

STATUTE (BYLAWS) OF ASSOCIATION

Upon full execution of this document by the undersigned, effective as of the 5th day of October 2003 in Tilos, Greece, the no-profit association described herein shall become established in accordance with the terms and conditions hereinafter set forth:

❖ Article 1 - NAME

The official name and trade name of the association shall be: "ΠΑΡΚΟ ΤΗΛΟΥ" and corresponding names as translated in foreign languages including a) in English "TILOS PARK" and b) in French "PARC DE TILOS".

The official logo and trademark of the association shall be "the image of a chukar partridge in flight in an easterly direction with its head and beak, neck, full wingspan, legs, feet and tail visible against and surrounded by the image of the sun having sixteen sun rays emanating from its center circle" as illustrated on the top of this letterhead page.

Title to the logo/trademark and trade name of the association shall be exclusively vested in the association. Any unauthorized use of the official logo/trademark and/or trade name without the express written consent of the Board of Directors shall be strictly prohibited.

❖ Article 2 – CENTRAL ADMINISTRATIVE SEAT

The central administrative seat of the association shall be Megalo Horio (Big Village) of Tilos.

The association shall have the right to concurrently establish one or more annexes in other cities of Greece and/or abroad. The operation of annexes and their relation with the central administration of the association shall be subject to the then current regulations of the association.

The Board of Directors of the Association shall have the right to change the address of this central administrative seat, provided that the central seat shall at all times remain within the official Greek island cluster of Tilos.

❖ Article 3 – AIMS

The aims of the association are:

1. the maintenance and protection of all components and values of the natural environment in the land and marine region of the island cluster of Tilos.
2. the maintenance and protection of all components and values of the cultural environment of the island cluster of Tilos.
3. the maintenance and protection of all components and values of the landscape of the island cluster of Tilos.
4. the realization of all necessary action by the management for the maintenance and protection of the natural and cultural environment and the landscape of the island cluster of Tilos.
5. the briefing, informing, sensitization and activation of residents, collective institutions, visitors and more generally the users of the land and marine region of the island cluster of Tilos.
6. the scientific research and study of the natural and cultural environment of the island cluster of Tilos.
7. the identification and promotion of the values and natural wealth in the land and marine region of the island cluster of Tilos for conservation.

8. the attraction of visitors and the growth of tourism in a form that is compatible with the conservation and protection of the natural and cultural environment of the island cluster of Tilos.
9. the environmental briefing and education of the users of the land and marine region of island cluster of Tilos.
10. the growth of volunteerism for the protection of the natural and cultural environment of the island cluster of Tilos.
11. the achievement of sustainable development and balanced economic growth along with the maintenance of social cohesion within the framework of the protection of the environment in the island cluster of Tilos.
12. the creation of the educational organization entitled " Aegean Centre for Environmental Studies" for the education in management of protected regions and more generally for the benefit of knowledge concerning the protection of the environment.
13. the creation of a centre of protection of rural/farm animals and plants of the Aegean that are threatened with extinction.
14. the support of farmers and livestock-breeders who practice organic production and contribute to the environmental protection and/or expansion of the protected region in the island cluster of Tilos.
15. the promotion of the establishment of officially protected areas within the island cluster of Tilos by the Greek state and the compliance with all rules, regulations and laws promulgated in support thereof.
16. the management of Tilos' protected areas.

❖ **Article 4 – MEANS**

For the achievement of these aims, the association is able to use the following means:

1. the scientific research and study of flora, fauna, ecosystems and biotopes.
2. the scientific research and study of elements of the anthropogenic and cultural environment.
3. the collection of data and the creation of relevant records.
4. the briefing of and collaboration with the governing central and regional services of state, the prefect and local self-government, the bodies of the European Union and international organizations, as well as with other legal entities and individual parties.
5. the appearance before or meeting with any responsible national or European Union governing authority.
6. the appearance before any responsible national, European Union or other judicial authority.
7. the production of all relevant printed and electronic information and informative material.
8. the organization of congresses, meetings, lectures and discussions.
9. the organization of centers for the purpose of briefing visitors.
10. the delegation and/or the development of studies on the protection and management of the environment.
11. the formulation and support of proposals, the undertaking and implementation of programs and action.
12. the offer of voluntary work.
13. Any other legal means.

