



**THE ENGLISH SCHOOL
OLD BOYS AND GIRLS ASSOCIATION
NICOSIA**

CONSTITUTION

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ARTICLE 1 – NAME – BASE

1.1 The name of the Association is "The English School Old Boys and Girls Association" with the acronym ESOBGA. From now on, in this document, it will be referred to as the Association. The Association is based in Nicosia.

ARTICLE 2 - OBJECTIVES

2.1 The objectives of the Association are:

2.1.1 The contribution and coordination of the efforts of its members in cultural development, progress and prosperity in Cyprus and the general advancement of the society in Cyprus.

2.1.2 The development of solidarity and closer relationships among its members.

2.1.3 The promotion, by any legitimate means, of the interests of its members as a body and the encouragement and development of social, educational, sporting and cultural relations between them.

2.1.4 The cultivation and further developing of the feeling of love towards the English School, Nicosia, among its members.

ARTICLE 3 - ACCOMPLISHMENT OF OBJECTIVES

3.1 The accomplishment of the objectives mentioned in article 2, is sought by :

3.1.1 The establishment of a Fund for the proper functioning of the Association.

3.1.2 The organization of educational, social, cultural, sporting and other events. The Board may dedicate any such event in honour or in memory of any person who has provided valuable services to the Association, the English School, Nicosia or Cyprus as in general.

3.1.3 The issue, printing, sale or circulation of any bulletin, magazine or other publication.

3.1.4 The setting up of sports teams which will participate in events with the aim of promoting sportsmanship and healthy competition.

3.1.5 The awarding of prizes to students and offering of scholarships to graduates of the English School with the establishment of special funds. The Board may dedicate a Fund in honour or in memory of any person who has provided valuable services to the Association, the English School, or Cyprus in general.

3.1.6 The purchase, construction, benefiting from, renting, mortgaging or selling real estate.

3.1.7 The taking of any property by gift, will or trust.

3.1.8 The taking up of a loan or loans from banks or other approved financial institutions.

3.1.9 The appeal to the public through the press or by any other legitimate way for contributions to the Association in the form of donations or/and periodical subscriptions.

3.1.10 The granting of donations to charities or for any welfare purposes, especially to the English School or other educational institutions connected with it and to provide gratuities and other assistance to employees of the Association, their widows and their dependents.

3.1.11 The provision of financial or other assistance to any other incorporated association or society whose activities are relevant and compatible with the objectives of the Association.

3.1.12 The recruitment of salaried personnel in the form of full-time or part-time employment.

3.1.13. Acting in any other way which may directly or indirectly contribute to the accomplishment of the objectives of the Association.

ARTICLE 4 - MEMBERS

4.1 Members of the Association can be registered after a written request and approval of the Board, provided they have completed a three-year study cycle or attended at least one of the upper classes of the English School, or are past or current teachers and other staff members of the English School.

4.2 The Board, acting on a decision of the Annual General Meeting, may declare honorary members of the Association, individuals who have provided valuable services to the Association, the English School, or Cyprus in general. Honorary members do not pay registration fee and annual fee, enjoy all the rights of the other members including participation in General Meetings, without though the right to vote and election. The Board may withdraw such distinction whenever it sees fit.

4.3 Each Member is obliged to :

4.3.1 To comply with the provisions of the Constitution in force.

4.3.2 To comply with the decisions of the Board and the decisions of the General Meetings.

4.3.3 To contribute to the progress of the Association.

4.3.4 To act in such a way that will not contradict the objectives of the Association nor impair the Association.

4.4 Each active member of the Association is entitled to one vote. Active members of the Association are considered those who have met all their financial obligations to the Association, including payment of their annual subscription for the current calendar year. A member who has not paid the annual subscription for the current year is deprived of all of his rights as a member, including the right to elect and to be elected, until the settlement of all outstanding subscriptions.

4.5 Members have the right to withdraw from the Association at any time they wish, provided they submit a written statement to the Board.

4.6. The Board has the right to delete any member of the Association that refuses to comply with its obligations towards the Association. These obligations are stated in article 4.3 of the Constitution.

4.7 The deletion of a member for any of the above reasons, requires a two-thirds majority of the members of the Board.

4.8 A member of the Association who has been deleted, can seek annulment of the decision of the Board at an Extraordinary General Meeting, which the Board is obliged to convene, provided the affected member submits such request within 15 days from the date of notification of the Board's decision to delete the member.

