

## **Article 1**

### **NAME – REGISTERED OFFICES**

A civil non-profit Organisation having the form of a non-governmental organisation with the name **‘METAdrasi’ Action for Migration and Development** is hereby established. In its relations with foreign entities, the Organisation shall use the name **‘Metadrasi’ Action for Migration and Development**.

**The Organisation’s registered offices shall be at the Municipality of Tavros, Attica, and address: 25 Martiou Str., No 7.** The Organisation may also establish offices and branches in other areas of Greece.

## **Article 2**

### **PURPOSE**

The primary purpose of ‘METAdrasi’ is to promote a rational system for the management of migration flows with respect for human rights, international and national legislation for the development of actions concerning the reception and integration of migrants in Greece, as well as actions supporting their return and reintegration to their countries of origin. The organisation has the following individual objectives:

1. Offering services free of charge for the socioeconomic integration of migrants and refugees in Greece.
2. Offering services free of charge for the return of migrants to their countries of origin.
3. Designing and implementing development aid projects in the countries of origin of migrants and refugees, within the framework of implementing and promoting the ‘Millennium Development Goals (MDG’s)’ adopted by 189 nations during the United Nations Millennium Summit in September 2000.
4. Developing a network of services for the formation, operation and management of open and closed reception centres for third-country nationals and supporting local stakeholders at entry points.
5. Providing free of charge legal aid services, especially to persons entitled to international protection.
6. Creating, managing and operating accommodation facilities for vulnerable population groups (unaccompanied minors, victims of torture and other forms of ill-treatment, victims of trafficking, underprivileged persons).
7. Developing special actions for the protection and integration of unaccompanied minors into Greek society, family reunification, combating violence against women, supporting victims of trafficking, torture and other forms of ill-treatment.
8. Developing training programmes for teaching Greek as a second language.

9. Developing structures for the training and certification of intercultural mediators and interpreters, and providing mediation and interpretation services to organisations and individuals.
10. Developing actions for information and raising awareness to combat racism and xenophobia.
11. Collaborating with public, private and broader public sector bodies, non-governmental organisations, international organisations, organisations of the Greek diaspora, local first and second-instance authorities, regions and ministries in order to accomplish the organisation's objectives.
12. Offering advice and services to international organisations, national bodies and ministries to promote the Organisation's objectives.
13. Conducting studies and research to promote the understanding of all aspects of migration and the refugee population, at national and international level.
14. Developing and promoting volunteerism in the Organisation's fields of action.
15. Developing projects and actions to prevent the consequences of climate change and offer support to populations who suffer from climate change and, consequently, become refugees.
16. Publishing books and other printed material relevant to the aforementioned goals of the Organisation.
17. Greek nationals shall not be excluded from the organisation's target population groups, in so far as specific activities allow for and/or require their participation.

### **Article 3**

#### **MEANS OF ACTION**

'METAdrasi' shall pursue its objectives by any appropriate legal means, including but not limited to:

- (a) Through continuous contact among its members and by forming working groups;
- (b) Through dialogue and information exchange through a web page;
- (c) Through newsletters;
- (d) Through active online discussions;
- (e) By hosting and participating in conferences, training and educational seminars, special educational programmes and events held both in Greece and abroad;
- (f) By concluding agreements/contracts with private bodies, organisations of the public and broader public sector, non-governmental organisations, Organisations, unions and partnerships with similar objectives, international organisations, intergovernmental bodies, undertakings, first and second-level local authorities, regions and ministries, with the purpose of implementing actions and programmes in the context of pursuing the Organisation's objectives;
- (g) By developing actions and structures financed and managed by target groups themselves, for their benefit;

(h) By participating in EU programmes, as well as in programmes developed by national, European and international organisations and bodies, both in Greece and abroad.

#### **Article 4**

#### **MEMBERS**

1. The members of 'METAdrasi' may be legal or natural persons.
2. If they are legal persons, members shall be represented by an individual appointed by their legal representative.
3. Natural persons may be either (a) ordinary members; or (b) honorary members; or (c) 'friends'.

