

**MODIFICATION AND CODIFICATION OF THE STATUTE OF THE CIVIL NON-PROFIT  
SOCIETY FOR THE PROTECTION OF NATURE ENTITLED**

**“SOCIETY FOR THE PROTECTION OF PRESPA”**

In Lemos, Regional Unit of Florina, today, June 19<sup>th</sup> of the year 2024, the signatories to this document, namely:

1. The Civil non-profit society entitled “SOCIETY FOR THE PROTECTION AND MANAGEMENT OF THE NATURAL ENVIRONMENT AND WILDLIFE” and with the abridged title “ARCTUROS”, with VAT no. 090067590 and registered office at 3, Rogoti Street, 54624 Thessaloniki, which entered the Society for the Protection of Prespa by virtue of the November 27, 1993 decision of its General Assembly and is represented by Mr Alexandros Karamanlidis,
2. The Association entitled “Hellenic Society for the Protection of Nature”, with VAT no. 090136803 and registered office at 20, Nikis St, 10557 Athens, represented by Ms Foteini Papazoglou,
3. The Association entitled “ELLINIKI ETAIRIA - Society for the Environment and Cultural Heritage”, with VAT no. 090062232 and registered office at 28, Tripodon St, 10558 Athens, represented by Mr Nikolaos Krigas,
4. The Association entitled “Hellenic Ornithological Society”, with VAT no. 090145013 and registered office at 80, Themistokleous St, 10681 Athens, represented by Ms Niki Kardakari and Ms Konstantina Demiri, who, due to inability to attend this day’s General Assembly, authorised in writing the representatives of the Hellenic Society for the Protection of Nature to represent them, in accordance with paragraph 10 of article 6 of the statute of the Society for the Protection of Prespa,
5. The Civil non-profit society entitled “Mediterranean Institute for Nature and Anthropos-MedINA”, with VAT no. 999600718 and registered office 23, Voukourestiou St, 10671 Athens, which entered the Society for the Protection of Prespa by virtue of the July 24<sup>th</sup>, 2020 decision of its General Assembly and is represented by Mr Alexios Katsaros,
6. The Charitable foundation entitled “Goulandris Natural History Museum”, with VAT no. 090000752 and registered office at 13, Levidou St, 14562 Kifisia, represented by Ms Eftychia Alexandridou and Mr Miltiadis Seferlis, who, due to inability to attend this day’s General Assembly, authorised in writing the representatives of the Worldwide Fund for Nature - WWF Greece to represent them, in accordance with paragraph 10 of article 6 of the statute of the Society for the Protection of Prespa,
7. The Civil non-profit society entitled “Friends of Prespa”, with VAT no. 999600638 and registered office 23, Voukourestiou St, 10671 Athens, represented by Mrs Evie Kleio Nanopoulou, who, due to inability to attend this day’s General Assembly, authorised in writing the representatives of the Mediterranean Institute for Nature and Anthropos-MedINA to represent her, in accordance with paragraph 10 of article 6 of the statute of the Society for the Protection of Prespa,
8. The Charitable foundation entitled “Worldwide Fund for Nature - WWF Greece,” with VAT no. 090247275 and registered office at 21, Lembesi St, 11743 Athens, which entered the Society for the Protection of Prespa by virtue of the November 27, 1993 decision of its General Assembly and is represented by Mr Demetrios Karavellas

Agreed, stipulated and mutually accepted the following:

**BACKGROUND**

The private contract of 18<sup>th</sup> December 1990 established, under Article 784 of the Civil Code in conjunction with Article 107 of the Civil Code and Article 12 of the Constitution, the non-profit organisation for nature protection entitled "ΕΤΑΙΡΙΑ ΠΡΟΣΤΑΣΙΑΣ ΠΡΕΣΠΩΝ," known internationally as “SOCIETY FOR THE PROTECTION OF PRESPA” or “SOCIÉTÉ POUR LA PROTECTION DE PRESPA,” governed in all other aspects by the terms set out in the above private contract (statutes of the society), which were published in accordance with the law in the register of Court of First Instance of Athens.

In the private contract of 6<sup>th</sup> December 1994, such contracting parties as were present and represented amended the statutes of the aforementioned society with regard to: 1) Article 2 (change of registered office, new registered office: Agios Germanos P respa), 2) Article 5 of the statute, 3) The resignation of the Association "Prespa Centre for Nature and Man," and 4) The membership of

two new partners, herein numbered contracting parties 7 and 8, in execution of the decision of the General Assembly of the Society on 27<sup>th</sup> November 1993.

The modified provisions were included in the amended statute of 6<sup>th</sup> December 1994.

In the private contract of 9<sup>th</sup> December 2000, such contracting parties as were present and represented amended the statutes of the aforementioned society with regard to Article 3, paragraph 3 of the Statute.

The modified provision was included in the amended statute of 9<sup>th</sup> December 2000.

In the private contract of 7<sup>th</sup> November 2004, such contracting parties as were present and represented amended the statutes of the aforementioned society; following a corresponding resolution of the General Assembly, it was decided to make provision in the statute of the aforementioned society for the appointment of an Executive Committee and duties thereof, as well as the appointment of a Vice President and duties thereof, while a modification of the responsibilities of the Managing Director of the aforementioned company also entered into the statute.

The modified provisions were included in the amended statute of 7<sup>th</sup> November 2004.

