

Cyprus Biological Society

Statute

(Contains changes approved at the General Assembly of August 31, 2021)

Article 1 Name

The name of the Society will be "Biological Society of Cyprus" (CBS)

Article 2 Headquarters

The headquarters of the Society will be Nicosia.

Correspondence / Communication address: Cyprus Biological Society, Thali 3, 2020, Strovolos, Nicosia, Cyprus, Tel: 99 597009.

Article 3 Objectives

The Society is solely Scientific with the main purpose of promoting the Biological Sciences in Cyprus, and in particular and without limitation of the above purpose, the Society will have the following objectives:

1. The study of the Fauna and Flora as well as the Ecology of Cyprus.
2. The protection of the natural environment.
3. The encouragement of biological research.
4. The cultivation of a correct attitude towards issues related to the Cyprus Biological Environment.
5. The participation of the Society in the economic and social life of the island in matters related to the biological sciences.
6. The promotion of the teaching of Biological Sciences in Cypriot Education.
7. The periodical publication of scientific and expressive publications.
8. The pursuit of close relations and contacts with other relevant organisations or Societies in Cyprus and abroad and the membership of the Society in similar International Organisations.
9. The creation of a Library, a Museum of Natural History (and Aquarium).
10. The promotion and upgrading of the professional level of its members and the contribution to the promotion of biological sciences, research, and applications of Life Sciences, in general as well as education in the relevant subjects.
11. The defence of the financial and professional interests of its members.
12. The contribution to the utilisation of the biological wealth of the country, to the study and implementation of programs for the protection of the environment and to the protection of the health of the people.
13. The legal establishment of the profession of graduate Biologists and Life Sciences in Cyprus with the preparation, promotion and signing of collective labour agreements and the establishment of an insurance and welfare fund for members.

Article 4 Means

The achievement of the above goals and objectives will be pursued by any legal means.

Article 5 Resources

The Society's resources are the following:

1. Membership registration fees from 20 euros. -
2. Annual membership fees from 20 euros - for Regular, Prospective and Associated members. 200 euros - for corporate members.
3. Extraordinary contributions, donations, and other legal income. It is understood that the Governing Body has the right to review the registration fees and annual subscriptions.

Article 6 Members

The members of the Society are distinguished as:

A) Regular members: Regular members are the founding members, as well as the subsequently registered members who live permanently or work in Cyprus (Cypriots or foreigners) at the time of registration and have a degree or postgraduate degree or research project related to Biological Sciences. They are all the founding members and all the approved Prospective members who served for at least one year as Prospective members.

B) Prospective members: Prospective members can be citizens who live permanently or work in Cyprus (Cypriots or foreigners) and at the time of their registration have a degree or postgraduate degree or research project related to Biological Sciences. Students of Biological sciences (Cypriots or foreigners) either Undergraduate or Postgraduate can register as Prospective members and remain Prospective members until graduation. The student registration fee and the annual subscription is 50% of the registration fee or the annual subscription of the Prospective and Regular members.

C) Associated members: Associate Members are permanent residents abroad (Cypriots or foreigners), who meet all the provisions for registration as Regular and / or Prospective members in terms of qualifications.

D) Honorary members: The General Assembly may, by a simple majority, declare lifelong Honorary members upon a relevant proposal of the Board. The Board has the right to declare, during the period of its term, as Honorary members, individuals who have proven to have contributed to the achievement of the Society's goals.

E) Corporate members: Corporate members can be companies, organisations, unions, associations, groups, or other similar legally registered organisations that show interest in the activities of SBS. The Corporate members can attend meetings of CBS with their representative.

Article 7 Registration and deletion of members

The registration of a new member is finalised after an application is received that is supported by two (2) Regular members of the Society where possible and is accompanied by the registration fee which is the first annual subscription.

The approval or not of a new member is at the discretion of the majority of the Governing Body.

In case the application is rejected the applicant has the right to submit a new application after six months.

A member is entitled to withdraw after a written notice to the Governing Body, in which case the member must pay and settle any obligations to the Society and the Society to the member.

A member is expunged when he does not comply with the statutory provisions and the decisions of the General Assembly or the Governing Body or does not settle his/her financial obligations.

The Prospective members are expunged by a simple act of the Governing Body. Regular members are expunged by decision of the Board, which is taken after a meeting of the Board, to which the interested member is invited in writing to be given the opportunity to attend and present his views. The decision of the Governing Body it is final.

Article 8 Rights of member

All Regular Members who have fulfilled their financial obligations to CBS have the right to attend and vote at the General Meetings and the right to "vote and be voted" in the management of the Society.

Regular members have any other right deriving from the Statute of CBS.

