

ASSOC. for the RESEARCH of ANCIENT-GREEK and BYZANTINE TECHNOLOGY



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MODIFICATION OF ARTICLES OF ASSOCIATION OF URBAN NON-PROFIT COMPANY AND ENCODING

In Athens today Friday, August 3, 2018, the following signatories who constitute the Board of Directors of the Urban Non-Profit Company under the name "GREEK ASSOCIATION OF RESEARCH ON ANCIENT GREEK AND BYZANTINE TECHNOLOGY (ΕΔΑΒvT)" we declare that the General Assembly that took place today 3 August 2018, decided to amend Article 2 of its Articles of Association dated 1-9-2014 and authorized the Board of Directors to proceed with the codification, signature and publication of that amendment.

Specifically, the Articles of Association dated 1-9-2014 founded the civil non-profit company with the above name and its Articles of Association was registered with the General Commercial Registry (GEMI) and received GEMI number 131971003000. Since its registration with the General Commercial Registry the company was established.

According to the Company's Articles of Association, the decision to amend the Articles of Association is taken by the General Assembly, which is specifically convened for this reason by a decision of the Board of Directors, is in quorum with the presence of more than half of the dues-paying members and a majority of $\frac{3}{4}$ of those present at the General Assembly.

In pursuance of the above condition, the Company's General Assembly, which met today, August 3, 2018, earlier, at the invitation of the President following a decision of the Board of Directors, in quorum, unanimously approved the amendment of Article 2 of the Articles of Association concerning the headquarters of the Company, that is, instead of "4 Nikis, 10248 Athens" the new address will be at "23-25 Lekka, PC 10562, Athens," and provided the Board of Directors with the power to take any action for the codification, signature and publication of the Articles of Association and its registration with the General Commercial Registry.

In the light of the foregoing, the dated 1-9-2014 Private Agreement of the Company Establishment, as amended above, shall be codified in a Single Instrument as follows:

CHAPTER I

LEGAL NAME — HEADQUARTERS — OBJECTIVE — MEANS — ACTIVITIES

ARTICLE 1— LEGAL NAME

The name of the company is "GREEK ASSOCIATION OF RESEARCH ON ANCIENT GREEK AND BYZANTINE TECHNOLOGY (ΕΔΑΒυΤ)" and holds a round seal bearing its legal name in both Greek and English.

ARTICLE 2 — HEADQUARTERS

The company will be located at 23-25 Lekka Str., and 34 Perikleous Str., on the 1st floor, Athens, PC 10562. The company may also establish local branches in other cities, domestic or foreign.

ARTICLE 3 - OBJECTIVE

The purpose of the company is:

- A) The cultivation, development and conduct of scientific research on issues of Greek Technology from ancient times up to the 19th century (included).
- B) The contribution to the dissemination of relevant knowledge and education on them, as well as to the development of proposals for the protection of relevant ancient technical objects.

ARTICLE 4 — MEANS — ACTIVITIES

To better achieve the Company's objective, all legal means will be used. Indicatively but not restricted to, the following means are mentioned:

- A. Organization of coordinated research, scientific symposia, lectures, seminars, publications and scientific trips on topics related to the company's objectives.
- B. Facilitating partners and members in seeking resources to carry out scientific research, individually or collectively, within the objectives of the Company. The Company may also grant resources from its assets to its partners or other capable and competent persons in order for them to conduct individual or collective research relating to the Company's objectives.
- C. Call for tenders and awards for studies or projects related to the objectives and activities of the company.
- D. Collaboration in the establishment and operation of Technology Museums or relevant departments of other Museums.

- E. Collaboration with other national and international scientific associations, organizations, committees or persons with related interests.
- F. Acquisition or transfer of movable or immovable property rights real or in personam, provided that the objectives of the Company are promoted.
- G. Establishment of Special Departments of the Company according to specific areas of interest.
- H. Establishment of a library related to the subject of the Greek Association of Research on Ancient Greek and Byzantine Technology.
- I. Funding for the collection and / or maintenance of Ancient Greek Technology models.