In the private contract of 16<sup>th</sup> November 2007, such contracting parties as were present and represented amended the statutes of the aforementioned society; following a resolution of the General Assembly, it was decided to change the period of the financial year and to abolish the Auditing Committee of the aforementioned society.

The modified provisions were included in the amended statute of 16<sup>th</sup> November 2007.

In the private contract of 7<sup>th</sup> December 2013, such contracting parties as were present and represented amended the statutes of the aforementioned society; following a resolution of the General Assembly, the general modification of the statute was decided upon.

All the modified provisions were included in the amended statute of 7<sup>th</sup> December 2013.

In the private contract of 18<sup>th</sup> June 2015, such contracting parties as were present and represented amended the statutes of the aforementioned society; following a resolution of the General Assembly, it was decided to change article 7, paragraph 6 (Executive Committee) and article 8, paragraph 6 (President, Vice President and Managing Director) of the statute.

All the modified provisions were included in the amended statute of 18<sup>th</sup> June 2015.

In the private contract of 15<sup>th</sup> June 2015, such contracting parties as were present and represented amended the statutes of the aforementioned society; following a resolution of the General Assembly, it was decided to comprehensively amend Article 3 (Aims and types of activity) of the statute so as to clarify the aims of the Society and the means for the attainment of these aims, to amend article 7, paragraph 6 (Executive Committee) with the election of a new Executive Committee, to amend article 8, paragraph 6 (President, Vice President and Managing Director) with the election of new organs of the Society and to amend article 10 (Financial management) of the statutes so as to modify the Society's fiscal year.

All the modified provisions were included in the amended statute of 15<sup>th</sup> June 2017.

In the private contract of 25<sup>th</sup> July 2018, such contracting parties as were present and represented amended the statutes of the aforementioned society; following a resolution of the General Assembly, it was decided to change Article 8, paragraph 6 of the statute.

The modified provision was included in the amended statute of 25<sup>th</sup> July 2018.

In the private contract of 24<sup>th</sup> May 2019, such contracting parties as were present and represented amended the statutes of the aforementioned society; following a resolution of the General Assembly, it was decided to amend all articles of its statute, except Articles 2,3,4 and 5, which remained unchanged.

All the modified provisions were included in the amended statute of 24<sup>th</sup> May 2019.

In the private contract of 24<sup>th</sup> July 2020, the statute of the above Society was modified by the parties and representatives, and specifically after a decision of the General Assembly unanimously accepted the written expression of interest dated 12/06/2020 of the Civil non-profit society entitled "Mediterranean Institute for Nature and Anthopos-MedINA", in which the latter requested to become a member of the Society for the Protection of Prespa, and also the amendment and updating of Articles 2, 5, 6, 7, 9, 12, 14, 15, 17, 18 and 20 of its statute.

All the modified provisions were included in the amended statute of 24<sup>th</sup> July 2020.

In the private contract of 9<sup>th</sup> July 2021, such contracting parties as were present and represented, and specifically following the unanimous decision of the General Assembly, amended paragraphs 9, 11, point a, and 16, of Article 6 (Organs of the SPP – General Assembly), paragraph 6 of Article 7 (Organs of the SPP – Executive Committee), paragraph 4 of Article 8 (Organs of the SPP- President and Vice President) and paragraphs 2, point h. ix, and 3 of Article 9 (Organs of the SPP – Managing Director) of the statute.

All the modified provisions were included in the amended statute of 9<sup>th</sup> July 2021.

In the private contract of 16<sup>th</sup> June 2023, such contracting parties as were present and represented, and specifically following the unanimous decision of the General Assembly, amended paragraph 6 of Article 7 (Organs of the SPP – Executive Committee), paragraph 4 of Article 8 (Organs of the SPP- President and Vice President) and paragraph 3 of Article 9 (Organs of the SPP – Managing Director) of the statute.

**On this day**, 19<sup>th</sup> June 2024, the General Assembly of the Society for the Protection of Prespa unanimously decided to amend Article 3 (Aims and Types of Activity) of the statute.

The statute of the Society is codified after the amendment to read as follows:

**MODIFICATION AND CODIFICATION OF THE STATUTE OF THE CIVIL NON-PROFIT  
SOCIETY FOR THE PROTECTION OF NATURE ENTITLED  
“SOCIETY FOR THE PROTECTION OF PRESPA”**

In Lemos, Regional Unit of Florina, today, June 19<sup>th</sup> of 2024, the signatories to this document, namely:

1. The Civil non-profit society entitled "SOCIETY FOR THE PROTECTION AND MANAGEMENT OF THE NATURAL ENVIRONMENT AND WILDLIFE" with the abridged title "ARCTUROS", with VAT no. 090067590 and registered office in 3 Rogoti St., 54624 Thessaloniki, which entered the Society for the Protection of Prespa by virtue of the November 27, 1993 decision of its General Assembly, and is represented by Mr Alexandros Karamanlidis,
2. The Association entitled "Hellenic Society for the Protection of Nature", with VAT no. 090136803 and registered office at 20, Nikis St, 10557 Athens, represented by Ms Foteini Papazoglou,
3. The Association entitled "ELLINIKI ETAIRIA - Society for the Environment and Cultural Heritage", with VAT no. 090062232 and registered office at 28, Tripodon St, 10558 Athens, represented by Mr Nikolaos Krigas,
4. The Association entitled "Hellenic Ornithological Society", with VAT no. 090145013 and registered office at 80, Themistokleous St, 10681 Athens, represented by Ms Niki Kardakari and Ms Konstantina Demiri, who, due to inability to attend this day's General Assembly, authorised in writing the representatives of the Hellenic Society for the Protection of Nature to represent them, in accordance with paragraph 10 of article 6 of the statute of the Society for the Protection of Prespa,
5. The Civil non-profit society entitled "Mediterranean Institute for Nature and Anthropos-MedINA", with VAT no. 999600718 and registered office 23, Voukourestiou St, 10671 Athens, which entered the Society for the Protection of Prespa by virtue of the July 24<sup>th</sup>, 2020 decision of its General Assembly and is represented by Mr Alexios Katsaros,
6. The Charitable foundation entitled "Goulandris Natural History Museum", with VAT no. 090000752 and registered office at 13, Levidou St, 14562 Kifisia, represented by Ms Eftychia Alexandridou and Mr Miltiadis Seferlis, who, due to inability to attend this day's General Assembly, authorised in writing the representatives of the Worldwide Fund for Nature - WWF Greece to represent them, in accordance with paragraph 10 of article 6 of the statute of the Society for the Protection of Prespa,
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8. The Charitable foundation entitled "Worldwide Fund for Nature - WWF Greece," with VAT no. 090247275 and registered office at 21, Lembesi St, 11743 Athens, which entered the Society for the Protection of Prespa by virtue of the November 27, 1993 decision of its General Assembly and is represented by Mr Demetrios Karavellas

Hereby agree and accept the following:

Whereas Prespa is an internationally important area in the borders of Greece, North Macedonia and Albania, a globally important wetland rich in flora and fauna, ecosystems of special value at both European and international level and established National Parks of great significance in all three countries.

Whereas the Contracting Parties wish to contribute to the protection of life, the natural environment and the cultural heritage of the Prespa basin and to that end act jointly and in a concerted way.

They constitute a civil, non-profit society for the protection of nature in accordance with article 784 in combination with article 107 of the Greek Civil Code and article 12 of the Greek Constitution, under the name “ΕΤΑΙΡΙΑ ΠΡΟΣΤΑΣΙΑΣ ΠΡΕΣΠΩΝ” internationally known as “SOCIETY FOR THE PROTECTION OF PRESPA” or “SOCIÉTÉ POUR LA PROTECTION DE PRESPA”.

The terms and conditions of this establishment are as follows:

#### **ARTICLE 1. Name**

The name of the Society is “ΕΤΑΙΡΙΑ ΠΡΟΣΤΑΣΙΑΣ ΠΡΕΣΠΩΝ” (for short ΕΠΠ), internationally known as “SOCIETY FOR THE PROTECTION OF PRESPA” (SPP for short) or “SOCIÉTÉ POUR LA PROTECTION DE PRESPA”.

#### **ARTICLE 2. Seat**

The seat of the Society is in the Local Community of Agios Germanos, Prespa.

#### **ARTICLE 3. Aims and types of activity**

The general aim of the Society is the conservation of the natural environment and cultural heritage of the entire Prespa basin, in combination with the sustainable development of the area for the benefit of its inhabitants.

The specific aims of the Society are:

- a. To promote and contribute to the protection of the unique character of the Prespa basin, as developed from antiquity until today through the balance between man and nature and mitigate the destruction of the area’s values and the degradation of its rare ecosystems
- b. To assist and complement the activities which public services and private bodies carry out for the proper management of the area and the protection of its natural environment, particularly its biodiversity, as well as its cultural heritage and contribute to the building of participatory governance institutions for this purpose
- c. To promote and implement measures, based on science and international practice, for the protection, conservation and overall improvement of the status of biodiversity, including threatened and rare species of fauna, flora and habitats, within or outside Greek territory, with particular focus on the Prespa basin
- d. To promote and implement transboundary co-operation at institutional and practical levels between the states in the Prespa basin, as well as any other public and private body or person, as well as between non-governmental organisations, for the integrated and comprehensive protection, management and development of the area
- e. To promote a mild, environmentally friendly and diversified development of the primary sector, especially those practices which function as instruments for the good management and protection of the natural environment
- f. To promote the development of ecotourism
- g. To promote the sustainable use of natural resources, including water resources, and the use of biomass from various sources, as well as the use of renewable energy sources etc. that is compatible with the conservation of biodiversity
- h. To promote and implement new and innovative best practices in environmental management and productive activities in the Prespa basin and beyond, which respond to contemporary challenges, and in particular to that of adaptation to the impacts of climate change
- i. To promote wide-ranging improvements in the quality of life of the inhabitants of the Prespa basin.

Under no circumstances may the aims of the Society be profit-making.