(a) An ORDINARY MEMBER may be any natural person over 18 years of age following a relevant request submitted to the Board of Directors, accompanied by a recommendation from at least two members of the Organisation. Acceptance as member of 'METAdrasi' by the Board of Directors shall be ratified by the General Assembly of the members, with a qualified majority of 2/3 of those present on the date of the meeting of the General Assembly of ordinary members who have fulfilled their financial obligations towards the Organisation.

Ordinary members shall have the right to vote and stand for election, so far as they have fulfilled their financial obligations towards the Organisation.

(b) HONORARY MEMBERS shall be persons who have largely contributed to fulfilling the objectives of 'METAdrasi' at the discretion and upon decision of the Board of Directors. In addition to private individuals, honorary members may also be natural and legal persons from the private and public sectors. Honorary members shall be exempt from the obligation to pay a membership fee.

(c) 'FRIENDS' of 'METAdrasi' may be any natural persons over 15 years of age, following the submission of a relevant request to the Board of Directors. The participation of minors as 'friends' shall be subject to the approval of those who hold parental responsibility.

(d) In order to become ordinary members or 'friends', interested persons submit a request which must include details on their identity.

(e) Acceptance of the membership request shall be decided by the Board of Directors within a reasonable period of time, and the BoD shall inform the person concerned on the result by letter.

(f) All new members shall be automatically considered to accept the Organisation's Statutes.

(g) Membership is personal and starts on the date when the member is included in the Organisation's registers.

## **Article 5**

### **RIGHTS OF MEMBERS**

1. All members having fulfilled their financial obligations towards 'METAdrasi' shall be entitled to participate on equal terms in the discussions held at the General Assembly meetings, and shall have the right to vote, to elect and to stand for election, in accordance with the provisions of the law and the present Statutes. In addition, they shall have the right to submit any proposal whatsoever which they believe to contribute to the achievement of the organisation's objectives, by written or oral procedure, to the managing instruments of the organisation, and the latter shall be obliged to respond to the said proposal.

2. MEMBERS WHO HAVE FULFILLED THEIR FINANCIAL OBLIGATIONS shall be those who have paid all membership fees due by the date of the specific meeting of the General Assembly.

## **Article 6**

### **OBLIGATIONS OF MEMBERS**

Members shall have the following obligations:

1. To work in pursuit of the objectives of 'METAdrasi' and to refrain from any and all activities, actions or acts that may be regarded as contrary to the Organisation's objectives.
2. To attend the meetings and participate in events and activities organised by 'METAdrasi'.
3. Pay the ordinary membership fee or any extraordinary contributions to the Organisation.
4. Comply with the provisions of the Statutes, the principles and decisions of the Organisation's bodies.
5. Inform the Organisation at any moment on the address of their permanent residence and on any other information necessary to update the members' register of 'METAdrasi'.
6. 'Friends' of 'METAdrasi' shall have the same obligations, exclusive of the right to vote in the meetings of the General Assembly.

## **Article 7**

### **WITHDRAWAL OF MEMBERS**

1. All members shall be entitled to withdraw from the Organisation following a written statement to the Board of Directors. Notification on withdrawal must be made at least three months prior to the end of the accounting year and shall apply at the end of the accounting year.

2. All members withdrawing from the Organisation shall be obliged to pay the membership fees due by the time of their withdrawal, and they shall continue to be liable towards the company with regard to any and all obligations they had throughout their membership period.

