

London, 29 January 2016

HELLENIC ACADEMICS ASSOCIATION

The need for an Association connecting the more than 2,200 academics of Greek descent working at British academic institutions, with each other and with their Greek colleagues, students, and friends of Greece all over the world, as well as the need to help Greece's efforts for academic, cultural and economic advancement, led a group of London based Greek university professors to create the "Hellenic Academics Association of Great Britain".

CHARTER AND BYLAWS

Article 1 Name and Emblem

1. The name of this voluntary professional association shall be "Hellenic Academics Association of Great Britain" (hereinafter "Association").
2. The Association can also use the acronym "H.A.A-GB".
3. The postal address of the Association will be in London, the location to be decided by the Executive Committee from time to time.
4. The official language of the Association is English.
5. The Association will have an emblem (the "Emblem"), which should appear on all official documents and publications of the Association.
6. The Emblem and any future changes to the Emblem are to be approved by the Executive Committee.
7. The Emblem may only be used with the prior consent of the Executive Committee.

Article 2 Purpose

The purpose of the Association is to bring together persons of Greek descent connected with the College and University teaching/research profession of all levels, into a professional Association with the following aims:

1. Advance the highest principles of the university teaching/research profession, as it may benefit the international Hellenic Society and Culture.
2. Promote fellowship and social interaction among its members.
3. Provide a forum for the free exchange of ideas.
4. Organise academic, social and promotional events and participate in local, national and international activities assisting in any way Greece's economy, academic advancement, and the promotion of its cultural heritage.
5. Cooperate with academic, state, and private national and international institutions in Greece, Great Britain and the rest of the world for this purpose.
6. Create a website for the Association to promote dialogue and information exchange between the regular, associate and honorary members of the Association and all interested parties, accessible to all.
7. Place emphasis on providing information and assistance to students of Greek descent (more than 20,000 every year in the UK alone), to help them adjust to new academic

environments, and most importantly provide them with a vehicle to network in an organized manner.

8. Have and exercise generally all the rights and powers conferred on such an Association, provided however that the Association is not organised, nor shall be operated for pecuniary gain of profit and it does not contemplate the distribution of gains, profits or dividends to the members, thereof, and it is organised for nonprofit purposes.

Article 3: Membership

There shall be three categories of membership of the Association. These are Regular, Associate and Honorary Membership.

1. Regular Members: All persons of Greek descent and members of their families, holding a position at British Colleges, Universities or any other higher education national or international institution in Great Britain.
2. Associate Members:
 - a. Students of Greek descent studying at British Colleges and Universities, or any other higher education national or international institution in Great Britain, Greece and other countries, all over the world, upon their request.
 - b. Persons of Greek descent and members of their families, working in higher education institutions of Greece and other countries, all over the world, upon their request.
 - c. Persons who do not meet the above requirements for membership, but who otherwise have a deep-rooted interest in Greek society and culture, and who wish to promote the purposes of the Association, upon their request.
3. Honorary Members: Honorary Membership can be granted at the discretion of the Coordination Committee, to persons that have tendered substantial services to the Academic World, Greek society and the Association.

The Regular Members may refuse any person from becoming an Associate Member, or expel a Regular or Associate Member by a unanimous vote of the Coordination Committee, if the Committee determines that such a person does not embrace the purposes for which the Association exists. Associate Membership is offered at the discretion of the Coordination Committee. Associate and Honorary Members do not have voting rights nor can be elected to the Coordination Committee.

Article 4: Membership Fees

1. Regular and Associate Members are required to pay the symbolic membership fee of twenty (£20) British pounds annually.
2. Fees will be waived for all Honorary members and Associate members that classify as students.
3. The right to be a candidate for position at the Coordination Committee, and voting rights, can only be exercised by Regular Members who have completed their annual financial obligation, at least 6 (six) months prior to the elections.
4. Donations and Corporate sponsorships will be accepted. Depending on the needs of the Association, the Coordination Committee may organise fundraising activities.

