote plus one (rounded up to a whole number).
- iii. Meetings of the Managerial Board shall be chaired by the Commodore or, in his or her absence, the Vice Commodore. In the event that both the Commodore and Vice Commodore are absent, then the members of the Managerial Board that are present, being quorate, shall elect a chairperson.

- iv. Decisions of the Managerial Board shall be by majority vote of those members present. Each board member shall have one vote. In the event of a tie, the chairperson shall have the casting vote.
- v. A member of the Managerial Board shall not be entitled to participate in the discussion or vote in the case of a conflict of interest, and particularly if the decision to be taken concerns the execution of a legal transaction or the bringing of a lawsuit between the Association and that member or his/her spouse or relative by blood or marriage up to the third degree, or relating to a legal transaction between the Association and a company in which that member or his/her spouse or relative to the third degree is administratively involved.
- vi. When unable to attend in person, members of the Managerial Board may attend its meetings by teleconference or video conference.

H) Cessation of membership of the Managerial Board

- i. Any member of the Managerial Board may resign by tendering their resignation in writing.
- ii. A resigning member of the Managerial Board may not offer themselves for election to any future position on the Managerial Board for a period of twelve months following the next Annual General Meeting of the Association.
- iii. In the event that a serving member of the Managerial Board is convicted of a criminal offence involving a lack of honesty or moral disgrace, their term of office shall cease immediately, whether or not an instruction to that effect has been received from the Commissioner.
- iv. The Managerial Board is empowered to co-opt any eligible member of the Association to fill a position that has become vacant.

I) Remuneration and Indemnification

- i. Subject only to Article 4(C), no member of the Managerial Board or appointed Officer may receive remuneration of any kind.
- ii. Every Officer of the Association shall be indemnified out of the Association's assets against any costs which they may personally incur or become liable to by reason of any claim of whatever nature arising from serving in their elected or appointed capacity, provided that the Association shall not indemnify against costs which they may incur as a result of their criminal act or acts or wilful breach of their fiduciary duty or authority.
- iii. The Association may purchase and maintain insurance in relation to any person who is or was a serving Officer of the Association against any liability asserted against them and incurred by them in that capacity, whether or not the Association has or would have had the power to indemnify them.

J) Duties of the Managerial Board

- i. Carry out day-to-day management of the operations of the Association.
- ii. Publish the notice, agenda and minutes of meetings of the Managerial Board to the members' forum of the Association's website. In the event

that the members' forum is unavailable for any reason at the time of publication, the minutes shall be posted to the official noticeboard of the Association.

- iii. Make recommendations regarding annual subscriptions and joining fees to the members for approval at the Annual General Meeting.
- iv. Enforce the Special Regulations of the Association.
- v. Add to or amend Special Regulations, with written notice to the membership, provided that in a case where the addition or change was not required due to health and safety or legal reasons, then should at least ten (10) members object to the regulation in writing it shall be postponed until it has been considered by the members at an Annual General Meeting or an Extraordinary General Meeting called under the terms of Article 11(A).
- vi. Appoint the Association's bankers.
- vii. Control the stock and assets of the Association.
- viii. Form sub-committees to advise and make recommendations with respect to particular matters arising from time to time and appoint and dismiss members of such sub-committees from among the voting membership of the Association.
- ix. Make recommendation to the members regarding appointment of the Association's auditor for approval at the Annual General Meeting.
- x. Keep the accounts of the Association in which all transactions of the Association are recorded, and at the end of each financial year prepare, and have audited, the Association's balance sheet, cash flow and statement of income and expenditure.
- xi. Decide the subscription period.
- xii. Decide the financial year of the Association.
- xiii. Appoint legal representation for the Association as may from time to time be required.
- xiv. Appoint other Officers of the Association as provided by Article 9(C).
- xv. Submit to the Registrar in writing any changes to the Articles of Association approved under Article 14(A) not later than thirty (30) days from the date of such approval.
- xvi. Maintain monthly a fully updated register of members, which register shall be available for inspection by the Commissioner, or any third party who, in the opinion of the Managerial Board, has a legitimate interest.
- xvii. Within the first quarter of each calendar year, notification to the Commissioner in writing of:
 - numerically, any deletion of members or addition of members who have joined in the prior year;
 - in the event of any changes, the current members of the Managerial Board with their respective offices and contact details;
 - confirmation, or otherwise, that the Annual General Meeting under Article 10(A) was held in the prior year.
- xviii. Immediate notification to the Commissioner in writing on the occurrence of a change in the address or contact details of the Association.
- xix. Notification to the Commissioner of a reduction in membership to less than twenty (20), in accordance with Article 15(A)i.

10. ANNUAL GENERAL MEETING

A) The Annual General Meeting of the members of the Association shall be held annually within two (2) calendar months of the end of the financial year.

B) Notice Periods

- i. At least eight (8) weeks notice of the date of the Annual General Meeting shall be given by the Managerial Board to members of the Association.
- ii. Any resolutions or matters for consideration by members shall be submitted to the Honorary Secretary at least six (6) weeks prior to the scheduled date of the Annual General Meeting and must be proposed and seconded, respectively, by voting members of the Association.
- iii. Nominations for those standing for election to a position on the Managerial Board at the Annual General Meeting must be received by the Honorary Secretary at least five (5) weeks prior to the scheduled date of the Annual General Meeting and must be proposed and seconded, respectively, by voting members of the Association. If a nomination is received out of time, then a motion shall be put to the floor at the Annual General Meeting seeking approval, or otherwise, from the members to accept the late nomination. Without such approval, the nomination will not be accepted.
- iv. The Honorary Secretary shall issue an agenda for the Annual General Meeting at least three (3) weeks prior to its scheduled date.

