

# **ARTICLES OF INSTITUTION OF THE NON-PROFIT COMPANY**

## **UNDER CIVIL LAW**

### **WITH THE LABEL**

#### **„ARIADNI A.M.K.E.“**

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#### **ARTICLE 1: FOUNDATION - DESIGNATION**

A non-profit corporation under civil law is established, subject to Articles 741 et seq. of the Greek Civil Code, bearing the name "ARIADNI A.M.K.E." and bearing the distinctive title "ARIADNI A.M.K.E." for international relations. The company has the legal form of a non-profit corporation under civil law. According to the decision of the general meeting of shareholders of January 14, 2022, which took place online, its shareholders will be:

- i. Mrs. ZEDNICEK (last name) URSULA MARIA (first name), living in Bonn, Germany (Johannesstraße 35, 53225 Bonn, Germany), currently residing in Mytilene (Katsakouli 11), holder of German ID card no. L73Y7LKFF and Greek tax number (AFM) 159472154.
- ii. Mr. KOSTER (last name) JEROEN (first name), residing in Enschede, Holland (Assinklanden 171, Enschede 7542BD, The Netherlands), holder of Dutch passport number NX30780J9 and Greek tax number (A.F.M.) 301823165.
- iii. Mrs. PRINCIPAAL (surname) MELANIA DAGMAR (first name), residing in Enschede, Holland (Assinklanden 171, Enschede 7542BD, The Netherlands), holder of Dutch passport No. NX6KD12B3 and Greek Tax Identification Number (A.F.M.) 301819809

#### **ARTICLE 2 - HEADQUARTER**

1. The registered office of the company will be Mytilene Municipality, Mytilene Prefecture, Lesbos Regional Council, at Katsakouli Str. 11 determined:

2. The company can be changed by unanimous resolution of the shareholders, i. H. without changing its articles of association, to move its business premises to another address within the regional administrative

unit in which it has its registered office or even within another regional administrative unit. In addition, upon the proposal of the Administrator, the company may, by resolution of the General Meeting, establish branches, offices or other forms of secondary establishments or establishments for its ancillary activities both inside and outside the country.

3. The place of jurisdiction for all disputes concerning the Company is in Greece, before the courts in Mytilene.

4. The company can be relocated to another country in the European Economic Area without dissolution by resolution of the shareholders' meeting with an absolute majority, provided that this transfer is accepted and recognized by the local legal system.

### **ARTICLE 3 - PURPOSE**

The society "ARIADNI A.M.K.E." on Lesbos supports people in need, both locals and refugees. Society sees people not primarily as needy, but as people with knowledge, skills and experience. The Society welcomes all with an interest in its cause, whether local or visitor, tourist or temporary resident. Nobody is excluded because of nationality, gender, religion or skin color.

The purpose of the non-profit society (A.M.K.E.) is to bring people from different origins and backgrounds (locals and refugees) together, to encourage them to learn from each other and to live together peacefully and respectfully. She also wants to strengthen people on a mental, psychological, physical and social level. For example, seeing their health on a broader spectrum to mitigate the effects of post-traumatic stress, which can be caused either by war or by violence, crime, inhuman behavior and social exclusion.

The company's activities are based on the inalienable respect for human rights. According to the UN Declaration on Human Rights from 1948 and the European Convention on Human Rights from 1953, it is largely determined by a democratic order and by respect for all people, but also for nature. Cooperation with other organizations is desirable, provided they share their goals and philosophy.

The orientation of the non-profit society (A.M.K.E.) is multicultural, social, ecological, humane. A common language is a basic requirement for successful multicultural cooperation. For this reason, the realization of learning programs for both Greek and English is a fundamental desire of society.

The activities of the company are expressed and implemented through measures of ecological and sustainable development. Specifically for Lesvos: the ongoing negative consequences of the 2010 economic crisis, the 2015 refugee crisis and the 2020-2021 pandemic have created very poor living conditions for both the locals and the refugees. Society's wish is immediate aid for those affected to the greatest possible extent, with offers such as food, clothing, essential commodities, etc.

Added to this is the creation of opportunities to generate your own income and in this way rediscover your own self-esteem, pride and independence. Efforts to create medium-term opportunities for earning a decent income for island residents are being carried out through the provision of counseling services, seminars, training workshops and conferences.

For example, providing advisory services and knowledge about the modern methods of promoting lesbian olive oil and olive products; the organization of seminars on olive growing in an ecological way in the context of sustainable development; the dissemination of Lesvos handicraft products, adapted to current needs, always in the spirit of the eco-friendly and ecological approach; Promoting the use of ecological methods for processing olive oil products such as soap.