Other members (Prospective, Associated, Honorary, Corporate) can attend the General Assembly (except for the electoral and statutory General Assembly) and express opinions without having the right to vote and be voted.

All Regular, Prospective, Associate and Honorary members are entitled to participate in all the international organisations to which CBS participates or is a member and to receive scholarships, to organise and participate in workshops etc. The Board is entitled to make an agreement with each Corporate member for his/her participation or its members in these international organisations in which CBS participates or is a member.

Membership is ineligible and is not transferable or inherited.

Article 9 Obligations of members

Each member has the following obligations, in addition to any other obligations arising from the articles of the Statutes.

A) To comply with the provisions of the Articles of the Statutes, the decisions of the General Assembly and the Governing Board.

B) All members, except Honorary members, are required to pay their annual subscription as defined in Article 5.

Article 10 Representation (Judicial and Extrajudicial)

A) The Society is represented in all relations with the Public Authorities, as well as before every Third Party, with its President and / or the General Secretary.

B) By decision of the Governing Body the President may be instructed on the method to be followed, the handling and generally the way of defending the rights of the Society in its representation.

In case of obstruction or conflict of interests (including kinship in addition to blood up to the 3rd degree) the members of the Governing Body are excluded from decision making.

Article 11 Governing Body (Board)

The Society is governed by a Board, which consists of seven members, as follows: a President, (b) a Vice President, (c) a General Secretary, (d) a Treasurer (e) a Supervisor and (f) two Advisors.

The term of office of the members of the Governing Body is three years.

Article 12 Deliberations

A) The nominations for the promotion of members of the Governing Body are held at the regular General Assembly of members, which takes place between September and November every third year.

B) The candidacies for the Governing Body are submitted to the General Assembly. Each nomination must be supported by at least two members.

C) At the beginning, an Election Commission is elected which conducts the election and sorting.

D) Successful are the candidates who get, in order of success, the most votes.

E) In case of a tie, the voting is repeated for those who draw. If there is a tie again, the election is decided by lot.

F) The results of the elections are delivered by the Election Commission to the President of the General Assembly.

H) In addition to the 7 members of the Governing Body, 2 alternate (runners up) members are also elected to replace members who may leave the Body during their term of office.

Article 13 The Services of the Governing Body

A) The services of the members of the Governing Body are always unpaid. Members of the management of the Society may not be provided with remuneration or conclude contracts, which involve the remuneration, for the offer of any kind of other services, or which aim at making a profit, by undertaking a project, commissions, or any other provision to the Society.

B) The members of the management are not entitled to any compensation for daily wages, due to their employment in the affairs of the Society. However, they are entitled to expenses / travel and accommodation, following a decision of the Governing Body, within or outside Cyprus, during handling the Society's affairs.

Article 14 Composition as a body

One week after the elections, the successful candidates meet and elect the President, Vice President, General Secretary, Treasurer, Supervisor and the 2 Advisors. The Body then appoints the various Committees.

In the event of a tie for the position of any official, the vote shall be repeated. If there is a tie again, the election is decided by lot.

Article 15 Board Meetings

A) The Governing Body oversees and decides on all issues concerning the purposes and activity of the Society except those that fall within the competence of the General Meeting.

B) It meets every month, and extraordinarily, when deemed necessary by the President or requested in writing by at least three (3) members of the Governing Body. The meetings can also be online via SKYPE or another suitable electronic medium.

C) There is in quorum, if at least four (4) of its members are present. Its decisions are taken by a majority. In the event of a tie, the vote shall be repeated.

D) The voting is open and secret only on personal matters, in which the member in question does not participate or when requested by at least two members.

E) In a tie on a secret ballot this is repeated and in case of a new tie the matter is referred to the next session.

F) If a member of the Governing Body is unjustifiably absent for three consecutive regular meetings or six interrupted within the semester, the member resigns from his position, following a decision of the Board and is replaced by the first runner-up.

Article 16 Duties and Responsibilities of the Board - Resignation of the Board

A. The duties and responsibilities of the Board are:

1) To manage the Society as an organ of the General Assembly and to direct the Duties and Services in accordance with the relevant decisions and directions.

2) To represent the Society before any authority at home and abroad and in all relationships and cases.

3) To take decisions and suggest solutions to all urgent issues of general importance during the intervals of the meetings of the General Assembly.

4) To handle and oversee administrative, financial, and technical matters of any nature.

5) To prepare the various programs, to supervise their smooth and complete implementation at home and abroad.

6) To decide on the participation of delegations in the various events both at home and abroad.

7) To supervise the compliance to the Statutes and the Regulations of the Society by all members.