## **Article 8**

### **REMOVAL OF MEMBERS**

1. The Board of Directors shall remove from the lists any members who:
  - (a) Have deceased;
  - (b) Have withdrawn in accordance with Article 7 of the Statutes;
  - (c) Have unjustifiably delayed for one (1) year the payment of their annual membership fee;
  - (d) No longer fulfil the membership requirements; and
  - (e) Act contrary to the Organisation's objectives and in breach of the present Statutes or the decisions of the General Assembly or hinder the implementation of decisions made by the organisation's bodies, or their conduct is contrary to the interests of or is detrimental to the image of 'METAdrasi'.
2. In the cases under points (c) and (d) the Board shall proceed with the member's removal after the member is invited to comply with the requirements or to pay the membership fee due but takes no action in that direction.
3. In the case under point (e) the Board shall proceed with the removal of the member following a written warning with which the member fails to comply. The decision must be reasoned. In the light of the aforementioned decision, any member being removed may request in writing from the Board of Directors to convene the General Assembly, and the latter may decide by a majority of  $\frac{3}{4}$  of the ordinary members present to annul the decision of the BoD regarding the member's removal.
4. Any members removed may be readmitted to the list by decision of the Board of Directors, provided that the reasons for their removal no longer apply or, if any still remain, are considered to be insignificant.
5. Members who have willingly withdrawn from the Organisation (Article 7) may be readmitted and, in that case, they shall be regarded as new members.

## **Article 9**

### **CAPITAL - FUNDS - ASSETS OF 'METAdrasi'**

1. The following sums shall be regarded as regular funds:
  - (a) The annual fee payable by members, as determined and adjusted by decision of the Organisation's BoD at the latter's discretion, which shall be payable in advance at the beginning of each year, independently of the date on which the natural or legal person became a member;

(b) The annual fee of ordinary members shall be set at EUR 50 and of 'friends' at EUR 10, as a minimum.

2. The following sums shall be regarded as extraordinary funds:

(a) The extraordinary contributions of members, as determined by decision of the Organisation's bodies;

(b) Income from the utilization of its assets;

(c) Any amounts from donations, inheritances or bequests, and from any other lawful sources;

(d) Sponsorships of any nature;

(e) Grants and funding under national, EU and international programmes by bodies and organisations established in Greece and abroad;

(f) All revenues from any source shall be used to pursue the objectives of 'METAdrasi' and shall not, in any case, be distributed to the members as profit, considering that this is a non-profit organisation;

(g) Unless prohibited under the terms of ownership of specific assets, the sale of real estate or high-value movable property of the Organisation shall be subject to a decision adopted by reinforced majority of three thirds (3/4) of the members present at the meeting of the General Assembly.

(h) The Board of Directors may refuse a donation or asset or resource if it considers, by reasoned decision thereof, that the acceptance of such item would restrict or jeopardise the independence of 'METAdrasi'.

## **Article 10**

### **FINANCIAL MANAGEMENT**

1. The Organisation's financial management shall be carried out in accordance with the budget of revenues and expenditure as drawn up by the Board of Directors and approved by the General Assembly, enforced from 1<sup>st</sup> of January to 31<sup>st</sup> of December each year.

2. Until the budget for the following year is approved, receipts and payments may be made on the basis of the budget for the previous year.

3. The balance sheet and accounts for each year must be submitted for approval to the General Assembly within three (3) months from the end of the fiscal year.

4. The receipt of funds and withdrawal of amounts from bank accounts of the Organisation may be made either by members of the Board of Directors or, by decision of the Board of Directors, by any officers of the Organisation who have been authorised to that effect.

5. Payment of the compulsory annual fee, member contributions etc., shall be demonstrated by proof of payment.

6. The money shall be deposited within any Greek bank following a decision of the BoD, in a bank account held in the name of the Organisation.

7. Any payment orders and cheques for payments shall be approved by the Treasurer and, in case of impediment, by any other member of the Board of Directors.

## **Article 11**

### **BODIES**

The Organisation shall have the following bodies:

- (a) The General Assembly;
- (b) The Board of Directors.

