

# P3A

## PAPHOS THIRD AGE

### **ARTICLES OF ASSOCIATION**

#### **CONTENTS**

1. Name, objectives and address
2. Membership
3. Honorary Membership and Guests
4. The Committee
5. Committee Meetings
6. General Meetings
  - All General Meetings
  - Annual General Meeting
  - Extraordinary General Meeting
7. Finance
8. Dissolution of Paphos Third Age
9. Other matters
10. Schedule of Officers' duties and obligations

## **1. NAME AND OBJECTIVES**

- 1.1 The name of the Organisation is Paphos Third Age (hereinafter referred to as (“P3A”))
- 1.2 The official logo of P3A is as represented at the head of this document or as may be changed at any time in the future in accordance with the provisions of clause 6.1.7 below.
- 1.3 It is intended that these Articles of Association are compliant with the Association and Institutions and Other Related Matters Act of 2017 (Republic of Cyprus) and any subsequent additions and amendments to it.
- 1.4 P3A is a non-commercial, non-religious, non-political, not-for-profit organisation consisting of various interest groups and managed by a committee. Groups include Bridge, Walking Football, lectures, discussions, creative hobbies and many other activities which comply with its objectives.
- 1.5 Its objects are to enable people, and in particular those no longer in full time gainful employment, and residing (permanently or temporarily) in Paphos and the surrounding locality to extend their knowledge and informal education; also, to enable their participation in other physical and social activities, whilst enjoying social contact with other members.
- 1.6 P3A has no headquarters or other regular place of business but operates from various locations in the Paphos District which is regarded as the seat of the Association.

## **2. MEMBERSHIP**

- 2.1 Membership of P3A is open to all persons over the age of 18 years who are interested in furthering the objectives of P3A and who have paid the joining fee (if any) and annual subscription.
  - 2.1.1 At the sole discretion of the Committee, and on a year by year basis, leading volunteers such as the Group Leader and Assistant Group Leader of an affiliated Group actively running a Group on 1<sup>st</sup> September annually, may be exempt from paying an annual subscription for the ensuing financial year, but shall otherwise be regarded as a member as defined in Section 2.1. Such exemptions must be validated or ratified by the members in General Meeting.

2.2 Subject to Section 2.1.1, the Committee may terminate the membership of any individual if the annual subscription is not paid within four months of the due date by giving notice in writing.

2.2.1 In these Articles of Association, “writing” shall include communication by e-mail or other electronic means agreed by the Committee from time to time.

2.3 All members have equal rights, including the right to vote at General Meetings, and may participate in any of the Groups of P3A, subject always to the consent of the respective Group Leader/s from time to time (whose decision shall be final).

2.4 The Committee may also terminate or suspend the membership of any individual who, in the opinion of the committee, acts in a way which is prejudicial to P3A No part of their joining fee and / or membership fee shall be refunded.

2.5 A member may resign membership by writing to the Membership Secretary. No part of their joining fee and / or membership fee will be refunded.

2.6 Upon ceasing to be a member, an individual shall cease to have any rights or obligations in or to P3A.

2.7 Membership may not be transferred or inherited.

2.8 A register of all members will be kept and amended from time to time as appropriate including, but not limited to, information regarding the exact numbers of any new members and removals from the membership during the current year.

3.

### **HONORARY MEMBERSHIP AND GUESTS**

3.1 Honorary Membership is awarded by the AGM, to persons nominated by any member of the Association. An Honorary Member may attend but shall have no vote at a General Meeting. An Honorary Member shall not be required to pay a membership fee.

3.2 A member may take up to two Guests to any of the Groups which the member attends with the agreement of the Group Leader. Guests may not attend meetings for a period of more than four weeks in any one year. Guests shall not be charged a joining fee or a subscription.