CHAPTER B

DURATION — CAPITAL - RESOURCES

ARTICLE 5 — DURATION

The term of the Company is set at 20 years since its establishment, with the possibility of extension by decision of the General Assembly by a majority of the $\frac{3}{4}$ of the Assembly.

ARTICLE 6 — CAPITAL — CONTRIBUTIONS — RESOURCES

A. The capital of the company is 380.00 Euros which is considered necessary to meet the initial needs. This amount will be paid equally by all founding members and only by them, which means that each founding member is obliged to pay 20 Euros upon admission to the company.

B. After the establishment of the company, the members are obliged to pay an annual contribution of 20 Euros each. Associations that are members as defined in Article 8 shall make an annual contribution of five times that amount. Honorary members are not required to make an annual contribution. Friends are required to make an annual contribution of 10 Euros each.

The amounts of the annual contribution may be changed upon recommendation by the Board of Directors and a decision of the General Assembly.

The contribution paid by any member who retires remains inevitably as a donation to the company. In case of death of a partner, his/her heirs are not entitled to receive their share.

C. The financial resources of the company will come from partner contributions, subscriptions, monetary donations and the exploitation of its assets, its publications, management of funded research programs, and any legal source provided that it is not contrary to the objectives of the company and the applicable legal provisions.

The company is a non-profit legal entity and its operation is governed by the provisions of Articles 741 of the Civil Code. Therefore, any distribution of profits during the operation and during the dissolution of the company is not permitted. The fate of the property after the company's dissolution is decided by the General Assembly provided that it is passed over to a legal entity that will pursue the same or similar objectives as the company.

ARTICLE 7 — SPONSORS

Natural or legal entities who contribute to the purposes of the company a single-payment sum equal to 50 times the annual contribution of the Associations that are Members (as amended by and in accordance with Article 6 paragraph B) shall be declared as sponsors of the company and they acquire the same rights with the Association Members.

ARTICLE 8 — PARTNERS — MEMBERS

Natural persons and Association members may become members of the company upon written proposal of at least 3 (three) members-partners, with the following conditions:

A. Natural persons:

Scientists or artists graduates of Greek Higher Educational Institutions or equivalent abroad who have achieved at least one scientific publication relevant to the interests of the company, or who have proven worked in researching a subject related to the interests of the company.

Exceptionally, a university degree is not required when it comes to individuals who have exhibited extensive work (publications and related events) on the objects of interest to the company.

B. Association Members:

Professional associations of scientists, university study groups and university or state laboratories, public organizations or local authorities, commercial or industrial enterprises, technical study or construction offices, foreign archaeological schools, etc. with interests and activities concerning even partly the scope of business of the company as described in Article 3 are accepted as association members of the company.

Association Members are represented at the General Assembly with one vote by a Higher Educational Institution graduate.

Association Members enjoy the following rights:

- i) They have the right to vote in the General Assembly of the company.
- ii) They participate via their representatives in the scientific seminars and symposiums of the company free of charge.

iii) They receive the issues and publications of the company free of charge.

C. Honorary Members:

Following a unanimous proposal by the Board of Directors and a positive vote by the General Assembly it is possible to award the title of Honorary member of the company to prestigious scientists who have presented exceptional work on ancient Greek technology.

D. Friends

i) Natural persons who are particularly interested in the objects of the Greek Association of Research on Ancient Greek and Byzantine Technology can be elected as "Friends of the Company" upon their petition, signed by at least three Members-Partners.

ii) Friends of the Company have the same rights as the Members-Partners, but pay half of the annual contribution and are not entitled to vote at the General Assembly.

**CHAPTER C
BODIES OF THE COMPANY**

ARTICLE 9 — GENERAL ASSEMBLY

The General Assembly is the supreme body of the Company. It is convened following a notice-invitation from the Board of Directors which specifies the place, day and time.