The association constitutes a non-governmental organization.

❖ **Article 5 – RESOURCES**

Resources for the implementation and realization of aims and activities of the association are:

1. Contributions and annual subscriptions of members.
2. Heritages, legacies and inheritances free from debts and encumbrances made in favor of the association upon the delivery of an inventory.
3. All forms of subsidies whether the origin is Greek or alien, public or private legal persons, national or international.

4. Income from all forms of association activities (publicity, development of programs and studies, sale of forms, souvenirs, etc).
5. Financing emanating from national, European Union and other programs.
6. Sponsorships and donations, whether individual or legal.
7. Special fee of submission of candidacy for an elected Board of Directors position.
8. Any other income that devolves to the property of the association according to the law.

The income of the association from any and all sources shall be used exclusively for the objective and aims of the association in accordance with the provisions of this statute.

The association shall not provide any type of loans or donations to any individual or legal entity and shall not pledge or mortgage any of its personal or real property. The association shall only commit its resources to legal entities that are created by the decision of the General Assembly and serve objectives that further the aims of the association.

The income of the association from all sources except Life Membership contributions shall be deposited in an interest bearing bank account with a rate as high as reasonably possible. Part of such income to the extent reasonably possible shall be deposited in a bank account of fixed term deposit (CD). The contributions of " Life Members" shall be deposited in a separate bank account of fixed term deposit (CDs). All of the contributions of the members shall be deposited in the appropriate bank account as soon as possible and in no event later than thirty days from the date of receipt by the association.

Investment of association money, in a form other than the aforementioned bank accounts, is possible only with the unanimous decision of members of the Board of Directors provided and to the extent that the total amount of association funds subject to investment at any given time cannot exceed forty percent (40%) of the total amount of money vested in the association excluding Life Membership contributions that shall be deposited in accordance with the terms hereof and shall not be co-mingled.

At all times, the association shall maintain and make available its financial books and records in accordance with the governing body of laws. The association shall ensure that written statements of association bank accounts are issued monthly by the banking institutions holding such accounts.

❖ ARTICLE 6 – BODIES OF ASSOCIATION

The bodies of the association are the General Assembly and the Board of Directors.

❖ ARTICLE 7 - GENERAL ASSEMBLY

The General Assembly of association members constitutes the body of the association and makes all relevant decisions in accordance with the terms hereof.

The General Assembly of members is convened by the Board of Directors and shall assemble regularly in the seat of the association, or as otherwise provided by the Board of Directors in its reasonable discretion, at least one time every two years.

For those members who are unable to be physically present at meetings of the General Assembly, the agenda of which may consist in part or in its entirety of election decisions by ballot, a valid substitute for any such member's presence at the meeting and personal delivery of the election ballot shall be deemed to be the return of such electoral ballot by conventional mail, postage prepaid to the administrative office of the association on a timely basis in accordance with the terms hereof.

The Board of Directors shall have the right to convene an extraordinary meeting of the General Assembly of members when it judges advisable. An extraordinary meeting of the General Assembly shall also be convened obligatorily when at least one third of the total number of association members in good standing submit an application for such a meeting to the Board of Directors.

The members of the association shall be called to a meeting of the General Assembly with individual invitations that are dispatched to association members in good standing by conventional post at least two months before the date of a meeting. The invitation should specify the date, time and location of the meeting, the topics of discussion as well as election information concerning electoral decisions and electoral candidates, including, without limitation, biographical information. The invitation shall be accompanied by a ballot that the members should use for the election of Board of Directors members and any other election decisions required to be made by the General Assembly. The election ballots should be delivered in person at the election meeting or by conventional mail provided that such election ballots are received by the Director of the association at least one day before the date of the General Assembly meeting.