#### **4. THE COMMITTEE**

- 4.1 The activities and finances of P3A shall be managed by a Committee elected by P3A members at the Annual General Meeting. It shall consist of:
- 4.1.1 Six officers being Chair, Vice-Chair, Treasurer, Secretary, Membership Secretary and Group Coordinator. The detailed duties and obligations of the Officers are set out in Schedule 1 to the Articles of Association.
  - 4.1.2 Up to three other elected Committee members.
- 4.2 Committee members shall serve for one year and may then stand for re-election with the exception of the Chair who shall not hold that office for longer than three consecutive years.
- 4.3 The Committee may appoint sub-committees of members for specific tasks, but always include at least one member of the Committee, who shall advise the Committee of the sub-committee's findings.
- 4.4 The Committee shall have powers to create and amend administrative guidelines, provided that these do not conflict in any way with the Articles of Association.
- 4.5 The Committee shall have all powers necessary to carry out the business of managing P3A except those matters listed in 6.2.2 which shall be subject to the approval of members in General Meeting.
- 4.6 In the event of a committee member being convicted of a criminal offence involving lack of integrity or moral obscenity, any decision regarding the removal of that member shall be decided at a General Meeting.
- 4.7 Any committee member having a conflict of interest relating to matters brought before the Committee, shall declare that conflict of interest and not take part in discussion and voting upon the matter.
- 4.8 The Chair for the time being, or failing him/her, the Vice-Chair, or failing him/her, the Secretary of P3A shall be the designated person to represent P3A in all matters In-Court or Out-of-Court in the Republic of Cyprus.

#### **5. COMMITTEE MEETINGS**

- 5.1 There shall be at least four Committee meetings in each year of office.
- 5.2 Additional meetings may be called by the Chair or at the request of at least one third of the Committee members.
- 5.3 The Secretary shall give Committee members 14 clear calendar days' notice of Committee meetings.
- 5.4 In the event of a Committee meeting being called without the required period of notice as in 5.3 above, the meeting shall be valid provided all those entitled to attend, agree to waive such notice.
- 5.5 A quorum shall be 50% of the members plus one person.
  - 5.5 If necessary, the Committee decisions shall be made by a majority vote with the Chair having a casting additional vote in case of a tied vote.
  - 5.6 A summary of the proceedings of meetings shall be kept and these minutes presented for confirmation at the following meeting. The approved minutes shall be made available for inspection by P3A members on request.
  - 5.7 A member of the Committee shall cease to hold office if he/she is absent without permission of the Committee for three consecutive meetings, subject to ratification by a General Meeting.

## **6. GENERAL MEETINGS**

### **1. All General Meetings**

- 6.1.1 The Secretary shall give 21 clear calendar days' notice (excluding the date upon which the notice is given and the date of the intended meeting, but including weekends), of a general meeting to members, who shall be entitled to attend and vote at the meeting.
- 6.1.2 Accidental omission to give notice to any member shall not invalidate the proceedings of any general meeting.
- 6.1.3 Resolutions at general meetings shall be passed by a majority vote of the members present except for a resolution to change the Articles of Association when 6.1.7 shall apply.

- 6.1.4 All voting at general meetings shall be only by a show of hands by paid-up members present. No proxy votes shall be accepted.
- 6.1.5 The Secretary shall be notified of proposed motions or changes to the Articles of Association at least fourteen clear calendar days, and amendments to such proposals at least seven clear calendar days, before the Meeting. The secretary shall notify members of these proposals and amendments as soon as possible.
- 6.1.6 For the conduct of the ordinary business of a General Meeting, a quorum shall comprise 50% + 1 of members who are present by the scheduled start time of the General Meeting.
- 6.1.7 In the case of a postponement of General Meeting, a quorum at the re-convened meeting shall comprise 30% of the members or 11, whichever is the greater number.
- 6.1.8 Any required change to the Articles of Association, shall only be effected by a resolution put to a General Meeting at which three quarters of the members present vote in favour.

## **2. Annual General Meeting (AGM).**

- 6.2.1 There shall be an Annual General Meeting of the P3A held before 15<sup>th</sup> November each year.
- 6.2.2 At the AGM the agenda shall include:
  - a. Apologies for absence
  - b. Approval of minutes of previous AGM and any matters arising
  - c. Chair's report
  - d. Treasurer's report, including presentation of the audited accounts
  - e. Consider proposals from the committee for changes to the annual subscription
  - f. Appointment of Auditor
  - g. Vote on motions submitted in advance (see 6.1.5)
  - h. Cessation of membership of the Committee (if applicable)
  - i. Amendments to the Articles (if applicable)
  - j. Changes of the objectives of the Association (if applicable)
  - k. Dissolution of the Association (if applicable)
  - l. Election of Committee
  - m. Any other business
- 6.2.3 A Committee for the following year shall be elected. Nominations for election to the Committee, signed by a proposer and seconder with the nominee's

consent, must be made in writing to the Secretary at least 7 days before the AGM. Should nominations exceed vacancies, election shall be by secret ballot of those present at the Meeting. At the conclusion of the elections the elected Chair shall take the chair and members of the new Committee shall take office.

