



**ΣΥΝΔΕΣΜΟΣ ΔΙΕΥΘΥΝΤΩΝ ΚΛΙΝΙΚΩΝ ΕΡΓΑΣΤΗΡΙΩΝ,
ΒΙΟΙΑΤΡΙΚΩΝ ΚΑΙ ΚΛΙΝΙΚΩΝ ΕΡΓΑΣΤΗΡΙΑΚΩΝ ΕΠΙΣΤΗΜΟΝΩΝ
ASSOCIATION OF CLINICAL LABORATORY DIRECTORS,
BIOMEDICAL AND CLINICAL LABORATORY SCIENTISTS**

ARTICLES OF ASSOCIATION

NAME

1. An Association with separate legal personality under the name of ASSOCIATION OF CLINICAL LABORATORY DIRECTORS AND BIOMEDICAL AND CLINICAL LABORATORY SCIENTISTS is hereby Established in Cyprus.

SEAL

2. The Association has a round seal with its name.

REGISTERED OFFICES

3. The Association's registered office should be in Nicosia, though the Association, upon resolution of the General Meeting may establish annexes in other cities in, Cyprus. The relations of which to the Association are laid down by regulations set forth and voted as provided in the Articles of Association.

OBJECTS

4. The Association's Objects are:

- (a) The legal entrenchment, recognition and protection of the scientific sector of the clinical laboratory scientists as an independent scientific class.
- (b) Taking measures and coordinating activities towards all Authorities or persons in order to achieve the aims failing under (a).
- (c) The Coordination of the members' activity and the development of a sense of responsibility of the clinical laboratory scientists for the effective, coordinated and well-organized confrontation and the fair solution of the serious problems they encounter.

- (d) Achieving a profound unity and coordinated action among all members of the Association and solidarity among them.
- (e) The collaboration of the Association with other Associations for the protection of the profession and the professional freedom.
- (f) The collaboration of the Association with organized professional organizations to achieve the foregoing aims or any other Issue related to the profession of the clinical laboratory scientists.
- (g) Monitoring the progress of the clinical laboratory science for continuous training of the union's members.
- (h) The overall well-being, progress and professional development and promotion of the profession.

MEANS

5. The Association aims at the realization and achievement of its purpose using the following means:

- (a) The organization of conferences, seminars and other professional events.
- (b) The publication of magazines and other printed bulletins to be distributed for free.
- (c) The operation of offices and lobbies.
- (d) The collaboration with corresponding Associations in Cyprus and abroad.

RESOURCES

6. The Association's resources will be:

- (a) Members' registration fees and their annual -contributions, as set forth by the articles of association or amended upon resolution of the General Meeting.
- (b) Income arising from the Association's property and income from several events.

MEMBERS

7. The Association's members may be regular and Honorary. Any reference in the Articles of Association to the members means, save as otherwise expressly provided, only the Regular members.

8. The General Meeting, upon recommendation of the Board of Directors, confers honorary memberships upon individuals that have provided exceptional services to the science, the association or the society.

9. The regular members are individuals that have been entered in the Members Register according to articles 10, 11, 12 as well as the Association's founding members.

TERMS OF MEMBERSHIP

10. The following can be registered as members of the association:

(1) The directors of clinical laboratories registered in accordance with Law 132/88.

(2) Citizens of the Republic of Cyprus or spouses of citizens of the Republic of Cyprus, whose usual residence is in Cyprus or citizens of European Union member-states that hold a university degree in any field of the biomedical and clinical laboratories science. Note; The definition of the biomedical Science is set by law and the directive of the European Council.

11. Provided that article 10 is observed, any individual wishing to become a member of the Association shall file to this purpose an application to the Board of Directors. The Board shall either approve or reject the said application no later than 30 days after the date of submission.

12. if the Board of Directors rejects the application for membership or if the Board does not reply within the period of 30 days provided for in article 11, then the applicant is entitled to refer to the General Meeting whose decision on the issue will be final.

13. Upon approval of the registration application, the applicant is considered a member of the Association once he pays 20.00 Cyprus pounds; that is, the registration fee.

MEMBERS' RIGHTS

14. The members of the Association are entitled to all rights and benefits as these are set forth in the Articles of Association.

15. A member of the Association is entitled to stand for election given that dues to the Association are paid according to article 21. The member is also entitled to stand for election once a period of 3 months has passed since his registration to the Association.