8) To suggest to the General Assembly any necessary completion and amendment of regulations and programs, after completing all relevant preparations.

9) To interpret provisions of the Statutes or the Regulations in disputed points until the General Assembly convenes.

10) To suggest to the General Assembly expunging or registering members.

11) To form Committees, to appoint the members of the Committees, to hire salaried staff, to promote or dismiss staff, to grant licenses, to regulate other employment relations in accordance with the Laws and the interests of the Society. At least one member of the Board should participate in each Committee. The Committees function as auxiliary bodies of CBS and their decisions have a recommendatory and advisory character to the Governing Body, which has the final say in any decision.

12) To manage the financial interests of the Society, to prepare the annual budget of income and expenses as well as the report for submission and approval by the General Assembly and to regulate

the execution of the relevant funds in combination with the programs and other needs and possibilities.

13) To take and apply in general every measure for the administrative, management, technical and statutory completeness of the Society.

14) To decide on the convening of extraordinary General Meetings.

15) To keep minutes, under the responsibility of the General Secretary.

16) To convene and determine the agenda of the General Assemblies.

B. Resignation: In case the Governing Body resigns or in any way leaves before the end of its term, then the term of the new Governing Body that will be elected will cover only the rest of the term of the resigned Governing Body.

Article 17 Duties of the President

1) The President directs and handles the duties of the Governing Body and chairs all the meetings of the Board and the General Meetings, as well as all the events and activities of the Society.

2) Represents the Society in all relations before each Authority.

3) Signs the minutes, documents of all kinds, subscribes with the Treasurer the payment orders and is generally in charge of the implementation of the Articles of Statutes and the Internal Regulations of the Society, the decisions of the General Meetings and the Governing Body, takes every measure to ensure the interests of the Association and oversees the entire staff of the Society.

4) In exceptional cases, he is entitled, without the approval of the Governing Body, to approve an expense that does not exceed 200 euro given that he asks for the relevant expenditure to be approved in the next session.

Article 18 Duties of the Vice President

The Vice President shall replace the President in all duties, rights, and responsibilities when he is absent, obstructed or resigns for any reason.

When the Vice-President is absent, he is replaced by the most senior of the members of the Governing Body.

Article 19 Duties of the Secretary General

The Secretary General is second in command, after the President, in representing the Society in court and out of court. He is the rapporteur and executor of decisions of the Governing Body, prepares in collaboration with the President the agenda of the meetings, prepares, signs the minutes of the Governing Body. Supervises the conduct of correspondence, keeps the registers of members which are updated once a year, and employees and keeps the seal of the Society.

Article 20 Duties of the Treasurer

The Treasurer:

1) (a) Manages the financial assets of the Society.

(b) Receives payment and issues receipts.

- (c) Makes the payments based on the warrants, issued by the Secretariat in execution of the decisions of the Governing Body.
- 2) Signs with the President the checks for the withdrawal of money from the Banks.
 - 3) Deposits to the Bank any amount greater than £ 100.
 - 4) He is responsible for any cash anomaly, as well as for a payment made without a decision of the President or the Governing Body.
 - 5) He is responsible for keeping the financial record of the Society.
 - 6) When called, he is obliged to give to the Governing Body a report on the financial situation of the Society.
 - 7) Keeps the book of income and expenses.
 - 8) Recommends to the Governing Body the draft budget and supplies to the Governing Body a financial review for each fiscal year.

Article 21 Audit Committee

The audit of financial management is done every year by the Audit Committee (AC) which consists of three members, elected for a term of two years, by the General Assembly. The President, the Secretary General and the Treasurer are obliged to make available to it all relevant documents, duplicate receipts, and everything necessary for the execution of its work. The AC must complete its work at least twenty days before the regular General Assembly, prepare its report and submit it to the President. The President of the AC is obliged to submit it to the regular General Assembly when submitting their report.

Article 22 Election Committee

An Election Committee is elected by the General Assembly to conduct the proceedings.

The Election Committee consists of three members and has as its duty the proper conduct of the elections in accordance with these statutes.

Article 23 The General Meeting is the supreme Body of the Society and decides, as a sovereign body, on any case that does not fall under the competence of another body.

Article 24 Composition of the General Assembly

- 1) The General Assembly of the Association consists of the financially and otherwise consistent Regular members and the other members without the right to vote or be elected.
- 2) The General Assembly elects the Audit Committee, which consists of three members.
- 3) The President of the Association chairs the General Meetings with the General Secretary of the Society acting as Secretary. When the President is unable to attend, the Vice President presides. If both are absent, one of the members elected by the Assembly presides. The President and the Vice President are not entitled to vote when presiding over the Assemblies.
- 4) The decision of the voting right is carried out exclusively by the Governing Body of the Society, and the relevant decision as to who is entitled to vote, is notified to all members before the General Meeting.