4.9 A member who has been deleted on the basis of the provisions of this article, has the right to reapply for membership after two years. The application will be examined by the Board.

ARTICLE 5 - INCOME

5.1 The income of the Association comes from the following sources:

5.1.1 The registration fee, the amount of which is fixed from time to time by a decision of the Board.

5.1.2 The annual subscription of its members, the amount of which is fixed from time to time by a decision of the Board.

5.1.3 Donations, contributions, fund-raising events, other events, bequests.

5.1.4 Any benefit from the ownership, rental or sale of movable or immovable property.

5.1.5 Selling of magazines, bulletins or other publications.

5.1.6 Sponsorships from the Republic of Cyprus or other legitimate entities and organizations, public and/or private.

5.1.7 Any other legally acquired income.

ARTICLE 6 - FUNDS AND EXPENDITURE

6.1 The funds of the Association shall be used exclusively:

6.1.1 To accomplish and promote its objectives referred to in articles 2 and 3 of this Constitution.

6.1.2 To pay the costs of administration and operation of the Association.

6.1.3 To repay loans and interest.

6.2 Amounts beyond a certain limit that is specified by the Board should be deposited in an approved bank or other financial institution under the terms to be decided by the Board.

6.3 The Association will not pay any contribution, donation or assistance to political parties or organizations, unions, or federations of employees, workers, employers, or other professionals.

ARTICLE 7 - ANNUAL GENERAL MEETING

7.1 The Annual General Meeting is the supreme body of the Association and is composed of all the members of the Association. The annual general meeting is convened and taking place once a year at a date, time and place designated by the Board. Every annual general meeting should take place within fifteen months from the date of the previous annual general meeting.

7.2 The Annual General Meeting takes decisions on all agenda items that should include the following :

7.2.1 A statement of accountability from the Chairman of the Board on the activities of the previous year.

7.2.2 Presentation and approval of the report of financial statements for the previous financial year and presentation of auditors report.

7.2.3 Ratification of the minutes of the previous annual general meeting.

7.2.4 Discussion of subjects notified by members at least 3 days before the date of the annual general meeting.

7.2.5 Submission of issues and suggestions for handling by the Board.

7.2.6 Appointment of auditors and determining their remuneration.

7.2.7 Election of Board members every two years.

7.3 The convening of the annual general meeting is communicated to members at least 15 days before the designated date. The notification is given in accordance with the provisions of article 17 and states the date, time, place and agenda of the annual general meeting.

7.4 The Annual General Meeting shall be in quorum when at least half plus one of the active members are present. In the event that at the specified time the active members that are present do not constitute a quorum, the Meeting shall be postponed for half an hour, when the members present will constitute a quorum.

7.5 The Annual General Meeting is chaired by the Chairman of the Board, unless he requests otherwise and the majority of the active members present, vote. In the absence of the Chairman the meeting is chaired by the Vice President and in the absence of the Vice President, the Board members present, elect one of themselves. In the event that no member of the Board is present or is not interested to chair the meeting, then the active members that are present elect one of themselves.

7.6 The members present, elect a three-member Supervisory Committee, which appoints one of its members as Chairman. This Committee supervises the election of the Board.

7.7 The Annual General Meeting takes decisions, except where this Constitution specifically provides otherwise, by a simple majority of the active members that are present. In the event of a tie the Chairman of the annual general meeting has the winning vote.

7.8 The voting on any matter is conducted by show of hands, unless the Chairman of the General Meeting or at least three active members that are present, request that voting takes place by secret ballot. The Board is elected by secret ballot.

7.9 All active members that are present have the right to vote. It is clarified that only active members who attend in person have the right to vote. The representation by a proxy representative is not allowed.

ARTICLE 8 - EXTRAORDINARY GENERAL MEETINGS

8.1 Extraordinary General Meetings may be convened in the below cases:

8.1.1 By the Board when it considers it appropriate.

8.1.2 Upon written request of at least 20 active members of the Association. The request should state clearly the reasons and the agenda of the extraordinary general meeting. The Board has the obligation to convene the extraordinary general meeting in 21 days from the receipt of the request. In case of refusal of the Board to convene an extraordinary general meeting, then the members requesting the meeting will be able to convene an extraordinary general meeting themselves.

8.1.3 Upon request of any member that has been deleted or dismissed in accordance with the articles of this Constitution.