5. All activities of financial nature of the Association will be made public through the website of the Association.

Article 5: The Coordination Committee (CC)

- a. The CC shall consist of 7 Regular Members. The following offices shall be allocated amongst the members of the CC:
 - i. Chairman
 - ii. Vice Chairman A
 - iii. Vice Chairman B
 - iv. Treasurer
 - v. General Secretary
 - vi. Events Secretary
 - vii. Membership Secretary
- b. The CC is elected at the Ordinary General Meeting (OGM), for a term of 3 years, until the end of the next OGM.
- c. The Officers are elected by the CC.
- d. The CC is required to meet at least every ninety days at the invitation of the Chairman or Vice Chairman A and the General Secretary.
- e. The Agenda for the Meetings are set by the Chairman or Vice Chairmen and the General Secretary.
- f. Every Member of the CC can include items in the Agenda by notifying the General Secretary in writing, at least seven (7) working days before the meeting.
- g. The CC is quorate when at least five members are present.
- h. Members can participate through a conference call, and in such case are considered present.
- i. All decisions shall be taken by a majority vote of the CC members present, each member having 1 vote.
- j. In case of a tied vote, the Chairman (and if absent, the Vice Chairman A) will have a casting vote.
- k. Regular, Associate and Honorary Members of the Association can attend CC meetings at the invitation of the Chairman (and if absent, of the Vice Chairmen).

Article 6: Election of CC Officers and Co-opting of Members

- a. The CC shall be first convened, following election, within 30 days from OGM by the CC Member elected with the most votes.

- b. Officers are elected by a vote of the CC. Each position is voted separately, in the order referred to in Article 5. Each Executive of the CC can nominate himself for each position and the person receiving most votes for each position is elected.
- c. An Officer cannot be elected consecutively to the same position for a second term, unless voted unanimously by the CC.
- d. In case a CC Member resigns from membership of the CC, the Alternate Member which received the largest number of votes shall be elected to the CC. If the Member that resigned held an Officer's position, then an election for the vacant position will be held by the CC. Each CC Member can nominate himself for the vacant position and the person receiving most votes for the position is elected. If as a result a further vacant position is created, then an election shall also be held for that vacant position.
- e. Should both the Alternate Members be elected to the CC as a result of resignations (or should the Alternate Members not wish to accept their appointment) then the CC can fill vacant Executive Committee positions by electing, with a majority vote, a Regular Member of the Association.

Article 7: Authority of the CC

- a. To apply the income and settle the expenses of the Association.
- b. To carry out all acts necessary or desirable in relation to the performance of its duties.
- c. To open and operate bank accounts.
- d. To promote the Association in such manner and by such activities as it shall think fit, including by the production of promotional literature and the preparation and maintenance of websites or other electronic media.
- e. To promote or carry out research.
- f. To provide advice.
- g. To publish or distribute information.
- h. To co-operate with other bodies and associations.
- i. To raise funds.
- j. To set aside funds for special purposes or as reserves against future expenditure.
- k. To deposit or invest funds in any lawful manner.
- l. To instruct lawyers, accountants, surveyors or other professional advisors.
- m. To insure members of the CC against the costs of a successful defense to criminal prosecution brought against them as members of the CC or against personal liability

incurred in respect of any act or omission which is or is alleged to be a breach of authority or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of authority or breach of duty).

- n. To employ paid or unpaid agents, staff or advisers.
- o. To pay the costs of forming or maintaining the CC.
- p. To do anything else within the law, that promotes or helps to promote the aims of the CC.

Article 8: Duties of Members of the CC

- a. Chairman: Shall coordinate all activities of the CC and represent externally the Association. Shall chair all meetings of the CC, supervise the recording and completion of the minutes of all meetings and sign all documents with the General Secretary and all financial documents and agreements with the Treasurer, and shall present the CC Report to the OGM. He can appoint up to two advisers to assist him in government/institutional and media relations.
- b. Vice-Chairman A: Shall substitute for the Chairman during his/her absence and assist him/her in his duties.
- c. Vice-Chairman B: Shall substitute for the Vice-Chairman A during his/her absence and assist the Chairman in his duties.
- d. Treasurer: Shall be responsible for the financial affairs of the Association; shall maintain accurate financial records and manage any bank accounts. During the OGM shall present a detailed and accurate income and expenditure statement and balance sheet (the "Financial Accounts"). Shall publish all financial activity of the Association to the website of the Association.
- e. General Secretary: Shall be responsible for all administrative work of the Association, shall keep the minutes of all meetings and sign the same together with the Chairman. Shall be responsible for the keeping of the Association's various documents and archives. Shall sign all documents with the Chairman.
- f. Events Secretary: Shall be responsible for organising all events of the Association.
- g. Membership Secretary: Shall endeavor to increase the membership of the Association and keep an up-to-date membership register of the CC.
- h. The CC can assign additional specific responsibilities to any CC Member and accordingly modify the title of their Office for the duration of the CC term. The Executive Committee may also create additional positions which will be filled by a majority vote of the CC, as per Article 8.
- i. The CC may decide, for the duration of its term, to combine in one person the position of General Secretary and Membership Secretary or the position of Events Secretary and

Membership Secretary and modify accordingly the title of their Office. All CC officers will offer their services voluntarily. No salaries will be payed to the CC officers.