5) The Governing Body supplies a list of eligible members, a copy of the list of candidates running for the Governing Body and any other information useful for the smooth conduct of voting to the Electoral Commission as soon as it is elected.

Article 25 Convening of the General Assembly

1) The General Assembly is convened regularly once a year, and the extraordinary ones, depending on the issues that arise. The General Meetings are convened, following a decision of the Governing Body, by the President of the Society at least fifteen days before the Meeting. The notice must state the place, date, and time of the meeting as well as the agenda. The date and time of the convening of the recurring meeting in case a quorum is not reached are also indicated. The announcement must be published in at least three daily newspapers and/or on social media and/or on the Society's website.

2) Extraordinary General Meetings are convened for certain urgent or current issues after a decision of the Governing Body or at the request of one fifth of the members. In this case, the convening of the General Assembly is obligatory within one month from the day of the submission of the application and only the issues that are written in the application are discussed in it.

3) The General Assembly is in quorum when the present members are more than the absent ones. If a quorum is not reached, the General Assembly convenes again without another invitation after half an hour has elapsed, and it is considered to be in quorum regardless of the number of members present.

4) The decisions of the General Assembly are taken by a simple majority. In order to take a decision for amendment of the Articles of the Statutes or dissolution of the Society, a majority of at least $\frac{3}{4}$ of the present members and an open roll-call vote are required.

5) In the General Assemblies the voting is carried out openly by show of hands, and in secret and with a ballot only during the election of members of the Governing Body and the Audit Committee or for a decision on a personal matter.

6) The General Assembly discusses and takes decisions only on the issues mentioned in the agenda.

7) In the meetings of the General Assemblies, minutes of the discussions and decisions that are ratified in the next meeting.

Article 26 General Assembly

1) The Annual General Meeting is convened every year between September and November for the following issues:

(a) The approval of the report of the activities of the Society's Management, the report of the Audit Committee and the report of the auditors.

(b) The election of the new Audit Committee.

2) The Annual General Meeting may address other issues of urgent and serious nature that may be raised at the General Meeting by the Governing Body.

Article 27 Seal

The Society has its own seal.



Article 28 Internal Regulations

The Internal Regulations regulate the details of the application of the provisions of these statutes and determine the framework of the activity of the Committees, which are established by a decision of the Governing Body.

The Internal Regulations are proposed by the Board and are voted by the General Assembly.

Article 29 For the modification of the provisions of the present statute the convening of a Special Extraordinary General Assembly is required, which is done on the initiative of the Governing Body or at the written request of 2/3 of the members that are entitled to vote. Within 30 days from the voting of the amendments, the Governing Body ensures the update, approval, and registration in the Register of the Registrar of Associations. Also, the Registrar must be notified within the first quarter of each year of the data / information concerning:

- (a) numerically any deletions of members and registrations of new members made during the previous year
- (b) in the event of a change, the current members of the management of the Society with their respective positions and their contact details, and
- (c) whether the previous year held the minimum number of annual general meetings (at least 1 General Meeting each year) set out in these statutes.

The Registrar should also be informed in case of change of address.

Article 30 In case the Society is dissolved for any reason, its assets are passed through the Registrar to a benevolent institution.

Article 31 In case of ambiguity of the Articles of Statutes as well as for any case that is not addressed by its provisions, the Governing Body decides, within the framework of the Articles of Statutes and the Laws, with the approval of the next General Assembly.

Article 32 The Society has no Party affiliation.

Article 33

1) The Society keeps books in which are recorded all the transactions of the association and prepares at the end of each financial year the following accounts:

- Account of the gross income of the Society during the financial year
- Account of the credit balance at the beginning of the financial year and all the money collected on its behalf during it.
- Account of all amounts owed or due to it and payments made during the financial year.

2) The accounts of the association are audited by an approved auditor if the annual income exceeds forty thousand euros (40,000).

3) The Society is Non-Profit. No fee will be paid for services provided to any member or official of the Society's management or founding members. It is understood that members, including members of the Governing Body or founders of the Society, may recover and / or claim any reasonable expenses incurred in the performance of their duties, including remuneration corresponding to research or other funding or programs co-financed by third parties, after submitting the necessary documents.

Article 34

In case the members of CBS are reduced below twenty (20), the CBS, within one month, must inform the Registrar.

This Statute was approved and voted in a Statutory Assembly held in Hoirokoitia, Cyprus on October 24, 2019. Amendments were approved unanimously at an Extraordinary General Assembly held on Tuesday, August 31, 2021.