The Society seeks to achieve the aforementioned aims in the following ways, which are indicatively enumerated, but also by any other appropriate means that the General Assembly may decide are advisable and/or necessary:

1. The carrying out and promotion of scientific research that supports the Society's aims in every sector and issue deemed necessary and at the appropriate geographical scale, even outside the transboundary Prespa basin
2. The planning, undertaking and implementation of initiatives, actions, programmes and projects for the conservation of the natural and cultural heritage of the Prespa basin, including the conservation of rare and/or threatened species of flora, fauna and habitats, in all or part of their distribution, even outside the transboundary Prespa basin, if this is required for their long-term conservation;
3. The planning, undertaking and implementation of initiatives, actions, studies, projects and works for the conservation, management and protection of threatened and rare species of fauna and habitats in other areas, where the experience and know-how that the SPP has developed could be useful or indispensable. In this way, this experience and know-how is further enriched and enhanced in favour of the transboundary Prespa basin;
4. The identification and deterrence of threats to the natural and cultural identity and values of the area, at the appropriate geographical scale depending on the issue, even outside the transboundary Prespa basin, including measures of judicial protection and petitions;
5. Participation in public consultations and the in general exercise of environmental rights of citizens, as they apply to non-governmental organisations;
6. Communication with Greek authorities and authorities of the other countries, with the institutions and services of the European Union and international organisations;
7. The submission of petitions, appeals, lawsuits and in general exercise of any legal remedy that could serve its aims;
8. The development of partnerships in the three countries of Greece, Albania and North Macedonia in order to accomplish the aims of the Society. This framework includes collaboration with reliable public bodies and civil society actors, such as non-governmental organisations, local development entities, local government units, university networks, rural co-operatives, private actors etc., for the conservation of the natural and cultural identity of the entire Prespa basin, and particularly its biodiversity. It also includes co-operation for sustainable development and the provision of developmental assistance – financial resources and know-how – in support of projects for mild forms of development, aiming at substantial improvements in the economic and social standard of living of the inhabitants of the Prespa basin, and the alleviation of poverty.
9. The design, management and implementation of local, regional, national and European programmes and projects, alone or in collaboration with other stakeholders in the area, aiming to upgrade and improve, in the broad sense, the quality of life of the inhabitants of the Prespa basin;
10. The organisation of all types of cultural, artistic, and sporting events and activities and the organisation, administration and implementation of activities and projects in the fields of education, training and social development, mainly for young people but also for adults;
11. The promotion of awareness raising for visitors, local residents and the wider public in order to achieve the aims of the Society;
12. The communication of its work and the results of its activities at the local, national and international levels with a view to increasing its authority and influence and to attracting supporters;
13. The development of partnerships for the aforementioned aims, and the participation in national and international networks for the exchange of knowledge and experience, and the pursuit of common goals;
14. The rental or acquisition of immovable property, or the use and management thereof in any other appropriate way, in order to ensure the conservation of the natural and cultural wealth of the region;
15. The raising of funds for the Society and its aims.

#### **ARTICLE 4. Duration**

The duration of the Society shall be unlimited.

#### **ARTICLE 5. Endowment**

1. The endowment of the Society shall be constituted by the contribution of the contracting parties (hereinafter the "members"), other donations from natural or legal persons, private or public, from grants by the State, the European Union (E.U.) or any other property rights that accrue to the Society from other sources.
2. The funds of the Society cannot be distributed among its members. The funds can only be used for the accomplishment of the objectives of the Society.

3. Each member initially subscribed 100,000 Greek Drachmae (one hundred thousand) thus constituting an initial capital of 900,000 Greek Drachmae (nine hundred thousand) – necessary to begin operations.

The initial capital was increased in 1994 to 1,100,000 Greek Drachmae (one million one hundred thousand) with the contributions of the two new members of the Society, i.e. the Civil non-profit society entitled “Worldwide Fund for Nature Greece” (WWF Greece)” and the Civil, non-profit society entitled “Society for the Protection and Management of the Natural Environment and Wild Life (Arcturos)», and in 2020 to 4,228.17 euro (four thousand two hundred and twenty eight euro and seventeen cent) with the contribution of 1,000 (one thousand) euro by the new member, i.e the Civil non-profit society entitled “Mediterranean Institute for Nature and Anthropos-MedINA”.

4. Additional contributions to the Society’s capital from existing members will be made only after a decision of the General Assembly, taken by a unanimous vote of all members.

## **ARTICLE 6. Organs of the SPP – General Assembly**

### **A. Composition of the General Assembly**

1. The highest organ of the Society is the General Assembly of the members, in which all members take part with two representatives (one regular and one alternative), though with only one vote for each member.
2. Each member shall appoint one regular and one alternative representative to the General Assembly, the regular representative being a senior officer of the organisation (President, Vice President, General Secretary or Executive Director / Director or other appropriate senior officer) while the alternative may be a more junior officer. Representatives of members may not be employees of the Society.
3. The representatives serve a term of three years.
4. Permanent Observers (Non-voting Members) may participate in the General Assembly with speaking rights, though without voting rights, as set out in Article 13.
5. Organisations which are not members of the Society, but which have a particular interest in the conservation of the Prespa basin, may be regularly or irregularly called to participate in General Assemblies as Observers with speaking rights at the initiative and judgement of the President of the General Assembly

### **B. Responsibilities of the General Assembly**

6. The General Assembly has the authority to make decisions on every issue of the operation, governance and management of the Society, which then binds all the members and the Society’s other organs. The General Assembly elects the organs of the Society, decides the Society’s strategy, approves the annual financial accounts and the budget for the following financial year, the annual financial statements and the internal operational regulations, and decides on the admission or removal of members, or other changes in the statute of the Society

In particular, the General Assembly:

- a. Governs the Society. It is the ultimate decision-making organ and decides upon administrative, financial and managerial issues.
- b. Approves and oversees the implementation of the Society’s strategic framework, which is drawn up by the Managing Director in collaboration with the staff of the Society for the effective and efficient organisation of its projects and activities.
- c. Approves the annual financial statements and accounts of the Society.
- d. Approves the Society’s budget and programme of activities, and oversees their implementation.
- e. Elects the other organs and offices of the Society: The Executive Committee, President, Vice President and Managing Director, and it evaluates the performance of the latter.
- f. Approves the organogramme of the Society and the related assigning of responsibilities. The organogramme is approved by the General Assembly, at the same time as the strategic framework is approved. Once the organogramme has been approved, the Managing Director may propose changes when deemed necessary. The Executive Committee is responsible for approving such interim changes proposed by the Managing Director, who may also refer the matter to the General Assembly at his/her discretion. In any event, the approval of the organogramme and the assigning of the associated responsibilities are the exclusive rights of the General Assembly. The establishment and approval of the organogramme,

however, does not involve the placing of persons in particular positions, which is the sole responsibility of the Managing Director.

- g. Approves the internal operational regulations of the Society and other internal policies and regulations, and evaluates their effectiveness for the smooth operation of the Society and the fulfilment of obligations to third parties. The regulations, which are drawn up by the Managing Director in collaboration with the staff of the Society, clarify all questions regarding procedures for financial management, staff management issues, and matters relating to the design and implementation of projects and activities.
- h. Has the responsibility for ensuring the proper framework for the employment and management of human resources, as well as overseeing this framework. At a minimum, the following should be assured: the observance of current labour legislation, respect for diversity and values, the existence of a fair salary policy, an adequate description of roles and responsibilities, an objective evaluation of the performance of employees, and the provision of healthy and safe working conditions. With regard to the above, the General Assembly may set specific requirements or operational standards for the Managing Director.
- i. Approves the admission of new members in the Society according to article 12.
- j. Decides on the dissolution of the Society according to article 17.
- k. Decides on the change of the Society to another form of legal entity according to article 18.
- l. Decides the amendment of the statute according to article 20.
- m. In addition to the above, the General Assembly also has the separate responsibilities that are set out in other articles of this statute, as well as the general responsibility to take decisions on operational, administrative or managerial matters of the Society, which are binding on all its members and its other organs.

### **C. Convening the General Assembly**

- 7. The General Assembly meets regularly once a year, during the first six months, at the invitation of the President. Extraordinarily it may meet at the written request of three-fifths of the members or of the President.
- 8. Members must declare the attendance of their regular or alternative representatives to the President at least two weeks prior to the date set for the meeting.
- 9. Remote participation in the General Assembly, without the physical presence of the representatives of the members at the designated venue, is possible via the use of audio-visual or other electronic means. In this eventuality, the Society shall undertake sufficient measures so as to: a) be able to ensure the identity of the participating individual, the participation only of persons entitled to participate in or attend the General Assembly, and the security of the electronic connection, b) give each participant the opportunity to remotely follow the General Assembly via the use of audio-visual or other electronic means and to address it, orally or in writing, during its course, as well as to vote on the issues on the agenda, and c) make possible the accurate recording of the vote of the remote participant. The members of the General Assembly who participate remotely are taken into account for the formation of the quorum and the majority just as those present.
- 10. A member who is unable to attend, may, at their own responsibility, delegate their representation at the General Assembly to another member of the SPP in writing. The authorisation must outline the agenda for the meeting at which the delegating member is unable to attend. The delegate representative may not represent more than one member. The authorisation is communicated to the President the day before the General Assembly at the latest.
- 11. The invitation for convening a General Assembly shall be sent by email at least four weeks prior to the date of the meeting, together with the preliminary agenda, which shall include at least the following items:
  - a. The approval of the agenda for the General Assembly
  - b. A report from the Managing Director on the activities carried out and those planned
  - c. A discussion on the report and related decisions
  - d. A presentation of the financial report by the Managing Director or an authorised member of the staff of the Society
  - e. A discussion on the financial report and related decisions
  - f. The election of the President, Vice President, Executive Committee and Managing Director (every 2 years)

12. Subsequent to the invitation, the members shall be sent a short briefing on each agenda item two weeks prior to the General Assembly
13. In the case of an Extraordinary General Assembly meeting, the agenda and briefing documents shall be sent one week prior to the date of the meeting.

#### **D. Holding the General Assembly**

14. On the recommendation of the Managing Director and decision of the President, members of the staff or consultants of the Society may attend the meeting, with the purpose of presenting items on the agenda, providing information to the members or expressing an expert opinion.
15. A quorum at the General Assembly is designated as one-half of all the members plus one additional member. If a quorum is not established, a new meeting is convened 15 days later. Decisions at the General Assembly are taken with absolute majority of all members of the Society, unless otherwise specified in the statute. Decisions for the approval of actions lying beyond the usual acts of management require the consent of all members.
16. At each General Assembly minutes are kept, which are recorded in a related book, which can also be kept in electronic form. The representatives of the members participating in the General Assembly can sign the relevant minutes remotely by electronic means or in hard copy at the registered office of the Society. In the first case, the members' signatures are entered by their representatives through appropriate electronic means, such as electronic signature systems. For the use of electronic signatures, by decision of the General Assembly the Society adopts procedures for ensuring the identity of the signatory and the verification of the origin of the signature.
17. Given that the General Assembly convenes once a year, at each meeting it may, with a special decision, transfer the jurisdiction of approval of the annual budget and programme of activities to the Executive Committee in December or January each year.
18. The President may charge the Managing Director with informing the members of the General Assembly who are absent from any meeting about the decisions taken therein. Likewise, any third party affected by those decisions shall also be informed. The above communication shall take place in what the President and Managing Director judge to be the most suitable way.
19. Decisions that fall within the exclusive jurisdiction of the General Assembly and which have not been assigned to the Executive Committee in the intervals between General Assembly meetings may be taken with the written agreement of the absolute majority of all members.
20. The SPP does not cover the members' travel or accommodation expenses for participating in the General Assembly, with the exception of the expenses of the President who has increased obligations both for the General Assembly and for other events or activities which require their presence in order to serve the aims of the SPP.