Finally, with regard to animal husbandry and in particular the management of sheep's wool, the contribution to the ecological and environmentally friendly treatment of wool, but also of its waste.

As already mentioned, the Society's activities are expressed and implemented through actions for ecological and sustainable development and green economy. The basic goal is to promote recycling, modern ways of dealing with household waste (reduction in volume and waste separation, reuse of recyclable materials) and ecological awareness among the islanders. This can also be the springboard for the development of green tourism. This makes it easier for tourists who have

environmental concerns to be interested in local culture, attractions, history, gastronomy and thermal baths.

The intended goals of the A.M.K.E. the following:

**1)** The development of activities of collective and social benefit, such as B. the common meeting of the needs of the members of society and their beneficiaries and of course the citizens of the country, through the formation of equal relations of production, the creation of stable and decent jobs, the rapprochement and mutual respect of social groups and the compatibility of lifestyle and environment.

**2)** The organization of voluntary charitable actions and interventions at the local, national or international level, involving members of society and the beneficiaries, with the main objective of connecting the beneficiaries to the local community, strengthening the social fabric and promoting social responsibility and their active social to further develop action.

**3)** The education, training and coaching of its members or third parties (through their participation and practical involvement in the activities of the company), as well as the organization of training courses, seminars and any type of training activity related to its purposes.

**4)** The organization of conferences, meetings, seminars, events and lectures with educational content and the provision of educational or informational material of all kinds.

**5)** Carrying out joint activities with other associations, organizations, bodies, public or private entities and societies at local, regional, national and international level.

**6)** The promotion of creativity, innovation, new and traditional practices, techniques and technologies of production and environmental protection.

**7)** The formation and management of volunteer groups in Greece and abroad, inspired by the society's goals and principles.

**8)** Participation in and development of humanitarian networks and solidarity institutions as well as participation in national and international humanitarian and development aid actions.

**9)** Achieving cross-border cooperation and supporting European or international institutions or bodies based on education, sustainable development, environmental protection and culture.

In order to achieve its objectives, the Society may use its logistical and operational infrastructure, the experience and knowledge of its members and other persons with relevant knowledge and experience to participate in other societies, organizations and associations of all kinds, pursuing the same or similar purposes and generally taking whatever action they deem appropriate in their sole discretion. In detail, the company can achieve its purposes:

**i.** Set up business premises, workshops, branches, storage rooms and other facilities wherever inland, but also abroad.

**ii.** Cooperate with any natural or legal person in Greece or abroad in any way (dependent employment contract, project contract, voluntary employment contract) and in any form of cooperation.

**iii.** Organize educational seminars, independently or in collaboration with other specialized entities or collectives related to or affecting their purposes.

**iv.** Create a website, manage and present the company and its actions in any way on the Internet or other mass media and projected media.

**v.** Organize cultural events, lectures, conferences, exhibitions and generally carry out all events related to their purposes.

**vi.** Access national or international funds for financing, entrepreneurship or development, or collaborate in any way with self-government organizations of any degree, legal entities under public or private law and in general any type of public body.

**vii.** Produce and own printed and electronic communications material.

**viii.** To take all other measures and opportunities that strengthen their work, to make proposals for participation in relevant programs both in Greece and abroad, to secure the necessary resources, to use community aid, interregional and intercommunal - international, international or other Financial Programs and Resources

**ix.** Take all other measures and carry out activities that strengthen their work and make proposals for participation in relevant programs both in Greece and abroad, in order to obtain the necessary resources, the use of community, interregional and intercommunal, international and other assistance Secure funding programs and resources.

#### **ARTICLE 4 - DURATION**

The duration of the company is unlimited, i.e. it is defined for an indefinite period and begins with the legal publication of these articles of association or their summary in the competent office of the G.E.M.I. It lasts as long as it can fulfill its purpose by having the means and other materials necessary to do so. The Assembly of Partners may decide to change the duration of the Company to a specific time by its resolution taken by a majority of three quarters ( $\frac{3}{4}$ ) of the number of Partners.

The general meeting resolves the dissolution of the company with a resolution that is passed with a qualified 2/3 majority of the shareholders. The assets of ARIADNI A.M.K.E. go in the event of dissolution and after the completion of the liquidation to the German non-profit organization with the name "Hoffnung leben eV" with registered office in Bonn, Germany (Johannesstraße 35 53225 Bonn, Germany), with registration number in the register for non-profit organizations of Germany VR11591 and the German tax ID. 206/5865/1209.