16. All members - Regular or Honorary - are entitled to submit any suggestion or issue to the Board of Directors and each Regular member is entitled to ask from the Board any information or explanation on any issue related to the Association or its members.

17. All members. Regular or Honorary, are entitled to participate in Committees that the Board of Directors forms for the promotion of the purpose and goals of the Association.

18. All members, Regular or Honorary, are entitled to submit in writing to the Board of Directors issues related to the purposes of the Association.

19. Any member may ask the Board of Directors for copies of the Association's Annual Account Statement.

MEMBERS' OBLIGATIONS

20. The members shall provide their services towards the achievement of the Association's objects according to the resolutions of the Board of Directors and the General Meeting.

21. All members shall pay in time their dues, amounting at 20.00 Cyprus pounds per year. This amount may only be amended upon approval of the General Meeting,

MEMBER'S DELETION

22. (a) A Member of the Association that following proper notice to pay his contribution refuses or fails to conform, 2 months after reception of such notice regarding the payment of the contribution, is deleted from the members' register. A decision by the Board of Directors is required for the deletion of a member according to this article.

(b) A Member deleted from the members' register as provided in article 22(a) is entitled to re-register, though by paying in addition to the contributions delayed the amount of 30.00 Cyprus pounds in the form of fine.

MEMBERS' EXCLUSION

23. (1) The General Meeting is entitled to exclude a member of the Association upon recommendation of the Board of Directors on the following cases:

(a) A member's behaviour contrasting the Association's membership obligations or being contrary to the capacity of being member of the Association.

(b) A member's behaviour that conflicts with the articles of association in general, the internal regulations and the Association's best interest.

(c) A behaviour adverse to the aims and goals of the Association.

(d) Generally unethical behaviour towards the colleagues.

(2) The resolution of the General Meeting to exclude a member is made by majority of the members being present and having, a right to vote.

MEMBER'S RESIGNATION

24 (1) A Member of the Association is entitled to resign once he/ she has submitted to the Board of Directors a written application to this purpose.

(2) A member deleted from the members' register following resignation, is entitled to re-register as a member, though after following the member registration procedure lay down in articles 10, 11. 12 and after settling all obligations towards the Union. It is understood that re-registration provided in article 24(2) shall not conflict with the provisions of article 22.

PROPERTY OF THE ASSOCIATION

25. All mobile and real property of the Association is registered in the name of the Association and the Board of Directors is responsible for its management.

ADMINISTRATION BODIES

26. The Union's administration bodies are:

1. The General Assemblies, being the higher body.
2. The Board of Directors

GENERAL MEETINGS

27. The General Meetings of the members are divided into: Regular and Extraordinary.

28. The Ordinary Meetings are convened by the Board of Directors once a year, following 21 days of prior notice sent to the members in person.

29. The Extraordinary General Meetings are convened by the Board of Directors either on its own accord or when this is deemed purposeful or useful, or upon a request signed by % of the members. If the Board of Directors fails within a month to convene a meeting that has been requested in the foregoing way, the applicants convene the meeting themselves.

30. The notice convening any of the assemblies includes the place, time, day and agenda of the Meeting.

31. The Extraordinary Meetings save for the cases provided in article 32 are presided by the Chairman of the Board of Directors.

32. The Ordinary Meetings, as well as the Extraordinary, are convened on issues of motion of censure of the entire Board of Directors, or on issues provided in articles 50 and 68. are presided by a member that is not part of the Board of Directors and is elected by the Meeting by simple majority of the people present and having the right to vote. A Secretary is also elected so as to keep the minutes.

33. In case of elections, the Meeting elects a Three-member Supervisory Committee, consisting of the Chairman, the Secretary and one member which supervises and carries out the elections. .

34. The agenda of the Ordinary General Meetings shall include:

1. A report of the proceedings.
2. An account statement audited by the elected auditors as well as a report drawn up by an approved accountant.
3. Approval of the foregoing.

4. Several issues to be registered upon approval of the agenda and
5. Every 2 years - election of the Board of Directors.

35. Only the members that have paid their contributions to the Association till the day the Meeting is convened have the right to vote and participate in the Meetings.

QUORUM

36. (1) A quorum of the Meeting is reached only when at least 1/3 of the Association's members are present.

(2) When half an hour after the time set for the meeting the quorum is not reached, then the present members - independently to their number – are considered to constitute a quorum and the general meeting may conduct its proceedings.