## **Article 12**

### **GENERAL ASSEMBLY - COMPETENCES**

1. The General Assembly is the supreme managing body of the Organisation:  
It shall supervise and adopt final decisions on any and all cases pertaining to 'METAdrasi' and on any issue which does not fall within the scope of competence of any other body in accordance with the provisions of the Statutes.
2. The General Assembly shall comprise all members of 'METAdrasi', a Chairperson and a Secretary who shall be elected prior to the start of the Assembly's works by the members present.
3. The General Assembly shall discuss the issues submitted thereto for discussion.
4. Any issues rejected by the General Assembly may be discussed again.
5. The following matters are exclusively discussed by the General Assembly:
  - (a) The election of members of the Board of Directors;
  - (b) The approval of the budget, the balance sheet, the annual report on the Organisation's activities, and the decision on whether to discharge the previous Board of Directors from any liability;
  - (c) Deciding on any amendment to the Statutes, the dissolution of the Organisation or the suspension of its activities;
  - (d) Supervising and controlling the Organisation's management;
  - (e) Appeals against decisions of the Board of Directors;
  - (f) Approval of internal regulations.

## **Article 13**

### **CONVENING THE GENERAL ASSEMBLY**

1. The General Assembly shall meet once (1) a year within the first quarter of the year.
2. The ordinary General Assembly meeting shall be convened by the Board of Directors and shall be announced at least ten (10) days prior to the date of the

meeting by invitation of the Board bearing the signature of the Chairperson, which shall be posted at the offices of the Organisation and forwarded to the members by any appropriate means (by post and/or e-mail).

3. The invitation must indicate the place, date and time of the meeting, as well as the items in the agenda.

4. The General Assembly shall be convened by decision of the Board of Directors, following a written request by 1/5 of registered ordinary members who have fulfilled their financial obligations towards the Organisation. The request must indicate the issues to be discussed. In this case, the Board must convene an extraordinary meeting of the General Assembly within thirty-five (35) days from the submission of the request at the latest, and the only items in the agenda shall be the ones indicated in the request. In this case, the relevant invitation must be forwarded in an efficient manner to the members of 'METAdrasi' at least ten (10) days prior to the meeting.

#### **Article 14**

#### **QUORUM OF THE GENERAL ASSEMBLY**

1. The General Assembly shall be considered to be in quorum when one third (1/3) of members who have fulfilled their financial obligations to the Organisation are present (ordinary quorum).

Where no quorum is formed, a new meeting of the General Assembly shall be held after a week, at the same place and time. The said meeting shall be in quorum irrespective of the number of members present. The Board of Directors must send a new invitation to the members five (5) days prior the new meeting of the General Assembly, unless provision for such meeting was made in the initial invitation.

2. All members may attend the General Assembly either in person or represented by a person who has been authorised to that effect by letter, which may be submitted to the Organisation or forwarded via fax or e-mail.

3. Where decisions on the termination of the Board of Directors, the imposition of sanctions and the amendment to the Statutes are made, the General Assembly shall be in quorum when at least 4/5 of members who have fulfilled their financial obligations towards the Organisation are present and at least  $\frac{3}{4}$  of the members present participate in the vote.

#### **Article 15**

#### **DECISION-MAKING BY THE GENERAL ASSEMBLY**

1. The decisions of the General Assembly shall be taken by absolute majority of those present and always by vote.

2. By way of exception, when deciding on the termination of the Board of Directors, the imposition of sanctions, the amendment to the Statutes or the dissolution of the



Organisation, a qualified majority of 3/4 of members who are present (4/5) and have fulfilled their financial obligations to the Organisation shall be required.

3. Decisions may be taken without a meeting, if all members without exceptions express in writing their consent to a specific proposal.

## **Article 16**

### **CONSTITUTION OF THE BOARD OF DIRECTORS**

1. The Organisation shall be managed by the Board of Directors. The Board of Directors shall comprise three (3) ordinary and two (2) alternate members and, in particular, one (1) President, one (1) Vice President and one (1) Treasurer.