#### **ARTICLE 7. Organs of the SPP – Executive Committee**

1. The Executive Committee ("ExCo") shall be composed of three to seven members appointed by the General Assembly, and shall have a two-year term. The President of the SPP is an *ex officio* member of this body, while the remaining members shall be elected by the General Assembly.
2. The Executive Committee shall have the following duties:
  - a. To advise the General Assembly and the Managing Director on the undertaking of any obligation on behalf of the Society.
  - b. To execute such decisions as may be delegated to it by the General Assembly, subject to such conditions, financial or otherwise, as the General Assembly may decide.
  - c. To decide on the acceptance of donations or grants from natural or legal persons and organisations upon the recommendation of the Managing Director, whenever there is such a request from a donor, or when the Managing Director deems it necessary and appropriate to seek the approval of the Executive Committee before accepting the donation or grant. At the discretion of the Executive Committee the matter may be referred to the General Assembly.
  - d. To give its opinion and decide on other issues of governance or management raised by the Managing Director.
  - e. To support the Managing Director in matters of staff management and to carry out the related oversight of the employment framework and management of human resources, as set out by the General Assembly under Article 6, para.6, point h. The Managing Director shall inform the Executive Committee about any changes in the staff of the SPP, as well as any other matter related to the staff that he/she deems important.



3. The Executive Committee meets regularly three times a year, while extraordinary meetings can be held by co-decision of the President and the Managing Director in order to deal with urgent matters. The Managing Director is responsible for convening the Executive Committee, in consultation with the President.
4. Meetings shall take place in Athens or remotely via appropriate internet-based applications for teleconferencing. Meetings of the Executive Committee shall be chaired by the President of the General Assembly. Brief minutes are kept at each meeting which are distributed - at the latest within three weeks - to all members of the General Assembly.
5. The Executive Committee shall take unanimous decisions. In the event that a unanimous agreement cannot be reached between the members of the Executive Committee on any relevant matter, a decision on that matter shall be referred by the Executive Committee to the General Assembly.
6. The General Assembly elected Mr. Demetrios Karavellas, Ms Konstantina Demiri, Mr Alexios Katsaros and Ms. Rosa Polymeni as members of the Executive Committee for a two-year term. The term of office of the new members of the Executive Committee shall begin the day after the expiry of the previous term, namely 7<sup>th</sup> December 2023, and not on the date on which this contract was signed.

#### **ARTICLE 8. Organs of the SPP – President and Vice President**

1. The President is elected by the General Assembly for a term of two years and is eligible for re-election thereafter. The President remains eligible for re-election for as long as his/her organisation remains a member.
2. Responsibilities of the President:
  - a. To call the meetings of the General Assembly and prepare the related agenda.
  - b. To ensure the implementation of decisions of the General Assembly.
  - c. To supervise the Managing Director.
  - d. To prepare written proposals for decisions to be taken by the absolute majority of all members, in between meetings of the General Assembly, according to paragraph 19 of article 6 of this statute, as and when called for in exceptional circumstances.
3. In the event of the absence, or other circumstances requiring the temporary replacement, of the President, his/her responsibilities shall be undertaken by the Vice President, who is elected by the General Assembly for a two-year term at the same time as the President.
4. The General Assembly elected Ms. Foteini Papazoglou as President of the Society and Mr. Demetrios Karavellas as Vice President. Their term of office shall begin the day after the expiry of the previous term, namely 7<sup>th</sup> December 2023, and not on the date on which this contract was signed.

#### **ARTICLE 9. Organs of the SPP – Managing Director**

1. The Managing Director is elected by the General Assembly, for a term of two years and is eligible for re-election thereafter.
2. Responsibilities of the Managing Director:
  - a. To represent the Society before other bodies, and natural or legal persons with whom the Society maintains a financial relationship, and to conclude binding agreements with them. Included in these are all types of private or public funding bodies, donors, contractors, external assistants, and bodies collaborating in projects, or bodies with whom commercial agreements have been signed. In particular, the Managing Director binds the Society with his/her sole signature, under his/her name and the official stamp of the Society, in every case regarding all third parties or authorities. In this context the Managing Director may delegate part of this authority to members of the staff of the Society.
  - b. To carry out negotiations, legal acts, purchases, sales and rentals of real estate, accept donations and grants, execute business transactions and proceed with any necessary action or agreement which furthers the aims of the Society, acting within the financial limits and any other terms set by the General Assembly, as well as the provisions in paragraph a above and the other provisions in this statute.
  - c. To represent the Society before any natural or legal person, of civil or public law, government agencies, local authorities, and the State in general, as well as before any court of any type, including the Supreme Court, the Court of Auditors and

the Council of State, and before any financial, administrative or European authority or foundation, or any other authority. In particular, it is the responsibility of the Managing Director to represent the Society before banks.