8.1.4 In accordance with the provisions of article 11.6.

8.1.5 For amending this Constitution.

8.2 The convening of an Extraordinary General Meeting is notified to members at least 15 days before the designated date. The notification is given in accordance with the provisions of article 17 and in this the following are stated: the date, the time, the place, the purpose and the agenda of the extraordinary general meeting.

8.3 The Extraordinary General Assembly is considered to be in quorum when at least half plus one active members are present. In the event that, at the designated time the active members that are present do not constitute a quorum, then the meeting shall be postponed for half an hour when the members present will constitute a quorum.

8.4 The Extraordinary General Meeting is chaired by the Chairman of the Board, unless the majority of the members that are present make a different request and vote for it. In the absence of the Chairman the meeting is chaired by the Vice President and in the absence of the Vice President, the Board members present, elect one of themselves. In the event that no member of the Board is present or is not interested to chair the meeting, then the active members that are present elect one of themselves.

8.5 Extraordinary General Meetings take decisions, except where this Constitution specifically provides otherwise, by a simple majority of the active members that are present. In the event of a tie the Chairman of the extraordinary general meeting has the winning vote.

8.6 Voting on any matter is conducted by show of hands, unless the President of the General Assembly or at least three present active members request like this take place by secret ballot.

The voting on any matter is conducted by show of hands, unless the Chairman of the Extraordinary General Meeting or at least three active members that are present, request that voting takes place by secret ballot.

8.7 All active members that are present have the right to vote. It is clarified that only active members who attend in person have the right to vote. The representation by a proxy representative is not allowed.

8.8 The issues that are discussed at the Extraordinary General Meetings are only those stated on the agenda.

Article 9 - MODIFICATION OF CONSTITUTION

9.1 This Constitution can be amended only at an Extraordinary General Meeting and requires a simple majority of the active members that are present. A majority of three quarters of the active members that are present, is especially required for the modification of the Objectives of the Association

9.2 Amendments of the Constitution that are approved in an Extraordinary General Meeting should be notified to the Registrar of Societies and Institutions at the Ministry of Interior within 15 days from the date of their approval. These amendments will be in force, with the approval of the Registrar of Societies and Institutions.

ARTICLE 10 - ELECTION OF BOARD

10.1 The Association is governed by a Board that is composed of nine members who are elected at a General Meeting.

10.2 Candidacy for the Board may be submitted by any active member of the Association.

10.3 The Board's term of office is two years and lasts until the next Board election. All Board members can be re-elected.

10.4 Board nominations are submitted to the Secretary in writing, at least 72 hours before the designated time of the General Meeting. Nominations must be supported in writing by an active member of the Association.

10.5 Active members who have submitted nominations, do not necessarily need to be present at the General Meeting at the time of the electoral process, provided that there is a serious reason which will be announced at the General Meeting.

10.6 In the event where the number of nominations received is less than the number of the members of the Board, then the nominated candidates are automatically elected. The remaining number of the Board members is completed by interested active members that are present.

10.7 In the event where the number of the interested active members is greater than the number of the remaining empty Board seats, then a voting is convened to fill the remaining empty seats.

10.8 Seats at the Board are taken by the members who have received the highest number of votes. In the case of a tie, a draw is conducted among the members who have received the same number of votes.

10.9 The Board members are declared by the Electoral Committee.

10.10 The Board meets immediately after its election or no later than within 7 days and is established as a body by electing the President, Vice-president, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer of the Association. Responsibility for calling the meeting for the establishment of the Board as a body, lies with the Chairman of the Electoral Committee. In the case where there is more than one candidate for any of the above positions, the election is made by secret ballot.

10.11 No member can be elected as President or Vice-President for more than three consecutive terms and for more than a total of six terms.

ARTICLE 11 - POWERS, DUTIES AND METHOD OF OPERATION OF THE BOARD

11.1. The Board:

11.1.1 Exercises all the powers that are provided in this Constitution, except for those powers that this Constitution explicitly provides to be exercised by a General Meeting.

11.1.2 Ensures full adherence to the provisions of this Constitution by all members.

11.1.3 Executes the decisions of the General Meetings and deals with any issue that is notified to it.

11.1.4 Is responsible for the smooth running of the Association and for managing the assets of the Association.

11.2 Meets regularly, at least once a month and for extraordinary meetings when invited by the Secretary after consultation with the Chairman or at the request in writing of at least four members of the Board specifying the reasons of the request for convening the meeting of the Board.