Invitations are sent electronically to members at least 10 days in advance and are posted on the Company's website.

The General Assembly is in quorum with the presence of more than half of the dues-paying members (including the authorizations).

If no quorum is reached at the first General Assembly, a second meeting shall be convened on the same issues within 8 days, which is considered to be in quorum regardless of the number of members present.

All partners participate in the General Assembly in person or by having duly authorized another partner in writing. One partner can represent only one other partner.

The decisions of the General Assembly are always taken by majority vote, which can be done by hand or by roll call, at the discretion of the General Assembly.

Decisions relating to trust or personal matters, to accountability and to elections of Association Members are reached by secret ballot.

The General Assemblies are divided into regular and extraordinary.

Ordinary General Assembly

The Ordinary General Assembly is held once a year within the last quarter of the year. In this meeting the balance sheet, the assessment report, the budget for the following year and the Audit Committee's Report for the past year are submitted for approval. The Annual Activity Report submitted by the Board of Directors and the plan of activities for the following year are also being discussed and a decision is taken.

The General Assembly discusses and decides on any item on the agenda.

The Agenda shall include any Subject submitted in writing to the Board of Directors at least 20 days prior to the meeting of the General Assembly and signed by at least 1/10 of the dues-paying members.

The General Assembly elects the Board of Directors and the Audit Committee every three years.

During the elections the General Assembly elects a three-member electoral committee, which replaces the presidium and takes the measures necessary to carry out the secret ballot.

Before the vote, the Electoral Committee invites members to submit their nominations.

Extraordinary General Assembly

It is convened by decision of the Board of Directors in the following cases:

A. When the Board of Directors deems its convocation necessary.

B. At the request of 1/10 of the dues-paying members with a written request to the Board of Directors stating the Issues to be discussed.

C. When requested by the Audit Committee with a written request to the Board of Directors stating the Issues to be discussed.

In cases B and C the Board of Directors shall be required to convene the General Assembly within 45 days of the request.

A decision to dissolve the company or amend its Articles of Association or to cancel a member is invalid unless it is taken by a majority of the 3/4 of those present at a General Assembly especially convened, which is in quorum if half of the dues-paying members are present.

ARTICLE 10 — BOARD OF DIRECTORS

1. The company is governed by a Board of Directors consisting of 7 ordinary members and 2 alternates. In the event of a tied vote during elections, the alternate members may be three.

2. The term of office of the Board shall be three years. The Board of Directors meets regularly 4 times a year or extraordinarily if 4 of its members request it or the President deems it necessary.
3. After the election, the Board constitutes a body. The members through vote shall determine the posts which are honorable and unpaid and which are as follows: President-in-Office, Vice-President, Secretary-General, Treasurer, Advisers.
4. The Board of Directors meets in quorum if four members are present. Alternates shall participate in the Board without a vote. Regularly absent members are replaced by alternates in order of merit. In the case of a replacement of an ordinary member, the alternate member shall have a vote.

The Board of Directors is responsible for managing the company under the Laws and the Articles of Association.

The Board of Directors prepares the agenda of the General Assemblies, executes their decisions, manages the company's assets, compiles every year the annual assessment report and balance sheet for the past year as well as the budget for the next year, and takes all appropriate measures to promote the company's objectives.

The members of the Board of Directors are personally and jointly responsible for fulfilling the objectives of the Company and the decisions of the General Assemblies. Any disagreement must be clearly stated in the minutes of the Board of Directors' meetings. In the event of a member leaving the Board of Directors (in case of death, resignation, etc.) or in case of impediment for more than six months, and in case of unjustified absence for 3 consecutive regular meetings, in which case it is considered that the member has resigned, the Board of Directors through the President calls the alternate members in order of merit.

