

HELLENIC SOCIETY FOR BIO-MATERIALS

MINUTES OF CONSTITUTION AND CHARTER OF A NON - PROFIT CIVIL COMPANY

Under the name: HELLENIC SOCIETY FOR BIO-MATERIALS

In Athens today the..... those who sign in following in the present and in particular:

1.-....(list of names)

CHARTER

ARTICLE 1o

CONSTITUTION - NAME - QUARTERS

It is constituted in Athens the Scientific Company of non profit character with the name "HELLENIC SOCIETY FOR BIO-MATERIALS (H.S.B.)". The foreign title of it being "HELLENIC SOCIETY FOR BIOMATERIALS (H.s.b)". The Quarters of the company are in Athens, Thivon Street number 2, 11527.

ARTICLE 2o

THE SEAL

The Company's seal is circular which carries in its circumference its Greek and Foreign title, while in the centre the emblem of the company which represents the atomic construction of Titanium on which there will be the initials of its title. (*this has been altered to the present with caduceus and ionic pillar*)

ARTICLE 3o

THE PURPOSES AND THE MEANS

The purposes of the company are:

- 1.- The encouragement of scientific research in the field of Bio-materials as well as and their applications.
- 2.- The promotion of the science of composition and technical application of materials which are used for the substitution of missing tissues, organs and functions of the human body.
- 3.- The study of the engineering, physic and chemical attributes of Bio-materials as well as and the interaction amongst the different materials and amongst the materials and the biological tissues - fluids with an emphasis on bio-compatibility.

- 4.- The promotion of new research techniques for the study of the in vitro and in vivo behavior of the materials.
- 5.- Any other similar with the above purpose which is not expressly referred in this charter.
- 6.- The advancement of science and the technology of bio-materials.
- 7.- The mutual counter meeting and the promotion of the co-operation amongst academic science researchers, engineers and industry executives which activate themselves within the area of bio-materials.
- 8.- The interexchange of information and the effective following of the international events in the area of bio-materials.
- 9.- The contribution in the improvement of the training for bio-materials in our country.
- 10.- The support of programs and activities for the promotion of bio-materials in our country.
11. The representation of the Greek scientific and technological community which activates in the area of bio-materials in other relevant societies abroad.

The purposes will be achieved with every scientific mean and mainly through:

- 1.- the announcements of innovative research works which are going to be presented in conferences and conventions of the society.
- 2.- the co-operation with other scientific societies Greek and Foreign, and with the exchange of information of common interest amongst scientists of different direction, as well as and with a series of seminars with scientific specialists as guests.
- 3.- the programming and support of studies and researches.
- 4.- the organizing of Seminars, Lectures, Conferences, Issuing of Scientific Documents, Websites and every other lawful events for the promotion of the purposes of the Society.

ARTICLE 4o

THE DURATION OF THE SOCIETY

The duration of the Society is determined to be for 15 years from the date of the signing of the Charter and for 15 years that is till 17/6/2019.

ARTICLE 5o

THE MEMBERS

The members of the Society are distinguished in Founding, Regular and Honorary.

- A. **Founding Member** are the members which were present and co-signed the charter of the society in its founding Congress. The founding members are and regular as their attributes are determined in continuance.
- B. **Regular Member** may become every graduate of Health Science Schools, Positive science Schools as well as and Polytechnic Schools who is involved with any qualification (clinical, researcher, teacher, etc) with Bio-materials and their applications after he has filed an application to the Directing Board (D.B.) of the Society accompanied by a brief Curriculum Vitae signed by two regular members. Also regular members may be a scientific representative of every company which is activated in the area of bio-materials. The admission of a new member in the society takes place through a decision of the following General Congress of the society after the proposal of the Directing Board been taken in majority. The contribution for the enrollment is determined to the amount of 50.00 euros. Readjustment may take place after a proposal of the D.B. to the G.C. and the decision of the G.C.
- C. **Honorary Member** is declared by a decision of the D.B. in a congress of a scientific gathering a Greek or a Foreigner distinguished scientist who has great contribution in the scientific progress in the sector of Bio-materials and their applications.

ARTICLE 6o

THE MEMBERS 'S OBLIGATIONS

The regular members have the right of vote in the regular or urgent General Congresses or in the scientific congresses. Right of vote as members of the D.B. have only the regular members, provided that they have completed a year of duty.

All the members except the Honorary are obliged to pay besides their contribution for the enrollment and the amount of 30.00 euros as an annual contribution as individuals and the amount of 60.00 euros as representatives of any company. The adjustment of the amount takes place after a proposal of the B.D. and the decisions of the G.C. The regular members are obliged to follow regularly the General Congresses or scientific conferences of the company.

A member or members of the society are able to be used depending on their professional attribute in the main events of the society and the existing at times lawful procedures as far as it concerns the after the society agreement for the provision of their services, their fee and their main terms of this agreement.