11.3 Any persons may attend Board meetings when invited by the Chairman and the Secretary with the sole purpose of discussing a certain topic.

11.4 Board meetings are chaired by the Chairman. In the absence of the Chairman, the Vice Chairman chairs the meetings. In the absence of the Vice Chairman, the members that are present elect one of themselves.

11.5 The Board shall be in quorum when five members are present. Decisions of the Board are taken by a simple majority. In the event of a tie the Chairman of the Board meeting has the winning vote.

11.6 Declares an empty seat at the Board when any member of the Board dies, resigns or is suspended as provided for by articles 11.7 and 11.8. The position is occupied by the first runner-up in the voting for the election of the Board members at the general meeting. In case where the first runner-up does not accept the position within 15 days, then the position is taken by the second runner-up Member, and so on. etc. In case where there are no runners-up or runners-up do not accept the position on the Board, then the Board is entitled to appoint any other active member of the Association as a member of the Board. In the event where the number of Board members who have been appointed on the basis of the provisions of this article, is greater than one third of the elected Board members, then an extraordinary general meeting is convened to elect a new Board. The term of this new Board will be the period remaining for completion of the term of the previous Board.

11.7 The Board has the right to dismiss any member who refuses to comply with the provisions of this Constitution or the decisions of the Board or of the General Meetings or that militates the objectives of the Association or acts in a manner that is detrimental to the Association or has become physically or mentally unable to perform his duties or is unjustifiably absent from three consecutive meetings or is absent from more than one-quarter of the meetings of a calendar year.

11.8 The decision to dismiss a member for any one of the above reasons requires a majority of three-fourths of the attending Board members, excluding the member under dismissal.

11.9 A Board member who has been dismissed, may seek annulment of the decision of the Board at an Extraordinary General Meeting, which the Board is obliged to convene if the affected Member requests so within 15 days from the date of notification of the decision of the Board.

ARTICLE 12 - POWERS OF OFFICERS

12.1 CHAIRMAN

12.1.1 The Chairman of the Board:

12.1.1.1 Chairs the meetings of the Board, the Annual General Meeting and the Extraordinary General Meetings.

12.1.1.2 Supervises the functioning of the Association and execution of the decisions of the Board, the Annual General Meeting and Extraordinary General Meetings.

12.1.1.3 Represents the Association together with the Secretary, in connection with any authority, unless provided otherwise by this Constitution.

12.1.1.4 Co-signs with the Secretary all documents of the Association.

12.1.1.5 Co-signs with the Treasurer the annual financial statements of the Association.

12.1.1.6 Convenes along with the Secretary the Board Meetings and the General Meetings.

12.2. VICE – CHAIRMAN

12.2.1 The Vice-Chairman assists the Chairman in the performance of his duties and replaces him when he is absent or unable to attend, with the same powers and rights, except of the right of signing cheques.

12.3 SECRETARY

12.3.1 The Secretary of the Board:

12.3.1.1 Keeps the minutes of the meetings of the Board, the Annual General Meeting and the Extraordinary General Meetings.

12.3.1.2 Is responsible for the processing of the correspondence of the Association.

12.3.1.3 Signs with the Chairman all the documents and letters of the Association and keeps a record of incoming and outgoing documents and letters.

12.3.1.4 Keeps a register of members which is regularly updated.

12.3.1.5 Is responsible for the safekeeping of the book of minutes of meetings of the Board, of the Annual General Meeting and Extraordinary General Meetings, the Registration Certificate, the Seal and generally all the records of the Association.

12.3.1.6 Convenes the Board and General Meetings in consultation with the Chairman.

12.4 ASSISTANT SECRETARY

12.4.1 The Assistant Secretary assists the Secretary in the performance of his duties and replaces him when he is absent or unable to attend, with the same powers and rights except of the right of signing cheques.

12.5 TREASURER

12.5.1 The Treasurer of the Board :

12.5.1.1 Keeps appropriate accounting books, including the Cash Book in which he regularly and accurately records all receipts and payments. He also keeps records of the Association's assets.

12.5.1.2 Performs all payments that have been approved by the Board and keeps all relevant supporting documents and receipts in a special file.

12.5.1.3 Collects money, issuing always duplicate receipts.

12.5.1.4 Opens accounts in the name of the Association with the decision of the Board, at banks or other authorized financial institutions.