### **3. Extraordinary General Meeting (EGM)**

6.3.1 The Committee may at any time convene an EGM and, in the event of receipt of a written request by 10% of P3A members, must do so not later than 28 clear calendar days following that receipt.

6.3.2 Notice of the EGM shall specify the business of the EGM which shall be restricted to this business.

## **7. FINANCE**

7.1 The principal source of income of P3A shall be the receipt of membership fees.

7.2 Other income may, from time to time, consist of the excess of entrance fees for specific events, talks and seminars, over the direct costs attributable to them, donations and legacies from members and investment income such as bank interest, bond interest, and dividends.

7.3 P3A shall at no time conduct any trade, business or other for-profit activities.

7.4 The amounts of the joining fee and annual subscription shall be proposed by the Committee for validation at the General Meeting.

7.5 The funds of the organization shall be kept in a bank account designated for the purpose and/or in the form of a cash float or floats. All funds shall be managed solely for the benefit of P3A activities in such terms and such manner as may be decided by the Committee from time to time. All bank accounts shall be operated by any two of three designated signatories.

7.6 In addition to expenditure covering general running costs of P3A, specific payments may be made to Groups for the acquisition of equipment and other purposes solely related to the proper operation of that Group. The Committee may also agree from time to time to lend funds to individual groups, to be repaid without interest, upon such terms and conditions as the Committee may decide.

- 7.7 No member of P3A including committee members, shall receive any payment, salary or remuneration for services rendered to the organisation, except for any reasonable and approved expenses properly incurred by that member or committee member on behalf of P3A.
- 7.8 The Auditor may not be a member of the Committee and shall audit the accounts of P3A in accordance with generally accepted accounting practice and respecting the principle of transparency in the Republic of Cyprus.
- 7.9 P3A shall not own immovable property in the Republic of Cyprus or elsewhere.
- 7.10 The financial year shall run from 1<sup>st</sup> September to 31st August annually.
- 7.11 Assets acquired for use by P3A members and individual Groups, including equipment and consumable items, shall be deemed held in trust by the Chair, Secretary and Treasurer as Trustees on behalf of all the members.
- 7.12 A copy of the audited annual financial statements shall be submitted to the appropriate District Officer within seven months of the end of each financial year.

## **8. DISSOLUTION OF P3A**

If the Committee or members decide that it is necessary to dissolve the organisation, an EGM shall be called stating the terms of the resolution proposed. Subject to approval of the members as set out in 6.1.7 above, the Committee shall have the power to sell any non-cash assets held by or in trust for the P3A. All funds remaining after the satisfaction of all proper debts and liabilities shall be given to other such associations or charities in the Republic of Cyprus having objects similar to, or as near as possible to the objects of P3A. No property of P3A shall be distributed in specie or in kind to any member or members of P3A.

## **9. Other matters**

For any matter that does not have a special provision in the Articles of Association, as well as any matter in respect of which there is ambiguity, the provisions of the Unions and Institutions and Other Related Issues of the Law of 2017 (Law 104 (I)/ 2017) and the Amending Law of 2018 (L.76 (I) /2018) and any future amendments apply and prevail.



## **SCHEDULE 1**

### **DUTIES AND OBLIGATIONS OF THE OFFICERS OF P3A**

#### **Chair**

The Chair is responsible for leadership of the Committee. In particular, he/she will:

- a. Chair Committee and General meetings.
- b. Ensure effective operation of the Committee and its sub-committees in conformity with the highest standards.
- c. Ensure effective communication with Members and relevant external bodies.
- d. Together with the Secretary, set the agenda, style and tone of Committee discussions to promote constructive debate and effective decision-making.