The society is an non-profit one, has no obligation -neither it is permitted to distribute profit or pay interests, during its functioning or its dissolution, towards its members. Its members have the right of the refund of their offerings - contributions, provided that this has not been consumed.

The capital of the society can never be distributed to its members, but it is disposed during the whole of the duration of the duration of the society and by the competent institutions exclusively and only for the promotion and the realization of its purposes.

In the event of the dissolution of the company, the remaining cleared capitals, besides the contributions of the members, are disposed to a related operating Institution, Association or Society under a decision of the General Congress.

In the event of death, judicial prohibition, bankruptcy, exiting or erasure of a member by the society, the function of the society continues amongst the rest of its members.

ARTICLE 7o

THE ERASURE OF A MEMBER

The erasure of a member takes place under the decision of the majority of the $\frac{3}{4}$ of the present members of the General Congress after the suggestion of the D.B. or by the proposal of any whatsoever member of the society in the following instances:

- A. If the member delays his annual contribution for two years.
- B. He has an inappropriate behavior to the purposes of the Society.

In the event of a softer fault in contrast to the purposes of the society, the D.B. is able to impose administrative penalties such as:

- A. An oral remark.
- B. A written remark.
- C. A scolding.
- D. Temporary dismissal.

Every member has the right to abdicate with a written statement to the D.B. of the society.

ARTICLE 8o

INCOMES (PROFITS)

The incomes of the society are consisted by:

1. Contributions from its active members. The height of the contributions is determined every year by the G.C. after a proposal of the D.B. and may be different for natural persons and different for the legal persons.
2. Subsidies which may be offered by various institutions or organizations.
3. Any whatsoever incomes which are in accordance to the laws and the regulations of the society (Donations, publications, events, seminars, conferences, etc).

Every member of the society today contributed the amount of 50.00 euros (fifty euros) for the formation of the initial capital of the society, which rises today to the amount of two thousand six hundred fifty euros (2,650.00 euros).

ARTICLE 9o

THE DIRECTING BOARD

The society is governed by a 7member D.B. which is elected under a single ballot by the Regular General Congress for three years.

For the formation of the D.B. the seven with most votes under the diligence of the first in votes come together for the election of the Chairman, Vice-Chairman, Secretary, Treasurer and three members who have full ability to contract.

If they abdicate or in any manner fall from their office or there is lack of members in the D.B. during the duration of the as above three years, the rest of the members in an absolute majority of those present elect substitutes from the runner ups. In all cases the substitution election refers to the election of a simple consular and by the voting of the D.B. will take place the qualification of the newly elected.

ARTICLE 10o

THE OBLIGATIONS OF THE MEMBERS OF THE DIRECTING BOARD

The Chairman represents the society before every third party, the authorities, in Courts and co-ordinates in general its workings by enforcing the decisions of the D.B. In his absence all his powers are exercised by the Vice-Chairman, or in his absence the Secretary General.

- A. The Vice-Chairman substitutes the Chairman when he is absent.
- B. The Secretary General takes care of the Mail, maintains the records, seal, books (Minutes of B.D. - Minutes of the Gen. Congress - Minutes of Scientific Conferences - Record of the society members - Protocol of Incoming / outgoing documents). He signs along with the Chairman the payment orders and all the documents and minutes of congresses.
- C. The Treasurer is responsible for the financial administration of the company. He maintains a book of incomes - expenses and the property of the society. Every payment takes place with an order signed by the Chairman and the Secretary General. He is personally liable for the Treasury of the society and he disposes incomes in the name of the Society in one of the great banks. Withdrawal of money takes place only by an order which is signed by the Chairman, the secretary General and him. In his absence his duties are exercised by the Consular of the D.B. who is appointed by a decision of his.

For the members of the D.B. no fee is foreseen besides those expenses on the account of the society.

Any unjustified absence of a member of the D.B. in more than three consecutive congresses or more than six in a year provides the right to the rest of the members for his replacing. The same happens and for anyone who without justification neglects his duties.

If the whole of the D.B. abdicates the Urgent Congress which comes together elects a new one for the remaining time of its duration. Resigning as a whole is considered the D.B. if more than four members resign.

The D.B. administers the workings of the society it administers its property and accounts to the congress.

The D.B. comes together regularly once every two months.

It is possible the representation of a consular by another under a written authorization which is deposited to the Chairman or his Substitution.

TRANSITIONAL PERIOD

Transitionally, and till the day of the first General Congress, the administration of the society undertakes a three member temporarily administrative committee, one of whom is the chairman, which is elected by the whole of the founding members. The above three member committee are Mr Trianatfyllos Papadopoulos, Sub. Professor of the Athens Dental School, Mrs Ioanna Anastasopoulou, Sub. Professor N.M.P. and Mr Grigorios Polizois, Professor of the Athens Dental School.