VOTING AND RESOLUTIONS

37. The resolutions of the General assemblies are passed on show of hands, unless as otherwise requested by at least 10 of the members being present. By exception, voting for elections is carried out by secret ballot.

38. Resolutions, save for the cases explicitly stipulated by the Law and the Articles of Association, are passed by simple majority of the members being present.

BOARD OF DIRECTORS

39. The Board of Directors is the body that undertakes the administration of the affairs and the achievement of the Association's objects.

40. The Board of Directors consists of 9 members, the Chairman, the Vice-Chairman, the Secretary General, the Treasurer and 5 Directors.

41. The members of the Board of Directors are elected every, 2 years by the Association's General Meeting during the Ordinary Meeting by secret ballot, applying article 33.

42. The Board of Directors carries out its initial meeting immediately after or no later than 8 days after the elections in order to be set up as a body.

43. The Board of Directors reaches a quorum and meets in time, when at least four members are present, one of which shall be the Chairman or Vice-Chairman.

44. The Board of Directors directs the Association's actions, implements the resolutions of the General Meeting, manages the Association's property, composes regulations according to the Articles of Association aiming to the smooth conduct of the Association's activities in order to achieve the goals and generally administrates under the supervision and control of the General Meeting.

45. The Board of Directors may meet every 15 days and extraordinarily whenever deemed necessary, upon convocation by the Chairman or 3 members of the Board of Directors. The resolutions of the Board of Directors are entered in the books of minutes and signed after their ratification by the Chairman and the Secretary General.

46. The Board of Directors makes decisions by simple majority of the members present.

47. Every member of the Board of Directors may resign from his position by written letter addressed to the Board of Directors.

48. In the case foreseen in article 47 the new member of the Board of Directors is appointed by the Board of Directors, among the runner-ups by order of votes or if the runner-ups refuse to accept such appointment or no other runner-up exist, the Board of Directors appoints any of the members to the vacated position.

49. The Board of Directors may resign upon convocation of an extraordinary general Meeting to that purpose, where the resignation is submitted and a new Board of Directors is elected. The Board of Directors, is deemed as resigned when at least four of its members resign.

CHAIRMAN

50. The Chairman represents the Association. He represents the Association before the Court and at extra judicial matters as well as before any Public Authority. He convokes General Assemblies as well as the meetings of the Board of Directors, looks after the observation and execution of the decisions made by the General Meeting and the Board of Directors, sees about the publication of the proceedings during his term, signs along with the Secretary any document of the Association and together with the Treasurer signs the orders for collections and payments.

VICE-CHAIRMAN

51. Substitutes the Chairman when the latter is absent or impeded, processes the internal regulations and assists the Chairman in the execution of his duties.

SECRETARY GENERAL

52. The Secretary General has the following duties:

(a) Keeps the books of minutes in which all decisions of the Assemblies are entered, which are ratified at a common meeting of the Chair members together with the Board of Directors within a month after the Assemblies take place and are signed by the Secretary General and the Chairman- The minutes of the Board of Directors' meetings are ratified at the next meeting of the Body and are signed by the Chairman and the Secretary General.

(b) Keeps the Register of the Association including the name of each member, his/her serial number, his address, titles and the date of registration, the contributions paid and the date he/ she ceased being a member.

(c) Carries out the correspondence, seals and signs all documents and letters and keeps dossiers in which he keeps the incoming documents and copies of all outgoing documents and letters,

(d) He/she is responsible for the observance of the Articles of Association and sends to the competent authority by law:

1. Application for registration or amendment of the Articles of Association.
2. Notification of change of registered offices or address of the Association.
3. Any other documents required by Law.

TREASURER

53. Duties of the Treasurer:

(a) He/ she is responsible for keeping the accounts of the Association and collect, pay, keep or control the cash and funds of the Association.

(b) Keeps:

a. A Book of Treasure in which all collections and payments are entered fully and in exact details.

b. Duplicate of receipts for the issue of numbered receipts for all money received or collected for or on behalf of the Association.

c. Duplicates of payment receipts for the issue of numbered receipts for all money paid by or on behalf of the Union.

(c) Keeps a property book that includes all property and assets of the Association and their corresponding value.

(d) Provides to the 'Assemblies and the Board of Directors exact and true accounts, for all money received and paid by him in the period of time that went by since he assumed his duties or if accounts were given in the past, since the date that such accounts were given. He also accounts for the rest of money at his possession, together with the bank notes, securities or other things entrusted upon him to keep.