#### **ARTICLE 5 - MEMBERS**

Any person of legal age who shares the aims of the Society and helps to achieve them and assists in the work of the A.M.K.E. would like to participate, provided that it meets the legal requirements and has been accepted by all partners. Member status is granted to sponsors, friends, supporters, natural and legal persons who, in the opinion of a member of the society, can contribute to the pursuit of its purposes.

## **ARTICLE 6 – MEMBERSHIP**

**1.** For the enrollment of a member in the A.M.K.E. the interested party must submit a written expression of interest to the managing director

**2.** The registration of the new members is approved by the first General Assembly, which takes place after the request of the interested parties, with the unanimity of the associates. The property as a member of the A.M.K.E. will be acquired at the time of resolution of shareholder approval:

**3.** Members have neither active nor passive voting rights, but they participate in the General Assemblies, where they can speak and express their opinions:

**4.** The participation of new members can only take place after the acceptance of their registration by the General Assembly of Associates:

**5.** Upon registration, members pay the subscription of one hundred (100) euros, which, for whatever reason, will not be refunded:

**6.** No change in the statutes of the is required for the registration of new members, but their registration in the books of the A.M.K.E. according to Article 21.1.a.

## **ARTICLE 7 – RESIGNATION AND CANCELLATION OF A MEMBER**

**1.** The members of the A.M.K.E. are entitled to withdraw from the company if they submit a written declaration to the managing director.

**2.** A member is deleted by resolution of the general meeting, which is unanimously approved by all shareholders of A.M.K.E. is taken, in the event that it has seriously violated the obligations arising from the law and these Articles of Association, and its behavior is detrimental to the interests of the company. For the deletion to be legally valid, it is necessary for the member concerned to be asked to comment in writing.

**3.** The resignation of members does not change the statutes of the A.M.K.E. after it, but rather its deletion from the books it keeps, in accordance with Article 21.1.a.

**4.** Each partner has the right to terminate his/her partnership and to withdraw from the company, without however having any claim against it. After his departure, the company will continue to be operated with the other shareholders.

**5.** To admit a new shareholder, the general meeting must be convened specifically for this purpose with a full quorum and the unanimous decision of the shareholders.

#### **ARTICLE 8 – OBLIGATIONS OF THE MEMBERS**

The members of the A.M.K.E. have the following obligations:

**a)** Participate in the actions, cooperate in the operation of the Company and refrain from actions that harm its interests:

**b)** To comply with the provisions of these articles of association, to follow the resolutions of the general meeting, the shareholders and the manager and to protect the interests of the company.

#### **ARTICLE 9 – MEMBER’S RIGHTS**

**1.** The shareholders of A.M.K.E. attend the General Meetings with one (1) vote, regardless of the number of financial contributions they have made. They also have the right to elect and be elected under the terms of these Articles of Association and the law.

**2.** The non-voting members have the same rights and duties as the other members, but they do not have the right to vote and to be elected.

**3.** Each partner and member has the right to request information about the progress of the company's affairs and to receive copies of the minutes of the general meeting, the decisions of the manager and all documents related to the company.

**4.** The members of the A.M.K.E. may be employed and paid for by the same as an employee and have the rights and obligations arising from the labor law, in accordance with the provisions of Article 2, paragraph 10.616 / 2020 (Government Gazette BD) 3820 / 09.09.2020, issued with permission of Article 58 of Law 4686/2020. The company assumes the obligation to pay the insurance contributions to the social insurance institutions.



**5.** The provision of services to fulfill the purposes of A.M.K.E. by partners or members who are not employed by the A.M.K.E. in application of §§ 713 ff. The contract between the members and A.M.K.E. must be in writing.

#### **ARTICLE 10 – RATIO OF A.M.K.E. TO NON-MEMBERS**

For the A.M.K.E. there are no insurance obligations towards the non-members who act as volunteers, insofar as the conditions below are cumulatively met:

a) The voluntary activity does not result in any direct income for the A.M.K.E..

b) The volunteering has been pre-approved by the managing director, who records the decision, the invitation and the action plan for volunteering in a protocol, which he publishes in advance on the company's website.

c) Before any volunteer activity, a special agreement is made between the administrator and the volunteer.

#### **ARTICLE 11 - RESOURCES**

Society's resources are:

**1.** Donations and sponsorship of natural and legal persons.

**2.** Contributions from shareholders and ordinary members.

**3.** Inheritances or estates, financial and other assistance to achieve, promote and succeed in the company's purposes.

**4.** Benefits and grants from state and other institutions, organizations, clubs, associations and sponsors of all kinds.