2. The tenure of the Board of Directors shall last four years. Lawfully elected Board of Directors shall continue to exercise their managing duties on urgent cases of the Organisation, whose handling cannot be postponed, throughout the period ranging from the expiry of their term of office or from the occurrence of any impediment to the smooth execution of their executive, administrative and managing duties for any reason whatsoever until a new Board of Directors is elected by the General Assembly of 'METAdrasi'.

3. Candidate members of the Board of Directors shall express their interest in writing to the President of the outgoing Board, at the latest five (5) days prior to the ordinary meeting of the General Assembly. Candidates shall be listed in alphabetical order in a single list, whereupon each ordinary member shall indicate his/her preferred candidates using a cross. All ordinary members shall have the right to mark a number of crosses equal to the number of ordinary and alternate members of the Board of Directors.

4. Immediately after its election, the Board of Directors shall be constituted and shall vote to elect the President, Vice-President and Treasurer.

5. Within ten (10) days from the constitution of the Board of Directors, the President thereof shall send a written invitation to the outgoing Board of Directors inviting it to deliver to the new managing committee of the Board the keys, stamps, records and property of the Organisation using a protocol of receipt which shall be signed by both managing committees. The invitation must indicate the place, time and hour of delivery.

6. In the event of unjustified absence of a BoD member from four consecutive meetings held in quorum or after twelve absences -regardless of whether they are consecutive- the said member shall be ceased automatically. The unjustified nature of the absence must be determined by the Board during one of its two subsequent meetings.

7. Where a member resigns from the BoD, he/she shall be replaced by the first alternate member. Where no alternate members are left, the position shall remain vacant. The Board of Directors shall continue its functions with as many members as

necessary in order to form a quorum. Otherwise, it shall announce elections during a meeting of the General Assembly, or the appointment of an interim managing body shall be requested from the Single-Member Court of First Instance.

#### **Article 17**

##### **DUTIES AND FUNCTION OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall meet regularly once (1) every two months. The Board shall hold extraordinary meetings when convened by one (1) of its members.

In highly exceptional cases, members may be invited on the same day of the meeting using any means.

2. The BoD shall be in quorum when all three ordinary members are present. Decisions shall be made by simple majority of those present, unless otherwise specified in the present Statutes, by open vote, except for cases pertaining to the election of bodies and specific exceptions where decisions shall be made by secret voting.

#### **Article 18**

##### **DUTIES AND RESPONSIBILITIES OF THE MEMBERS OF THE BOARD OF DIRECTORS**

###### **1. The Board of Directors shall:**

- a. Manage the Organisation;
- b. Decide on the inclusion and removal of members;
- c. Convene the meetings of the General Assembly;
- d. Ensure that the decisions of the General Assembly are enforced;
- e. Recommend the approval of the budget of revenues and expenditure used as a basis for the financial management of the Organisation;
- f. Be responsible for ensuring compliance with the provisions of the Statutes;
- g. Establish committees of members to address specific issues of the Organisation;
- h. Manage the Organisation's property;
- i. Approve the allocation of expenditure in pursuit of the objectives of 'METAdrasi';
- j. Establish the annual fee payable by the members, including extraordinary contributions, and readjust the amounts mentioned in the Statutes should any new developments occur;
- k. Decide on the Organisation's representation before third parties and State authorities;
- l. Approve the conclusion of contracts for the provision of services to the Organisation;
- m. Authorise the organisation of events;
- n. Establish offices outside the Organisation's headquarters.

## **2. The President shall:**

- a. Represent the Organisation in all places and on all cases;
- b. Represent the Organisation before any court of any jurisdiction and instance; The representation of the Organisation before the courts may also be assigned to a member of the BoD following a relevant decision of the latter.
- c. Ensure that the decisions of the Board of Directors and of the General Assembly are enforced;
- d. Agree upon and sign contracts, in implementation of the decisions of the Board of Directors;
- e. The President shall convene the meetings of the BoD and shall coordinate discussions during the meetings of the Organisation's bodies;
- f. The President shall sign recovery orders of any nature and cheques for withdrawing funds from the bank account;

## **3. The Vice-President:**

Replaces the President and the Treasurer in case of their absence or impediment, taking on the same duties and rights.