It shall be the responsibility of each association member to ensure that the administrative office of the association has the correct current mailing address and other coordinates (including, without limitation, telephone number, e-mail address, etc.) of each such member on file.

Association publications and communications (printed or electronic) that are delivered or placed in circulation within two months prior to the date of elections for a new Board of Directors, shall not be permitted to contain the publication of articles, announcements or any other promotional information by the electoral candidate members or any person or entity on behalf of electoral candidate members.

❖ ARTICLE 8 - RESPONSIBILITIES OF GENERAL ASSEMBLY

The General Assembly shall have the following responsibilities:

1. Modification of statute.
2. Dissolution of the association with the decision of 2/3 of the total of its members in good standing.
3. Election of Chairman, Vice-president and remaining members of the Board of Directors as well as members of the Auditing Committee of the association. All members of the association in good standing shall have the right to electoral candidacy and voting.
4. Election of three-member Election Supervising Committee for the proper implementation of elections.
5. Issuance of regulations governing the structure and the operation of the association.
6. Termination of members.
7. Each subject that concerns the association and is not already governed by the exclusive jurisdiction of its other enacted bodies.

A “member in good standing” shall be deemed to be a member of the association who is (1) current in all financial obligations to the association without any outstanding debts thereto and (2) has not been convicted by the courts for any crime that is in violation of any of the association rules and regulations, including, without limitation, the terms of this statute. A member in good standing shall be entitled to all the rights, privileges and benefits of association membership, including, without limitation, electoral candidate and voting rights.

Any member of the association who at any time is delinquent in his, her or its financial obligations to the association or is in violation of any of the rules or regulations promulgated by the association shall have his, her or its rights of membership (including, without limitation, electoral candidate rights and voting rights) automatically suspended for the time period of such financial arrears or rules violation.

❖ **ARTICLE 9 - QUORUM - DECISION-MAKING**

The General Assembly shall be deemed to have a quorum for the decision-making purposes set forth herein when a minimum of fifty percent (50%) plus one of the members in good standing are present or –in case of elections - have duly cast their votes by post in accordance with the terms hereof. In the event that a quorum is not assembled at the time of the published scheduled meeting of the General Assembly, the date and time of the meeting and electoral ballot delivery deadline shall be rescheduled for ten (10) days after the day of the originally scheduled meeting. This second assembly shall be deemed to have a quorum for all lawful purposes set forth herein regardless of how many members in good standing attend or cast their ballot by post and association business shall be conducted as usual at this second assembly.

The decisions of the General Assembly shall become binding upon approval by a simple majority of association members in good standing who are present to cast their vote or vote by post, unless otherwise set forth in the statute wherein a higher percentage of approval votes are required to be cast.

At the beginning of the General Assembly, the Chairman and the Secretary shall be elected with a simple majority of the voting members in good standing who are present.

The meeting agenda for the General Assembly is to be established by the Board of Directors and shall include its proposals to the Assembly.

The members who are present at the meeting, the subjects that are discussed and the decisions that are made in the Assembly shall be recorded in writing by the Secretary and signed by the Chairman and the Secretary. Any copies of the minutes of the proceeding for distribution shall be reviewed and ratified by the Chairman of the Board of Directors or his lawful substitute.

❖ **Article 10 - BOARD OF DIRECTORS**

The association shall be managed by the Board of Directors which shall consist of nine (9) members who are elected by the General Assembly for a service of two (2) years.

Each member of the Board of Directors shall be elected only for the specific position for which such member submitted his or her candidacy before the date of the elections and was duly elected thereto. The positions of the Board of Directors are:

1. President (Community relations representative; person responsible for Board of Directors members' execution of duties).
2. Vice-president (executes also duties of Director of Association Administration and General Secretary).
3. Scientific Director (supervisor of the Scientific Committee).
4. Economic Director (executes also the duties of Treasurer).
5. Legal Director (liaison with the legal counsel officially retained by the association; the legal Director cannot serve as association legal counsel during this term of Board of Directors office).
6. Director of Strategic Growth (the development of the association business plan).
7. Director of Press (in charge of all the publications of the association and the public relations with the members of the press).
8. Director of Marketing and Business Development (in charge of the marketing, promotional and business development activities of the association).
9. Director of Purchasing (in charge of the selection of suppliers to the association).