12.5.1.5 Co-signs with the Chairman or the Secretary cheques issued and any other financial documents and acts.

12.5.1.6 Co-signs with the Chairman the Annual Financial Statements of the Association.

12.5.1.7 Has the obligation to deposit to the Association's account in a bank or in other authorised financial institution any amount of money found in his possession, within a week at the latest.

12.5.1.8 Presents detailed information on the financial situation of the Association to the Board, at the Annual General Meeting, whenever requested to do so or when he resigns from his post.

12.6 ASSISTANT TREASURER

12.6.1 The Assistant Treasurer assists the Treasurer in the collection of subscriptions and generally in the performance of his duties and replaces him when he is absent or unable to attend, with the same powers and rights except of the right of signing cheques.

ARTICLE 13 - REPRESENTATION OF THE ASSOCIATION

13.1 The Association is represented out of court and/or before Judicial, Administrative, Government or other authorities by the Chairman and the Secretary. The Board may, where it considers it appropriate to appoint any other authorized representative, who will always act in accordance with the decisions of the Board and the provisions of this Constitution.

Article 14 - WORKING COMMITTEES

14.1 The Board may appoint committees for better serving of the objectives of the Association. The members of these committees need not necessarily be members of the Board. The powers and objectives of these committees will be decided by the Board. The modus operandi of these committees will be determined by the Board.

Article 15 - ANNUAL ACCOUNTS and AUDIT

15.1 The Board ensures the keeping of appropriate accounting records in relation to income and expenses and assets and liabilities of the Association. The accounting records are considered appropriate when they present a true and fair view of the financial position of the Association and explain its operation.

15.2 The Board ensures that for every accounting year, the following documents are prepared : the Revenue and Expenditure Account, the Balance Sheet and the Auditors' Report. These documents are presented at the General Meeting and sent to the active members at least 15 days before the designated date of the General Meeting.

15.3 Every year, the Annual General Meeting appoints an independent auditor to audit the financial statements of the Association. This independent auditor is invited to be present at the Annual General Meeting of the Association.

Article 16 – AUDIT OF FINANCIAL STATEMENTS

16.1 Upon a written request to the Board, two or more members of the Association may ask to examine the accounting records and financial statements of the Association. This can be done on a date mutually agreed by the Treasurer and requesting members, but not later than one month from the date of receipt of the request.

Article 17 - NOTICES

17.1 Regardless of what may be provided elsewhere in this Constitution, any notice required to be given to the members in accordance with the provisions of this Constitution, shall be deemed to have been given to a member if it was:

17.1.1 Sent by regular mail to the last postal address that was given by the member to the Secretary or

17.1.2 Sent by e-mail to the last e-mail address given by the member to the Secretary or

17.1.3 Published in at least one daily newspaper with pancyprian circulation.

17.2 Failure to send a notice to any member or the non-receipt of such notice by any member for the General Meeting, will not invalidate the proceedings of the Meeting.

Article 18 - INTERPRETATION OF CONSTITUTION

18.1 For any issue of dubious interpretation or for any matters not provided for by this Constitution, the Board takes a decision. Such a decision is binding unless challenged by two or more active members of the Association in a General Meeting, whose decision is binding.

Article 19 – GENERAL PROVISIONS

19.1 The Association will not be involved in political or heretical activities and will not exhibit racial, religious, ethnic or other discrimination.

Article 20 - SEAL OF THE ASSOCIATION

20.1 The Association's seal is round and encompasses peripherally the written initials of the Association both in Greek and English. The centre of the circle depicts the emblem of the Association that is a lion head with a crown in a triangular shield and a tape with the words "NON SIBI SED SCHOLAE". It also states the year of foundation of the Association – 1973.

Article 21 – DISSOLUTION OF THE ASSOCIATION

21.1 The Association may be dissolved pursuant to the provisions of article 24 of The Societies and Institutions Law No. 57 of 1972 and any liquidation will be carried out in accordance with the provisions of article 25 of the same Law. Provided that all liabilities of the Association are settled, the remainder of the estate, including any scholarship funds, will be taken over by the Scholarship Fund of the English School, Nicosia.

Note

This document is the English translation of the Constitution that was originally written in Greek. In the event of any ambiguity about the meaning of any translated terms or words, the meaning derived from the Greek version of the Constitution shall prevail.