ARTICLE 11o

CONGRESSES

THE GENERAL CONGRESS

Right to participate in the General Congresses have the Treasury Arranged members.

Right to vote have only the regular members of the society who have arranged their treasury obligations. The rest of the members are present in adviso in the General Congresses, they may take part in the discussion but have no right to vote.

The General Congress is in quorum when they are present half plus one of the treasury arranged members who have a right to vote. If no quorum is achieved the G.C. is repeated within 15 days, when it is considered that there is quorum independently of the number of those present.

The G.C. comes together regularly once every year or urgently each time which is gathered by the D.B., either by its own initiative or by an application of 1/5 of the registered members. The invitations are sent to the members at least fifteen days prior to the day of the Congress, and they contain the subjects of the daily discussion. The members which cannot be present may authorize any other member of the society. The G. Congress may come together and outside the quarters of the Society.

COMPETENCES OF THE GENERAL CONGRESS

The Competences of the General Congress are:

1. To determine the general lines of activities of the society and to reconfirm their realization.
2. To approve the annual report of the D.B.
3. To decide on the annual budget.
4. To elect and replace members of the D.B.
5. To elect and replace members of the inspection committee.
6. To determine contributions.
7. To name (appoint) Honorary members.

8. To decide upon changes of the charter, upon changes of the regulations and any other that may be asked upon the provisions of the law.
9. To decide the resolution of the society.

It is allowed the representation under an authority in every member, though two authorizations cannot be made to the same member. Also, it is lawful the participation of regular members of the province in the procedures of the Congress via a immediate electronic connection.

The decisions are made by an absolute majority of the members present besides the cases (6), (7) and (8) where a majority of 2/3 is required of those present. Absolute majority is considered that which concentrates half of the member who have the right to vote plus one.

The Highest Body of administration of the society is the Congress of the regular members which is distinguished in regular and urgent and is comprised only by regular members who have fulfilled their obligations of payment of contribution.

The regular Congress comes together every year under the proposal of the B.D. which determines the place, day and time and the obligatory the following subjects of daily discussion:

- A. Financial account for the management of the D.B. and the report of the activity in every year passed along with the report of the inspection committee for the relief of its members from every administrative liability and in general approval for those done and
- B. Election of a new D.B. in the event that the three year period of the D.B. has lapsed
- C. The Urgent Gen. Congress comes together as many times as there is a need to receive a decision upon some matter according to the judgment of the D.B. and obligatory if 1/5 of the members that has completed their obligations asks for this in writing for certain topics.

The Decisions of the Congress are taken as valid only for subjects of the daily discussions in absolute majority of the present members. Absolute majority is considered that which concentrates half of the members who have a right to vote plus one.

Every voting in a Congress which concerns precedence, matters of trust to the D.B., approval of account and personal matters is void if it is not in secret. Every voting in the rest of the matters takes place by the lifting up of the hand or by nominal calling, never though by voice.

In every Congress the Chairman of the D.B. presides while the duties of the Secretary are exercised by the Secretary General.

ARTICLE 12o

AMENDMENT OF THE CHARTER

This present Charter may be amended only by a decision of the regular or urgent Congress. For its valid amendment during the Congresses it is required the presence of at least half of the members of the society and the majority of those present.

This present constitutes of Codified Charter of the society "Hellenic Society for Bio-Materials".

Every amendment of this present charter must, in order to be valid be published as the Law commands.

ARTICLE 13o

LIQUIDATION OF THE SOCIETY

The society, when its duration is due, is set in jure under liquidation, which takes place according to the relevant laws. Provided that the General Congress of the members does not decide otherwise, the liquidation is carried out by the Directing Board of the society.

ARTICLE 14o

THE INSPECTION COMMITTEE

1. The financial activity of the society according to the determined and the present time of its duration, as well as and its liquidation, are under the financial inspection of the three member inspection committee, which is elected under a term equal to the term of the D.B. by the G.C. of the society's members.
2. The inspection committee subjects to inspection all in general financial activity of the society, the financial statement, as well as and its relevant documents and conducts reports which are notified to the D.B. as well as and the G.C.
3. The G.C. has the right to appoint and a special inspector, who is subjected in inspection, conducts reports and for particular matters even and subjects of society's administration and those reports he subjects them and to third parties, non members of the society, who have the lawful right to ask and to receive knowledge of these reports.

ARTICLE 15o

What is not foreseen by this Charter is filled by the provisions of the Civil Code, the laws for Civil non Profit-making Companies and the decisions of the General Congress and the D.B.

This present charter comprised by (15) fifteen articles, was approved and voted by the contracting parties and each one received one identical copy signed as it should by all.

The Contracting parties

(list of names)