ARTICLE 11 - POWER – RESPONSIBILITIES OF BOARD OF DIRECTORS

The Board of Directors has the general responsibility for the administration and the management of the affairs of the association. More specifically the Board of Directors has, inter alia, the following responsibilities:

1. To prepare an annual written evaluation of the performance of the association during the immediately preceding year for publication in the association newsletter/magazine. Four year reports shall also be compiled for discussion in the General Assembly.
2. To engage, subject to the needs of the association, the executive director and the essential personnel for the operation of the association.
3. To draft the regulations of the structure, operation and economic management of the association.
4. To review association membership applications and admit new member registrations with the approval of at least five Board members.

Any member of the Board of Directors who is unjustifiably absent from three consecutive Board meetings may be removed from office with the unanimous decision of the remaining Board members. In the event of any such removal, this departing member shall be replaced by the first runner-up of this specific position determined at the immediately preceding elections for this Board of Directors.

Candidates for specific Board of Directors positions shall be association members in good standing who shall submit to the association administrative office a fifteen euro electoral candidate application fee along with a biographical curriculum vitae not longer than 20 lines for publication to the general membership of the association not later than January 31st of the year in which elections are to be held in order to qualify as an electoral candidate for Board of Directors.

❖ ARTICLE 12 - CONSTITUTION OF BOARD OF DIRECTORS – RESPONSIBILITIES OF MEMBERS

Immediately following the election of the new members of the Board of Directors, the Board shall be deemed to be assembled and possessed of full governing authority in accordance with the terms hereof.

The President coordinates the business activities of the Board of Directors and members of the association, oversees the integration of the operation, chairs the Board of Directors, legally represents the association and commits the association with third parties for all of its affairs except as otherwise provided herein. In the event that the President is unable to fill his or her official Board of Directors duties, the Vice President of the Board shall serve as a substitute.

The Vice-president is responsible for ensuring the delivery of invitations to as well as the recordation and preservation of the minutes of all Board of Directors and General Assembly meetings.

The Economic Director is responsible for the financial operation of the association, the presentation of the financial budget and actual performance evaluation of the association to the General Assembly and provides information in regard to economic subjects. The Economic Director has the sole authority to legally commit the association in third party transactions to any and all reasonably required financial transactions (including, without limitation, loans, bank undertakings) provided that the maximum amount of each individual transaction does not exceed two thousand euros (2.000 €). If any such transaction exceeds this amount, the written authorization of the Chairman of the Board of Directors shall also be required therefor.

Upon approval by the Board of Directors, a committee may be established from time to time under the auspices of the relevant Board of Directors Director or representative for the purpose of facilitating the aims of the association by engaging in specific and relevant studies or activities. Progress reports of such committee activities shall be made by the relevant supervising Board Director or member to the Board of Directors.

❖ **ARTICLE 13 - CONVOCAION OF BOARD OF DIRECTORS – DECISION-MAKING**

The Board of Directors shall convene a minimum of one (1) time per year at the invitation of the President. Additional meetings of the Board may be convened by the President and/or at the request of at least three (3) Board members.

The Board of Directors shall be deemed to have a quorum with the assembly of at least five (5) Board members.

New technologies, such as telephone conferencing and Internet capabilities, can be used in order to facilitate the assembly of members for the realization of Board of Directors meetings.

Board of Directors decisions shall become effective when approved by an absolute majority of members present. In the event of a tie vote in which there are as many approvals as disapprovals among the members present at the meeting, the vote of the President shall be used to render the final decision. Discussions and decisions of the Board of Directors shall be documented in written records.