- d. To represent the Society in all types of bodies (consultative, decision-making, advisory bodies or committees, and so on) in which the Society is invited to participate. The Managing Director may assign part of the authority for this representation, as well as that of the previous paragraph, to members, or particular members of the staff, of the Society. This assignment is accompanied by a description of the objectives the staff member should seek in representing the Society, as well as the means by which he/she will pass on related information.
  - e. To direct the activities of the Society in accordance with the decisions of the General Assembly and the Executive Committee, and supervise its departments.
  - f. To undertake transactions with banking institutions on behalf of the Society.
  - g. To attend the General Assembly, without voting rights.
  - h. To also be responsible for:
    - i. The management of the staff of the Society, including the hiring, dismissal and performance evaluation of personnel and the delegation and monitoring of work, as well as the assignment of responsibilities, in the context of that which is set out in the approved organogramme of the Society, in accordance with the provisions of Article 6, para.6, point f and Article 7, para.2, point e.
    - ii. The co-ordination and supervision of the timely execution of the Society's programme
    - iii. The financial management of the Society, including the preparation and submission to funders of financial budgets and accounts for projects. By his/her signature he/she can commit the Society within the framework of the annually approved budget and any terms set by the General Assembly. The Managing Director, in collaboration with the appropriate staff and the accountant of the Society, shall prepare a short presentation of the income and expenditure of the Society every four months and submit it to the Executive Committee in order to keep them informed.
    - iv. Monitoring and co-ordination of all activities of the Society's members in the area.
    - v. Maintaining regular contact with the members to keep them informed of all activities concerning the region. In particular, the Managing Director shall: inform the members about the course of the programme and the financial situation of the SPP in a report produced twice yearly (January and August each year); provide on demand any extraordinary information sought by a member; ensure the members are aware of all public positions of the Society, press releases and so on; and, inform the members about any development which he/she considers significant.
    - vi. Alerting the members to potential and acutely urgent threats in the area and taking all necessary actions to address them.
    - vii. Keeping in close contact with the local authorities and other professional organisations (e.g. farmers' co-operatives) and representing the Society in collective bodies where required.
    - viii. Managing the representation of the Society in the media, as well as at scientific and any other kinds of events, and assigning to colleagues the authority to represent the Society, as required.
    - ix. The issuance and validation by signature of copies and extracts from any kind of documents of the Society and copies and extracts of the Society's accounts, minutes of the Executive Committee and the General Assembly, and any other relevant responsibility assigned to him/her by decisions of the General Assembly.
    - x. All other activities relevant to the governance and operation of the Society.
3. The General Assembly elected Ms. Myrsini Malakou as Managing Director of the Society. Her term of office shall begin the day after the expiry of the previous term, namely 7<sup>th</sup> December 2023, and not on the date on which this contract was signed.

#### **ARTICLE 10 – Obligations of the members**

1. The members are required to attend meetings of the General Assembly, to perform the duties and fulfil the legal and substantive obligations deriving from the status of a member of the Society as a legal person, and to participate without remuneration in the affairs of the Society, furthering the interests of the latter.

2. The members shall support the objectives of the Society as determined by the General Assembly of members, shall inform the Society of all their activities in the Prespa region and endeavour to co-ordinate these activities through the Society and through the actions of the Managing Director, and shall make additional contributions as may be determined by decisions of the General Assembly in accordance with Article 5, parag. 4.
3. In particular, the members may contribute to the implementation of the strategic framework of the Society, as foreseen in its annual and multi-year workplan. In this context, the members may undertake activities of the Society, as its expert collaborators, for which they shall be reimbursed with resources that do not derive from the Society, following a decision of the General Assembly, and following a written agreement, in which the details of the collaboration are set out.
4. Approval by the General Assembly is required if a member wishes to implement an activity in the region which is not included in the strategic framework of the Society, as well as a written agreement, in which the details of the collaboration are set out.

#### **ARTICLE 11 – Financial management**

1. The Society's fiscal year has a duration of twelve months, beginning on 1<sup>st</sup> January each year and ending on 31<sup>st</sup> December of the same year. The annual financial statements are submitted to the competent SPP organs for approval.
2. The annual financial statements of the Society are audited by an independent certified auditor, whose appointment is decided each year by the General Assembly. The General Assembly may authorise the Executive Committee to appoint a certified auditor. The audit certificate, which is issued by the auditor, is submitted to the General Assembly for approval, together with the annual financial statements and budget of the Society.
3. Paragraph 1 shall enter into force for the fiscal years commencing on 1<sup>st</sup> July 2017 and thereafter.
4. All members of the Society have the right to receive any information they wish relating to the finances of the Society.
5. The Managing Director shall submit the financial statements of the Society to the General Assembly within six months of the end of the fiscal year. With the approval of the financial statements, the General Assembly absolves the Managing Director of any liability.
6. The annual budget is approved by the Managing Director and then submitted to the Executive Committee for approval – in the event that Article 6, para. 17 applies – and thence to the General Assembly for final approval, within six months of the end of the preceding fiscal year, together with all of the material referred to in paragraph 5 above.