C) Proceedings

- i. The Managerial Board shall present a motion to approve the minutes of the prior Annual General Meeting.
- ii. The Managerial Board shall present a motion to approve the minutes of any prior Extraordinary General Meeting.
- iii. The chairperson shall present an annual report.
- iv. The Honorary Treasurer shall present the audited accounts, with a motion that they be approved.
- v. The Managerial Board shall present its recommendation regarding annual subscriptions and joining fees, with a motion that they be approved.
- vi. The Managerial Board shall present its recommendation regarding appointment of the Association's auditor for the forthcoming year, with a motion that the appointment be approved.
- vii. The Managerial Board shall seek approval for any additions or changes to the Special Regulations that were contested under Article 9(J)v.
- viii. Any other matters shall be brought before the meeting under Article 10(B)ii.
- ix. Any other business shall be invited from the floor, however, subject to Article 9(F)iv, no matters that bind the Association may be decided following motion from the floor.
- x. Election of members of the Managerial Board for the forthcoming year will be conducted.

11. EXTRAORDINARY GENERAL MEETING

- A) An Extraordinary General Meeting may be called by the Managerial Board or by at least 25% of the voting membership upon request in writing. If the meeting is called by the membership, then the Commodore may attempt to resolve any issue giving rise to the request, but if the matter cannot be resolved then a meeting must be held within thirty (30) days of the original request.
- B) At least three (3) weeks notice of an Extraordinary General Meeting shall be given to members. The notice shall include a statement of the nature of the business giving rise to the meeting and the proposal to be voted upon which shall serve as an agenda for the meeting. Discussion at the meeting shall be confined to the business stated in the notice issued to the members.
- C) If no quorum is present at an Extraordinary General Meeting, a new meeting will be convened within a further thirty (30) days. If a quorum as above is still not present at the new meeting, the proposal shall be deemed lost.

12. QUORUMS, MOTIONS, VOTING AND MINUTES

- A) The Commodore, or in his absence the Vice Commodore, shall take the chair in any Annual General Meeting or Extraordinary General Meeting. In the event that both the Commodore and Vice Commodore are absent, a chairperson shall be elected by the voting members who are present from amongst attending Managerial Board members.
- B) A quorum at any Annual General Meeting or Extraordinary General Meeting shall comprise 25% of the voting membership.
- C) Neither proposers and seconders of resolutions or matters introduced under Article 10(B)ii, nor nominees, proposers and seconders of nominations received under Articles 10(B)iii or 9(F)iv, shall be Joint Members, Family Members, co-habiting or related by blood or by marriage up to the third degree.
- D) Subject to Articles 12(E) and 14(A), at any Annual General Meeting or Extraordinary General Meeting where a resolution is put to the vote, it shall be decided by a simple majority with a show of hands by those present. In the event of a tie, the chairperson of the meeting shall have the casting vote.
- E) In the event that an election to a position on the Managerial Board is contested, the vote by those present shall be by secret ballot paper.
- F) Subject to Articles 6(D) and 14(B) all decisions shall take immediate effect.

- G) The draft minutes of an Annual General Meeting or Extraordinary General Meeting will be published to the members' forum of the Association's website within two (2) weeks of the date of the meeting. In the event that the members' forum is unavailable for any reason at the time of publication, the minutes shall be posted to the official noticeboard of the Association.

13. RESOLUTION WITHOUT MEETING

- A) A decision that binds the Association may be made by submission to the Honorary Secretary of an original resolution in writing that is signed by at least two thirds of the voting members at the date of its execution.

14. AMENDMENT OF THE ARTICLES OF ASSOCIATION

- A) These Articles of Association may be amended on motion properly received and duly passed with the consent of two fifths of all the voting members of the Association at an Annual General Meeting or an Extraordinary General Meeting.
- B) Any amendment to the Articles of Association will come into effect on the date the amendment is entered into the Register by the Commissioner in accordance with the applicable law or laws of the Republic of Cyprus.

15. DISSOLUTION OF THE ASSOCIATION

- A) The Association may be dissolved if:
- i. The number of members is reduced to less than twenty (20), provided that:
 - the Managerial Board is obliged to notify the Commissioner in writing no later than one (1) month after the reduction of the number of members to under twenty (20), indicating the date on which it occurred; and
 - a period of six (6) months has passed from the initial date on which the reduction occurred, during which time the Commissioner has been notified by the Managerial Board of the names of any new members that might restore the required minimum number of members.
 - ii. An appropriate decision is made by the members in accordance with the provisions of Article 14(A).
 - iii. There is an appropriate order by a court of competent jurisdiction.
- B) In the event of dissolution, the assets of the Association shall be donated to another non-profit organisation with, as nearly as possible, similar objectives to those of the Association, as the Managerial Board decides.

16. PRECEDENCE OF THE LAW

- A) For any matter that does not have special provision in the Articles of Association, as well as any matter in respect of which there is ambiguity, the provisions of the Unions and Institutions and Other Related Issues of the Law of 2017 (Law 104 (I) / 2017) and the Amending Law of 2018 (L.76 (I) / 2018) apply.