❖ **Article 14 – PERSONNEL**

The association shall engage the services of the number of personnel deemed to be essential for the accomplishment of the association aims, as more specifically set forth below:

1. Executive Director.
2. Supervisor (Manager) of observation of natural environment and evaluation of protected subjects.
3. Supervisor (Manager) of the visitor and public information centre and public relations.
4. Manager of the Environmental Studies Centre.
5. Financial Controller/Accountant.
6. Manager responsible for surveillance of the protected region and public compliance with the conservation regulations and management.
7. Guides.
8. Manager of the association store.
9. Manager of the operation of the association ranch/gardens.
10. Executive Secretary.
11. Other.

The Executive Director and the personnel shall have the right to be members of the association.

The presence of the Executive Director at Board of Directors meetings is obligatory. The Executive Director does not have the right to vote, but has the right to provide information and contribute opinions during the course of the Board of Directors meeting.

The Executive Director shall be selected by the Board of Directors for a (unlimited) five (5) year term of employment service and may continue to serve for successive and unlimited four-year terms subject to the approval of the Board of Directors. The employment of the Executive Director and any other personnel member can be terminated by the decision of the Board of Directors in the event that any such person fails to perform

the duties of the employment position for which such person was hired, or for an omission, or if the personnel member fails to contribute to the achievement of the association aims.

Any person regardless of sex, age, physical condition or handicap, race and/or ethnicity can be hired to fill any of the Association's positions of employment for as long as he/she is a resident of Tilos and capable of carrying on with the position's duties and responsibilities.

❖ **ARTICLE 15 - MEMBERS OF ASSOCIATION**

Individuals and legal entities from Greece and abroad shall have the right to become members of the association provided that each such member agrees in writing to be bound by the terms of the association statute.

Each applicant for membership shall submit a membership application for approval by the Board of Directors in order to become official members.

The association membership categories and corresponding annual or single payment contributions are as follows:

Membership Categories

Regular*: 30 € per year.

Sponsor: 500 € per year.

Benefactor: 1.000 € per year.

Life Member: one time contribution of 2.000 € or more for a lifetime membership

All association members in good standing shall be entitled to a ten percent (10%) discount on purchases of goods and services offered by the association.

In addition to the foregoing, all Sponsors in good standing shall be granted special recognition with the prominent featuring of their names in the association website, the newsletter/magazine publications and in the association office headquarters.

In addition to the foregoing, all Benefactors in good standing shall receive an honorary certificate and international public recognition of their name through publication in the association web site. Benefactors in good standing shall also have the right to use the trademark/logo and/or trade name of the association free of charge for the promotional and public relations purposes of the Benefactor during the period of the Benefactor's membership in good standing provided that the prior written consent of the Board of Directors is procured by the Benefactor on an annual basis for each such year of trademark/logo and/or trade name use.

Life members shall be entitled (a) to receive the ten percent purchase discount, free association newsletter/magazine publications subscription, name recognition published in the association website as well as the newsletter/magazine publications and association headquarters and (b) to have a project that was completed with their financial contribution named after them. All of the income from this category of membership is dedicated to the completion of projects in support of the protected region. The members of this category maintain the right of membership for the duration of their life without additional financial requirements.

Any candidate for association membership whose application was rejected by the Board of Directors shall have the right to request the first General Assembly meeting following such Board decision to review the original rejected membership application and vote to accept or reject the candidate. The decision of the General Assembly will be final.

In the event that any association member impedes the operation of the association or harms the work of the association, the General Assembly shall have the right to terminate the membership of such member upon a decision taken by two thirds (2/3) of the General Assembly convened and in good standing.

The annual membership fee of each membership category may be modified by the Board of Directors, but in no event may any such amounts identified herein be reduced. The Board of Directors shall have the right to designate honorary association members without any required payment or financial contribution.

The right of membership is personal, is not transferable and shall not result in the vesting of any right, title or interest in the assets of the association. The creditors of the association shall look solely to the assets of the association for reimbursement and do not have any rights of recourse in the personal assets of association members.