#### **ARTICLE 12 – Admission of New Members**

1. Members of the Society may be individuals or non-governmental environmental organisations.
2. New members will be admitted on the basis of certain criteria, following a written expression of interest from the candidate member submitted to the President, and following the decision of the General Assembly with a ¾ majority of all the members. In the same decision, the initial contribution that the new member might have to pay is also determined.
3. The basic criteria on which the decision of the General Assembly to admit new members shall be based are: the particular interest, expertise, experience and/or activity the interested party has in the conservation of the natural and cultural heritage and sustainable development of the transboundary basin of Prespa; independence from governments and political parties; their professional reputation; tax registration status; and, every other obligation set out by the current Greek legislation pertaining to members of civil non-profit societies, i.e. the legal form of the Society. Other criteria are the commitment of the candidate member to the basic principles and aims of the Society, as set out in this statute and in its current strategic framework, and its potential to contribute to the governance of the Society. In all cases, the General Assembly retains the right to evaluate each particular case in accordance with the judgement of the member organisations.

#### **ARTICLE 13 – Permanent Observers (Non-voting Members)**

1. Foreign founding members of the Society may choose to become Permanent Observers (Non-voting Members) to the General Assembly instead of full members. This shall take place with a statement of resignation from the Society, in accordance with article 15, in which the intention of the member to obtain the status of Permanent Observer (Non-voting member) to the General Assembly is also clarified.

2. Permanent Observers (Non-voting members) have speaking rights at meetings of the General Assembly but do not have voting rights. Likewise, they have all the obligations and rights to inform and be informed and consulted between meetings of the General Assembly deriving from the present statute, as well as the potential for collaboration in the implementation of the strategic framework of the Society, in accordance with that which is set out in Article 10, para. 3.
3. Permanent Observers (Non-voting members) may be relieved of this status, either by their own volition or under a process which corresponds to that for members under Article 14.

#### **ARTICLE 14 – Removal of a Member**

1. With a decision of the other members of the Society a request may be submitted to the competent court of first instance to exclude from the Society a member who has obstructed its functioning, damaged its work or has not acted in good faith for the fulfilment of the aims of the Society or for any other serious reason.
2. The member removed is entitled to whatever is owed to it for specific activities it has undertaken. The member removed is not entitled to the return of its initial capital contribution to the Society.

#### **ARTICLE 15 – Withdrawal**

The withdrawal from the Society of a member shall be possible, upon the dispatch of a written statement to that effect to the President, where a policy or action agreed for the Society is manifestly incompatible with the statute, founding acts, policies or objectives of the member wishing to withdraw or the member no longer has the capacity to fulfill their obligations, as referred to in Article 10, or the member wishes to convert to the status of Permanent Observer (Non-voting member), in accordance with Article 13. In the event of a withdrawal, the withdrawing member is entitled to whatever is owed to it for specific activities it has undertaken but is not entitled to the return of its initial capital contribution to the Society.

#### **ARTICLE 16 – Denunciation**

A denunciation brought against the Society by any member, even if brought on the basis of good grounds, does not under any circumstances entail the dissolution of the Society, but will require the Executive Committee to promptly address the matter. If the member who brings the denunciation is not satisfied, the General Assembly of the members will be convened to take decisions with relation to the denunciation.

#### **ARTICLE 17 – Dissolution**

1. The Society shall be dissolved only:
  - a. By decision of the General Assembly with a 3/4 majority of all the members and for any important reason, or if the remaining members are less than three in number.
  - b. By decision of the courts following application by a member.
2. The dissolution of the Society is followed by the liquidation of its assets, according to the law. The President of the Society will act as the liquidator.
3. Given that the Society is non-profit, there is no distribution of profits or interest before or after its dissolution.
4. In the event of the dissolution of the Society, the remaining capital funds and all assets, including real estate, of the Society are to be used for the public benefit in the Prespa area, and will be transferred to the Greek State or to another suitable non-profit legal entity, by unanimous decision of the members taken prior to the decision on dissolution, without the right to subsequently sell or change the use of real estate,.
5. In the event of the dissolution or bankruptcy of a member, withdrawal or removal of a member or a denunciation brought by a member, the Society shall not be dissolved but shall continue with the remaining members.

#### **ARTICLE 18 – Change to another legal entity**

The Society can be changed to another non-profit legal entity by a decision of  $\frac{3}{4}$  of all its members. In such an event, the assets of the Society, as well as the programme of its activities, shall be transferred to the new legal entity.

#### **ARTICLE 19 – Written procedures, publication**

All amendments to this statute, the admission, withdrawal or removal of members and the election of the Managing Director, President, Vice President and Executive Committee, shall be made in writing and published in accordance with the law.

#### **ARTICLE 20 - Amendments**

The present contract can be amended by a  $\frac{3}{4}$  majority of the total number of members and the new contract becomes binding on all members.

This document has been prepared in 3 copies and is signed as follows:

#### **THE CONTRACTING PARTIES**

1. For Arcturos
2. For the Hellenic Society for the Protection of Nature and the Hellenic Ornithological Society
3. For ELLINIKI ETAIRIA - Society for the Environment and Cultural Heritage
4. For the Mediterranean Institute for Nature and Anthropos – MedINA and the Friends of Prespa
5. For the Worldwide Fund for Nature - WWF Greece and the Goulandris Museum of Natural History