With the Committee:

- a. Be responsible for leadership and management of P3A.
- b. Develop strategy proposals and ensure that agreed strategies are reflected in the operation of P3A.
- c. Plan acquisition of equipment and skills to ensure that P3A has the capabilities and resources required to achieve its plans.
- d. Develop processes and systems to ensure efficient operations.
- e. Be responsible to the Membership for the performance of P3A consistent with agreed plans, strategies and policies.
- f. Ensure that Committee succession and development plans are in place and discussed in Committee from time to time.
- g. Represent the P3A to/with other organisations.
- h. Establish sub-committees and working parties where necessary.
- i. Deal with any complaints or grievances from P3A members.

#### **Vice-Chair**

- a. To assist and support the Chair in ensuring that the agreed tasks and functions of P3A are carried out.
- b. To Chair meetings of P3A when the Chair is not present
- c. Together with the Chair, to represent P3A and promote its aims and ideals.

#### **Secretary**

- a. Prepare and circulate amongst the Committee the agenda for Committee meetings and to take, circulate and keep minutes of all Committee and General Meetings and any other matters of record.
- b. Assist the Chair and Committee with correspondence when required.
- c. Advise upon the constitution and its application to the affairs of P3A.
- d. To use best endeavours to ensure compliance with any requirements imposed by law e.g. relevant licences

- e. Prepare and serve on the membership such notices as are required by the constitution including, the notice and agenda of General Meetings.
- f. Ensure venues are booked for Committee and General Meetings.
- g. Maintain an up to date information file containing essential documents, minutes and correspondence
- h. Writing and replying to correspondence as necessary
- i. Maintain an electronic archive of relevant minutes, agendas, correspondence etc.

### **Treasurer**

To account to the Committee and the membership in respect of the following:

- a. Management of finances by ensuring adequate accounts and records exist.
- b. To present a draft budget to the Committee for each financial year which shall be subject to approval by the General Meeting.
- c. To make any other recommendations of a financial nature and to monitor the agreed budget throughout the year.
- d. Ensure that all funds are used appropriately.
- e. To ensure the prompt banking of funds and manage all bank accounts.
- f. To obtain and amend signatories to bank accounts as agreed by the Committee.
- g. To pay all bills that fall due subject to prior approval of the Committee.
- h. Maintain up to date records of all transactions and records of income and expenditure and to retain such records for a period not less than seven years.
- i. Preparation of year end accounts and to present to the Auditor and Committee and Membership at the AGM.
- j. To present a financial summary (verbal or written as appropriate) to every Committee Meeting.
- k. To receive financial statements as deemed appropriate from those Group Leaders who receive and spend money for materials or expenses. Such statements are not required when the only expenses incurred are for any of the following: refreshments, room hire, consumable materials or photocopying.
- l. Maintain the Asset Register.

### **Membership Secretary:**

- a. Reply to membership enquiries. Enrol and welcome new members.
- b. Record members' details on a master spreadsheet and ensure safe back-up of membership data. File and keep the signed application forms for a period of not less than seven years.
- c. Produce and email a welcome letter and an electronic membership card to new members, or such proof of membership as may be decided by the Committee from time to time. Produce and distribute a welcome letter and membership card to new members who do not have access to an email address.
- d. Issue renewal stickers for existing cards annually to members once they have renewed their membership.
- e. Issue annual subscription notification and subsequent reminders as necessary.
- f. Liaise with Group Leaders, collect and record all subscription payments and pass all monies to the Treasurer.

- g. Maintain P3A's master email list on the Mailchimp system (or such other as may be used from time to time).
- h. Respond to all General enquiries submitted via the P3A website.

### **Group Co-ordinator**

- a. Support Group Leaders and potential Group Leaders as required.
- b. Be pro-active in encouraging start-up of new groups.
- c. Report to the Committee on the progress and development of groups and to suggest new groups that might be formed
- d. To maintain and update the Group Leaders Handbook as appropriate and to issue the Handbook to all Group Leaders
- e. Liaise with Group Leaders. Organise Annual Group Leaders lunch and Meeting to discuss issues of common interest.
- f. Ensure that the group information on the P3A website is kept up to date by liaising between the Group Leaders and the Website Manager.
- g. Advertise new groups and promote existing groups to the P3A membership via articles in Ad Lib and the Mailchimp system.
- h. Maintain details of venues which are available for groups to use and source any new venues which may be suitable.
- i. Liaise with Aphrodite Third Age and another other similar organisation to advertise their monthly meetings to the P3A membership via the Mailchimp system