**5.** Income from the administration of community and national programs.

**6.** Income from the property rights acquired by the Society through its operations and all other contributions from its members.

## **ARTICLE 12 – MEMBERSHIP FEE**

**1.** Each member registers with at least one compulsory contribution, the amount of which is fixed at one hundred (100) euros by these statutes.

**2.** The associates and all members who will register in the future must pay the cash contribution equal to their compulsory contribution within one (1) month of their registration.

**3.** The contribution is indivisible and for all members of the A.M.K.E. same high.

**4.** For whatever reason, the contributions will not be repaid but left to the company for its own purposes.

## **ARTICLE 13 – JURISDICTION OF THE GENERAL ASSEMBLY**

**1.** The general meeting of shareholders is the supreme body of the company, it has the right to decide on any matter affecting the company and has supervision and control over the administrative body (executive director). Their lawful resolutions also bind those who are absent or do not consent.

**2.** The following are the exclusive competence of the General Assembly:

**a)** The amendment to the Articles of Association.

**b)** The merger, the extension of the duration, the dissolution and the revival of the company.

**c)** The approval or change of the internal company regulations.

**d)** The general provisions of the activity of the A.M.K.E..

**e)** Approval of the balance sheet and the statement of operating results for the financial year.

**f)** The election and discharge of the manager from any liability.

**g)** The imposition of contributions for the members to cope with extraordinary damage or other exceptional situations.

**h)** The consent to the participation of the A.M.K.E. to consortia or organizational associations and their resignation.

**i)** The approval of the admission of new shareholders.

**3.** The General Assembly of the A.M.K.E. is made up of the partners who meet at ordinary or extraordinary meetings. The

shareholders participate in the General Assembly and personally elect each with one (1) vote, regardless of the amount of their contributions beyond the mandatory contribution. The members have the right to appear at the general meetings, to ask questions to the manager, to take cognizance of all the company's documents without influencing the existence of a quorum and, of course, without the right to vote.

**4.** The general meeting of shareholders takes place: a) in person, b) online and c) hybrid.

#### **ARTICLE 14 – CONVENTION OF THE GENERAL ASSEMBLY**

**1.** The Ordinary General Assembly is convened obligatorily at least once a year and in any case before filing the annual tax return, by a corresponding decision of the manager, which will be communicated to the other partners by personal letters or any other suitable means he decides to use, at least three (3) days before. The manager draws up the invitation, indicating the place, date and time of the meeting of the general assembly, as well as the items on the agenda.

**2.** The general assembly meets extraordinarily with an invitation addressed to the members at least two (2) days in advance, either on the initiative of the manager or if a relevant request with a specific topic is submitted to the manager by 1/3 of the shareholders . If the managing director refuses to convene the general meeting, these shareholders are entitled to convene it of their own accord.

#### **ARTICLE 15 - QUORUM**

There is a quorum at the General Assembly if ½ of the members are present. If there is no quorum, a new general assembly will be convened within two (2) to (7) days, at which the same o.a. quorum is required. Their resolutions are to be passed with an absolute majority of the shareholders present. In the event of a special general meeting for the approval of a new shareholder and therefore the amendment of the articles of incorporation, a quorum shall exist only if all shareholders are present.

**ARTICLE 16 – CHALLENGE OF DECISIONS OF THE GENERAL ASSEMBLY**

1. The resolutions of the General Assembly contrary to the laws or the Statutes of A.M.K.E. are void and do not produce any legal consequences from the outset:

2. The resolutions of the General Assembly can be passed by 2/5 of the shareholders of A.M.K.E. be challenged before the single-judge Mytilene District Court in accordance with the ordinary procedure within thirty (30) days from the drafting of the report.

**ARTICLE 17 – TERM OF OFFICE OF MANAGING DIRECTOR**

1. The administration of the A.M.K.E. is exercised by the manager elected by the general assembly. In the event that the managing director is prevented from doing so, the administration will be taken over by the deputy managing director, insofar as one has been appointed.

2. The term of office of the General Manager is three years, renewable for a maximum of three (3) months from its expiration. Within its three-month extension, the General Assembly of Members must convene to elect the new General Manager and Deputy General Manager. In the event of a renewal of the term of office, no amendment to the Articles of Association is required.

3. As Managing Director of A.M.K.E. is designated Ms. ZEDNICEK (last name) URSULA MARIA (first name), residing in Bonn, Germany (Johannesstraße 35, 53225 Bonn, Germany), currently residing in Mytilene (Katsakouli 11), holder of German identity card No. L73Y7LKFF and Greek tax number (AFM) 159472154.