Article 9: The Ordinary General Meeting

1. There will be an Ordinary General Meeting (OGM) of the Members of the Association held every three years.
2. It is the responsibility of the CC to call the OGM not earlier than 35 months and no later than 37 months that the previous OGM.
3. The CC must call the OGM giving at least two months' notice in writing of the time and place of the OGM to Members. However, the failure of any Member to receive notice shall not invalidate the OGM.
4. The CC will elect, with majority vote, a Returning Officer (RO), which needs to be a Regular Member of the Association, to chair and organize each OGM.
5. The RO can be a member of the outgoing CC but cannot be a candidate for the incoming CC.
6. Together with the notice of the OGM, the CC will invite candidates to propose themselves for the CC to the RO, no later than 30 days before the OGM.
7. The Agenda of the OGM is set as follows:
 - i. Review of the CC activities since the last OGM, presented by the outgoing Chairman.
 - ii. Approval of the Financial Accounts, presented by the outgoing Treasurer.
 - iii. Election of new CC.
8. Regular Members are allowed to participate in person in the OGM or may cast their votes by electronic means or by post (to all items of the Agenda) no earlier than 2 weeks or no later than 24 hours prior to the meeting to the attention of the RO. The postal, web and/or email addresses to be used by Members for these purposes shall be referred to in the notice of the OGM.
9. Honorary and Associate Members may attend the OGM but have no voting rights, nor can be elected to the CC.
10. The OGM is deemed quorate irrespective of the number of Members present. Members that voted electronically or by post are deemed present.
11. It is the responsibility of the RO to ensure that those present and those that voted electronically / by post are Regular Members of the CC in good financial standing. In the event of any dispute the decision of the RO concerning the validity of all votes cast shall be conclusive.
12. A majority vote is required to approve the Review of the CC and the Financial Accounts.
13. For the election of the CC, each Member can vote for up to nine candidates in a printed ballot. The nine candidates polling the most votes shall be elected as Members of the CC until the next OGM.
14. The first two runner-ups shall be referred to as Alternate Members who may be appointed to the CC to fill a vacancy.

Article 10: Extraordinary General Meetings

- a. An Extraordinary General Meeting (EGM) can be called at any time.

- i. By a majority vote of the CC.
 - ii. By a requisition in writing sent to the General Secretary and signed by 20% of the Regular Members.
- b. At least 30 days' notice, in writing, of the time and place of the EGM, must be given to the Members. However, failure of any Member to receive notice shall not invalidate the EGM.
- c. Quorum for an EGM is 25% of the Regular Members. Members voting electronically / by post are considered as present for quorum requirements. If such a quorum is not achieved, then a second meeting shall be called within 30 days, which is considered to be quorate irrespective of the number of Members present thereat.
- d. A majority vote of all Regular Members present / voting electronically or by post is required for all resolutions proposed at the EGM.
- e. Associate and Honorary Members may attend EGM meetings but have no voting rights.
- f. A special quorum requirement of at least 1/3 of the Regular Members and a 2/3 voting majority of the Members present/voting electronically/by post is required for the following issues:
 - i. Amendment to the Constitution
 - ii. Vote of no confidence to the CC
 - iii. The dissolution of the Association
- g. The Chairman of the CC (and if absent the Vice Chairman) chairs the EGM.
- h. The Agenda is set by the CC in all cases, however if the EGM has been requisitioned then the Executive Committee must include in the Agenda the resolutions proposed by the requisition.
- i. No new items can be placed in the Agenda after notice of the EMG has been given.
- j. Members should be allowed to vote electronically/by post on all items on the Agenda. However voting by proxy will not be allowed. It is the responsibility of the CC to ensure that Members are offered the opportunity to vote on the EGM issues electronically or by post and the postal, web and/or email addresses to be used for this purpose will be referred to in the notice of EGM.
- k. An EGM could follow an OGM on the same place and time.

Article 11: Financial Issues

- a. The Bankers of the Association will be appointed by the CC.
- b. The Association's bank account and any other financial agreement and contracts will require two signatures: the Chairman and the Treasurer.

- c. The Treasurer should present the Financial Accounts to the CC for approval in the last CC before the 12 month anniversary of the OGM and at the last CC meeting prior to the OGM.
- d. In case of dissolution, any assets remaining after the settlement of all liabilities incurred will be donated to a Greek charity, nominated by a majority vote of the CC.