5. The President of the Board of Directors represents the Company before any Public, Administrative or Judicial Authority or against any third party, and signs with the Treasurer any document of collection or payment. For amounts up to 500 Euros he has the right to directly distribute the money by depositing the relevant receipt each time. This amount may be adjusted by decision of the General Assembly. The President also convenes the Board of Directors and the General Assembly and directs the work of both and signs all outgoing documents. The Vice President of the Board of Directors shall substitute the President in case of impediment.

6. The Secretary-General shall carry out and undersign the correspondence of the Association. He keeps the seal of the Association and the Archive. He ensures that the books and minutes of the General Assemblies and meetings of the Board of Directors and the Registry of Members are kept. He is substituted by the Treasurer in the performance of his duties.

7. The Treasurer arranges the collection of the funds of the Association, executes payments by orders, signed by the President or his substitute, he keeps the Book of Payments and the Company's property book.

He draws up the balance sheet and, together with the President of the Board of Directors, the budget and submits them to the Board of Directors and the Audit Committee.

He deposits the Company Fund to a Bank of Athens. He is responsible for the Company's assets. He is substituted by the President.

8. The first Board of Directors has been nominated by the founding members as follows:

Ordinary Members:

Hellner Nils

Varoufakis Georgios

Kalligeropoulos Dimitrios

Michailidou Anna

Palivou Kalliroi

Tasios Theodosios

Touliatos Panagiotis

Alternate Members:

Damianidis Konstantinos

Chiotis Efstathios

to be constituted in a body within two months from the registration of these Articles of the Association with the competent General Commercial Registry.

ARTICLE 11— AUDIT COMMITTEE

The Audit Committee has three members. It is elected for a term of three (3) years. The member with the majority of votes is designated as its President. The Audit Committee controls and supervises the financial management of the Board of Directors. The first Audit Committee has been nominated by the founding members as follows:

Athanasopoulos Georgios

Karantounias Georgios

Miltiadou Androniki

It drafts an audit report after completing the balance sheet and submits it to the Board of Directors and the General Assembly for approval.

It exercises inspections of the books and of other supporting documents of the company, whenever it deems appropriate.

It has the right to request the convocation of the General Assembly to take decisions in case of possible management irregularities. The Board of Directors is obliged to convene a General Assembly within 45 days of the request of the Audit Committee.

CHAPTER D

LIQUIDATION — MEMBER RETIREMENT — RULES OF PROCEDURE

ARTICLE 12 — LIQUIDATION

The Company, when its duration expires, is automatically under liquidation; responsible for the liquidation is the Board of Directors, unless the General Assembly has decided otherwise.

ARTICLE 13

In the event of death, retirement, prohibition or bankruptcy of a member, the company shall not be dissolved but shall continue among the rest of the partners.

ARTICLE 14

The company has the right to draw up Rules of Procedure by a simple majority of all its partners, in order to better regulate its operations.

ARTICLE 15

The provisions of the Civil Code (Articles 741 et seq. CC) shall apply to any matter not provided for in the present Articles of Association.

The present consisting of 15 articles has been read, voted on article by article and signed by the members of the Board of Directors as follows, and shall enter into force since its registration with the competent GEMI.

The Board of Directors hereby authorizes its President to take care of and take the necessary steps to publish the present Articles of Association at the General Commercial Registry. The meeting is then adjourned and the present minutes are signed

THE PRESIDENT

THE SECRETARY GENERAL

(signature)

Tassios Theodossios

THE MEMBERS

Kalligeropoulos Dimitrios (signature)

Michailidou Anna (signature)

Touliatos Panagiotis (signature)

(signature)

Palyvou Kalliroi

Exact copy of the original from the archive of the Greek Association of Research on
Ancient Greek and Byzantine Technology.

The President Th.P. Tassios (signature)

The authenticity of the signature of Tassios Theodossios is established. ID Number AB 521120/2006
Penteli Police Department

Penteli: 28/08/2018

The official at the Citizens' Contact Point (KEP) of Penteli

Mavrogianni Evridiki

(signature and seal)