**ARTICLE 18 – MANAGER'S RESPONSIBILITIES**

1. The managing director manages and represents the A.M.K.E. in accordance with the provisions of the Articles of Association and the law and decides on all matters relating to its administration and management, except those falling under the exclusive competence of the General Assembly.

**2.** The managing director is responsible for managing the affairs of A.M.K.E. to exercise the same care as if dealing with his own affairs and bears all responsibility for the observance of the limitations on the right of representation which the articles of association or the resolutions of the general assembly impose.

**3.** The managing director can delegate his responsibilities to one or more members and/or employees of the A.M.K.E. transfer.

**4.** The office of managing director is honorary and not remunerated.

**5.** By way of example only, the director's responsibilities are as follows:

**A.** To represent the company before the State and all state authorities, the competent tax office, the social security authorities and the municipal, cadastral and building authorities and in general before any extrajudicial or judicial authorities, d. H. before any court and jurisdiction, before the Supreme Court and the Council of State.

**B.** Represent the Company before any bank in Greece or abroad, with the right to collect and deposit any sums, open, close and move any type of Company bank accounts, sign Company accounts, collect and endorse cheques, To give instructions, conduct all banking transactions and generally bind the company with his sole signature under the company name.

**C.** Filing complaints, filing complaints, filing ordinary or extraordinary appeals, taking and responding to oaths, contesting the authenticity of documents, refraining from litigation, entering into judicial and extrajudicial settlements, buying and selling movable and immovable property on behalf of the company , for rent and for rent.

**D.** Hire and fire the Company's employees and fix their salaries, appoint attorneys and other agents to represent the Company before judicial and other authorities and to perform all of the above acts.

**E.** In general, he has to administer and manage the company's assets and enter into contracts on behalf of the company in relation to the above and to shut down any other action by all public and private authorities.

## **ARTICLE 19 – FISCAL YEAR**

The fiscal year is twelve months in length, beginning on January 1st and ending on December 31st of each year. The first financial year begins with the proper founding of A.M.K.E. and ends on December 31 of the same year.

## **ARTICLE 20 – FINANCIAL STATEMENTS**

**1.** At the end of the financial year, the administrator draws up the annual accounts in accordance with the applicable tax laws.

**2.** The annual accounts must be available to the shareholders and shareholders of the company at least fifteen (15) days before the date of convening the ordinary general meeting.

**3.** The Society is non-profit and therefore no profits are distributed to its members either during or after the dissolution of the Society. Any net profits of the company, apart from the contribution of the partners, are not available between the partners for any reason, but are used to achieve the company's goals both during and during the dissolution of the company.

**4.** For the resolution of disputes between the partners arising from the present and any amendments, as well as for any question or condition not contained in the provisions of these statutes, the provisions of the Civil Code shall apply, with the sole competence of Single Member Court of First Instance of Mytilene.

## **ARTICLE 21 – BUSINESS BOOKS OF A.M.K.E.**

The A.M.K.E. must keep the books required by tax legislation and, in addition, keep:

**a)** A register of associates and non-voting members, in which the date of registration, first and last name, father's name, address, number of shares and their value, as well as their eventual deletion in chronological order, are entered in chronological order.

**b)** Minutes of the General Assembly.

## **ARTICLE 22 – DISSOLUTION**

The A.M.K.E. is resolved: By decision of the General Assembly, taken by the qualified majority in accordance with Article 14 of these Articles of Association, or if it has been declared bankrupt.

## **ARTICLE 23 – LIQUIDATION**

**1.** The dissolution and liquidation of the A.M.K.E. takes place according to the dates and in the place entered in the register.

**2.** The A.M.K.E. shall be deemed to exist even after its dissolution for as long as the liquidation lasts. The members of the A.M.K.E. become joint liquidators after the liquidation proceedings have been opened. The General Assembly can appoint another or a third natural or legal person as liquidator. The liquidators receive no fee for their liquidation services.

**3.** Upon the dissolution of the Society, once it has discharged or taken care of its debts and liabilities, all of its remaining financial assets will be distributed to charitable organizations that have a confirmed charitable purpose similar to that of the Society, such as that of can be decided by the shareholders at the time of dissolution in order to achieve the company's goals.

**4.** If the liquidators are more than one person, their decisions are taken by an absolute majority.

The decisions of the liquidators may be challenged by anyone with a legal interest within thirty (30) days before the single-judge regional court in Mytilene according to the ordinary procedure.

## **THE FOUNDING MEMBERS - SHAREHOLDERS**