The Board of Directors shall have the right to terminate the membership of any member who fails to pay the annual membership fee for two consecutive years provided that written notice and a deadline for payment are delivered to such member by the association.

❖ **ARTICLE 16 - AUDIT OF ASSOCIATION**

The financial auditing of the association shall be conducted annually by the Auditing Committee comprised of three association members in good standing who are elected by the General Assembly.

The purpose of the Auditing Committee is to annually audit the financial operations and management of the association for publication in the association newsletter/magazine and to submit a report to the General Assembly on the financial status of the association and the financial management of the Board of Directors covering the period of time since the immediately preceding General Assembly meeting.

❖ **ARTICLE 17 - DISSOLUTION - LIQUIDATION OF ASSOCIATION**

The association shall be dissolved with the decision of two thirds (2/3) of the total number of association members in good standing and the assets of the association shall promptly be liquidated whereupon the net proceeds of such liquidation shall be vested in a successor organization to the association (if any), or, in the absence of a successor organization, donated to one or more institutions approved by the Board of Directors provided that such institutions have similar aims as those established herein by the association.

❖ **ARTICLE 18 - FIRST GENERAL ASSEMBLY**

The first General Assembly of the association will be the assembly of the founding members of the association and shall take place within three months following the date of the decision by the Rhodes Court of First Instance to approve the association as set forth in the tribunal registration books of associations.

The agenda of the first General Assembly, which shall include the election of the first Board of Directors following the report by the provisional administrator, is set forth below:

- a. Election of the chairperson of the General Assembly.
- b. Report of the provisional administrator.
- c. Announcement of Board of Directors candidates.
- d. Statements by Board of Directors candidates.
- e. Election by the first General Assembly of Election Committee to oversee the conduct of voting.
- f. Election of the first Board of Directors.

❖ ARTICLE 19 - SEAL

The seal includes the name, logo, address, telephone/fax numbers and the electronic (e-mail) address of the association.

The present statute, which consists of the foregoing 19 articles, after having been read, is hereby-approved article by article and in its entirety by all who have executed below:

THE MEMBERS:

1. **Δημος Τηλου**
2. **Ζωολογικο Μουσείο Πανεπιστημιου Αθηνων**
3. **Mediterranean Garden Society**
4. **World Commission on Protected Areas**
5. **Δρ. Αναστασιος Αλιφερης, MD**
6. **Παναγιωτης Βουρος**
7. **Δρ. Enrico Cavina, MD**
8. **Michael Davies**
9. **Δρ. Αιμιλια Δρουγα**
10. **Μαρτινος Γκαϊτλιχ**
11. **Dr. Susan Hannon**
12. **Νικολαος Θεοδωριδης**
13. **Αννα Θεοδωριδου**
14. **Μιλτιαδης Καλαμαρας**
15. **Αθανασιος Καρτερος**
16. **Δρ. Αναστασια Κομνηνου, DVM, PhD**
17. **Ιωαννης Κορωναιος**
18. **Μιχαηλ Κυπραιος**
19. **Ελευθεριος Λεβαντης, M.Sc.**
20. **Μαρία Θεσσαλού Λεγάκη**
21. **Σπύρος Λογοθέτης**
22. **Ευγενια Λουπακη**
23. **Χριστινα Μεγκα**
24. **Δρ. Candice Μεντζελοπουλου, MBA, JD**
25. **Κωνσταντινος Αλεξανδρος Μεντζελοπουλος**
26. **Δημητρης Μιχαλος**
27. **Πάρις Παπαθεοδώρου**
28. **Φαιδων Παπαθεοδωρου**
29. **Γεωργιος Παστρικος**
30. **Ελενα Πισσα**
31. **Κωνσταντινος Σακελλαρης**
32. **Δρ. Ανδρεας Σιουλας**
33. **Νικολαος Συμεωνιδης**
34. **Γεωργιος Σφηκας**
35. **Ηλιας Χριστοφης**