## **4. The Treasurer:**

- a. Shall check the accounts of the Organisation and shall have the overall responsibility for managing the Organisation's property;
- b. Shall make available to the Board of Directors, the General Assembly and the President, when so requested, any and all information on the Organisation's financial situation;
- c. Shall approve the Organisation's expenditure through a procedure specified in the Organisation's Rules of Procedure;
- d. Shall approve the Organisation's expenditure;
- e. The Treasurer shall sign, together with an authorised member of the Board of Directors, all payment receipts of the compulsory annual fee and contributions of the members;
- f. After the end of each management period, he/she shall arrange for the drafting of an annual balance sheet, and shall submit the latter to the Board of Directors for approval;
- g. In case of absence or impediment he/she shall be replaced by the Vice-President.

## **5. The Alternate member**

Where a member resigns from the BoD, he/she shall be replaced by the first alternate member in the priority list. Where no alternate members are left, the position shall remain vacant.

## **Article 19**

The Organisation shall keep the following records:

- a. Minutes of the meeting of the General Assembly;
- b. Minutes of the meeting of the Board of Directors;
- c. Protocol of incoming and outgoing documents; and
- d. Revenues and expenses.

## **Article 20**

### **INDEPENDENCE**

‘METAdrasi’ shall have administrative and financial independence and it shall be governed by the provisions of its Statutes and by the applicable legislation.

‘METAdrasi’ shall not be subject to any interference or influence and shall act independently from political parties, governments, political or religious organisations and any groups in general.

## **Article 21**

### **AMENDMENT TO THE STATUTES**

Amendments, additions or modifications to these Statutes shall be made by decision adopted during an ordinary or extraordinary meeting of the General Assembly, meeting in quorum in accordance with Article 14(3) and deciding by the majority set out in Article 15(2).

This agreement shall be signed by all members present at the ordinary meeting of the General Assembly, in order to be entered in the special records of the Athens Court of First Instance, as is the case for all previous documents related to the Organisation’s Statutes, for publicity purposes.

## **Article 22**

### **DISSOLUTION**

1. The Organisation shall be dissolved by recommendation of the Board of Directors and by decision of two meetings of the General Assembly held at least one month apart. In order for the decision to be valid, at least 4/5 of members having fulfilled their financial obligations towards the Organisation must be present and 3/4 of the members present must vote in favour of the Organisation’s dissolution.
2. In case of dissolution, the last meeting of the Organisation’s General Assembly shall decide on the disposal of its property to a non-profit organisation serving purposes similar to those pursued by ‘METAdrasi’, with the exception of donations or sponsorships to the Organisation for which the sponsor or donor has provided for a specific management of the donation/sponsorship in case the Organisation is dissolved.

3. Dissolution may be requested, via application to the Board of Directors by at least 1/5 of members having fulfilled their financial obligations towards the Organisation. In this case, the Board of Directors must convene a meeting of the General Assembly within 4 months from the submission of the request, in order for the General Assembly to decide on the matter.
4. Following its dissolution, the Organisation shall be automatically placed in liquidation.
5. The liquidation process may not extend beyond one year from the date on which the second decision regarding the Organisation's dissolution was adopted by the General Assembly.

### **Article 23**

#### **STAMP**

The company shall have a stamp with the name **'METAdrasi Action for Migration and Development'**.

The aforementioned provisions were agreed upon by the contracting parties and this document was drawn up in sixteen (16) identical copies which were read to the parties who approved and signed them. Each party received one copy and the remaining copies will be submitted to the competent Tax Office and to the Athens Court of First Instance in compliance with legal publication requirements, and one copy will be kept at the archives of the Organisation.