(e) Gives to the competent Authority by law detailed accounts for the funds of the Association for a given period upon request.

(f) Deposits any amount to the Bank that the Board of Directors has approved, though without having the right to withdraw money without the signatures of himself, the Chairman or the Secretary General. He is allowed to keep some cash up to 100 Cyprus pounds.

(g) Collects directly the contributions of the members and any other amount

belonging or paid to the Association and issues receipts that bear the Association's seal.

(h) One month prior to the General Meeting delivers accounts to the approved accountant to audit them.

ELECTIONS

54. The elections of the Board of Directors according to article 41 of the Articles of Association are conducted following the discussions of the topics included in the Agenda of the Meeting.

55. For the purposes of the elections, the General Meeting elects 3 supervisors. See article 33

56. If the number of the candidates is not higher than 9 as foreseen by the Articles of Association, then the President of the Meeting proclaims the 9 candidates as members of the new Board of Directors, The submission of the candidacies shall take place in writing and be supported by another two members before the opening of the General Meeting.

57. If the number of the candidates is over 9, then the Meeting moves on to the conduct of the elections for which the articles regarding the General Assembly's apply

58. The President hands to all members having a voting right one ballot that bears the Association's seal and the President's initials. The voter writes on his ballot 5 to 9 names, meaning those he wants to vote throws the ballot in the ballot box supervised by the supervisors and the President-

59. The President takes note of the members' name that voted and when voting is over, the supervisors proceed to counting the votes. A ballot with more than 9 or less than 5 names or any indication of the voter's identity is deemed null.

60. The 9 candidates to obtain the largest number of votes are proclaimed members of the Board of Directors, while the 3 next are the runner-ups. In the event of halved notes, the decision is made by lot,

61. After the election, the President of the Meeting writes in the book of minutes the number of the members that voted, the names of the members elected and the runner-ups as well as the number of votes that each candidate received. The President of the Meeting and the supervisors sign the relevant minutes. Upon understanding with the newly elected Board of Directors, the first meeting is convened for the establishment as a body, which is presided by him.

62. Upon the election of the Board of Directors' members, two auditors are elected in the way that the G.A. decides.

DISQUALIFICATION OF EXECUTIVES

63. The members of the Board of Directors may be disqualified by the General Meetings in case a vote of censure is passed against them by 1/3 of the Association's members that have paid up their contributions as provided in article 21.

64. The General Meeting that exercises the power to disqualify any Director is obliged to hear the defence of the person or persons accused before judging their case. The decisions on issues of censure are made as stipulated in the Articles of Association,

65. The Board of Directors, before withdrawing for any reason whatsoever from its position, delivers to the president of the General Meeting all money, books, documents, receipts or any other property of the Association that it holds or controls. The President shall deliver all such instruments to the Chairman of the new Board of Directors.

EXAMINATION OF ACCOUNTS

66. The accounts are audited at the end of the year or when the Board of Directors, the auditors or 1/3 of the members deem it necessary and after submitting a request in writing for this purpose to the Board of Directors. The accounts statement, as aforementioned, is submitted to the Ordinary or Extraordinary General Meeting together with the auditors' report. A copy of the auditors' report is hanged at the Association's board.

INSPECTION OF BOOKS AND RECORDS

67. Each member of the Association or person that has an interest in the Association's funds is entitled to inspect the books and records, upon request in writing to the Board of Directors. Each member is entitled to inspect the member's Register after signing for this purpose an application in writing and submit it to the Secretary General.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

68. The Articles of Association is amended or voided partially or voided partially or substituted upon decision of the members' meeting that is convened especially for that purpose. The decision of this meeting is made by voting and by majority of two thirds of the members present. The articles pertaining to the General Meeting's quorum apply correspondingly. The objectives are amended by consent of 3/4 of the Association's members.

INTERPRETATION

69. The Board of Directors decides on each issue for which there is no provision in the Articles of Association and interprets any provision of the Articles that may give rise to doubts.

DISSOLUTION OF THE ASSOCIATION

70. In case the Association is dissolved, its property is distributed to Charity institutions.

TEMPORARY COMPOSITION OF THE BOARD OF DIRECTORS

71. From 08/04/2006 till the next Ordinary General Meeting for the election of a Board of Directors, Demetris Demetriou and Francisco Rudas will be members holding the positions of Members of the Board of Directors.