

Constitution of the
European Association of Career Guidance
E.A.C.G



EACG

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CHAPTER I

GENERAL PROVISIONS

1. The name of the Association is:

“European Association of Career Guidance (EACG)”/

“Ευρωπαϊκός Σύνδεσμος Προσανατολισμού Σταδιοδρομίας (ΕΥ.ΣΥ.Π.Σ.)”

2. The name of the Association is legally reserved.

3. The seat of the Association will be situated in Cyprus at an address chosen by the Founding Members and the General Meeting. At the present stage the seat is at: Stasinou 36, Strovolos 2003, Off. 104, Nicosia, Cyprus.

4. The area of activity of the Association is the territory of the European Union. The Association may carry on its activities outside the borders of the European Union.

5. As of the date of being entered in the Register of Associations, the Association has the status of a private law legal entity.

6. The Association acts on the basis of this statute and the relevant Cyprus Legislation, i.e. the Associations and Foundations and Other Related Issues Law N.104(I)2017, which replaced the Associations and Foundations Law N57/72.

7. The Association may use a seal with the logo as shown above.



8. The Association may cooperate with other organizations in the context of unions of associations and conclude various cooperation agreements with private persons, legal entities and organized units having no legal personality in the territory of the European Union and outside its borders.
9. The Association will continue in existence, subject to the required criteria according to the provisions of the Associations and Foundations and Other Related Issues Law N104(I)/2017, as this may be amended or replaced.

CHAPTER II

AIM, FIELD OF ACTIVITY AND PRINCIPLES OF ACTIVITY

10. The purposes of the Association are the following:
 1. To enable the provision of information and experience exchange by the Counsellors of Professional Guidance;
 2. to make available provisions of Strategy 2020 and modifications thereof to academic and professional circles;
 3. to support the improvement procedure for educational and professional standards and quality in the territory of the European Union;
 4. to support and contribute to the European policy of Vocational Guidance and Employment;
 5. to organize training programmes for the Counsellors of Professional Guidance in promoting life-long learning (LLL);
 6. to organize seminars and conferences that will allow direct communication between the members of the Association among others, and the determination of new activity sectors for the Association;
 7. to prepare proposals in the context of European Commission funds;
 8. to work as coordinator or partner in European programmes;
 9. to produce publications of interest to the members.
11. The Association may carry on economic activity in accordance with the general rules defined by special regulations but not of a business nature, since it has a non-profit character. Any monetary amounts or other property assets acquired through activities of the Association shall exclusively be used to cover expenses in connection with the



achievement of the aims defined in this statute and may not be distributed among the members of the Association. The Association shall maintain a bank account in Cyprus.

12. A relevant congress will be held at least every two years in order to promote and highlight the Association, its activities and aims.

CHAPTER III

MEMBERSHIP QUALIFICATION, RIGHTS AND RESPONSIBILITIES OF MEMBERS

13. Membership of the Association is open to natural and legal persons engaged or having an interest in providing professional guidance advice. Legal entities may be represented by one official representative only. Any organization or person, whether European or not, who meet the above requirements, may become member of the Association, subject to the provisions of the Legislation.
14. The members of the Association are divided into regular members and honorary members, as well as supporting members of the Association.
15. Any person with full legally binding contractual capacity who has not been deprived of their legal rights may become a regular member.

A particularly important person or who has rendered a great service to the Association by contributing to the development of the concept and to the realization of the statutory objects of the Association may become an honorary member.

A legal entity, which declares its financial contribution or any other donation not accompanied by conditions which might undermine the independence of the Association, may become a supporting member of the Association.

The Regular members and the supporting members are admitted by decision of the Management Board of the Association, based on a declaration in writing and the said decision of the Management Board is subject to confirmation by the next General Meeting.

The capacity of Honorary Member is granted by the General Meeting of the members of the Association, based on a proposal by the Management Board of the Association.

The capacity of member cannot be delegated, transferred, ceded or inherited.

16. A Regular Member of the Association has the right to:
Active and passive voting in regard to all the bodies of the Association



1. Participate in all General Meetings of the members of the Association
2. Express his/her opinion on all issues concerning the activities of the Association
3. Participate in all forms of activities that serve the attainment of the legitimate aims of the Association
4. Participate in drawing up and implementing the programme of the Association
5. Benefit from all the privileges related to his capacity as member

A regular member of the Association has the obligation to:

1. Respect the statute, regulations and resolutions of the bodies of the Association
 2. Pay the member's subscription and all other charges to the benefit of the Association.
17. An honorary member of the Association enjoys all the rights held by regular members, save the active and passive voting right. Honorary members are not counted for the formation of a quorum. An honorary member is obliged to respect the statute, regulations and resolutions of the bodies of the Association. The honorary member is relieved of the obligation to pay a membership fee.
18. Supporting members of the Association have the right to attend the General Meetings and express their opinion on any activity of the Association, with the exception of the active and passive voting right. The Supporting members are bound to respect the statute, regulations and resolutions of the bodies of the Association. The Supporting members are obliged to pay their declared monetary contribution or any other kind of offering.
19. Membership shall be terminated as a result of:
1. voluntary resignation addressed in writing to the Management Board of the Association, following the settlement of all outstanding obligations towards the Association;
 2. a member's demise or deprivation of his/her rights or loss of an organization's status as legal entity;
 3. unjustified delay in paying the member's subscription and other charges for two consecutive periods;
 4. conviction of the member for an offence involving dishonesty or moral turpitude.

CHAPTER IV

ADMINISTRATIVE ORGANS OF THE ASSOCIATION



20. The Administrative organs of the Association are the following:

1. The General Meeting of the members,
2. The Management Board,
3. The Audit Committee and
4. The Independent Audit Committee.

21. The Management Board, the Audit Committee and the Independent Audit Committee are elected during the General Meeting. All the members of the Association take part in the election to and expulsion from the administrative bodies of the Association, as these are stated in paragraph 20, sections 2 and 3, by secret voting during the General Meeting.

A simultaneous nomination for the Management Board, the Independent Audit Committee and the Audit Committee of the Association is not permitted.

22. The administrative organs of the Association as mentioned in par. 20, sections 2 to 4, shall consist of the candidates who secured each the greater number of valid votes. In the case where two or more candidates have secured an equal number of votes, a new voting takes place in order to determine only one winner among the candidates who secured an equal number of votes.

23. In order to calculate the required majority of votes in the elections for the administrative organs of the Association mentioned in par. 20, sections 2 to 4, and also to adopt resolutions by the administrative organs of the Association, only votes “for” or “against” shall be taken into consideration.

24. The resolutions of the administrative organs of the Association shall be adopted in an open ballot by simple majority, provided that the body has formed a quorum (at least half the number of members plus one with a voting right being present), unless a provision of the statute provides otherwise. (The election of members, except those defined in paragraphs 23 and 30, shall be carried out by secret ballot).

25. The duration of the term of the elected administrative bodies of the Association, which are stated in paragraph. 20, sections 2 to 4, shall be 4 years. Each member of the Association may be reelected as many times as they wish, provided they qualify to become regular members. The officials in the administrative organs of the Association, who are citizens of the same country, may not exceed 2, in accordance with stipulation 39. An elected member of an administrative body may not hold at



the same time one of the executive positions of an administrative organ, which are distributed through appointment, such as those of the Executive Vice-President, Executive Secretary and Executive Treasurer.

1. GENERAL MEETING

26. The General Meeting is the highest authority of the Association, constitutes the supreme body and has residual jurisdiction over any issue of the Association not falling within the jurisdiction of another body. The regular members participate in the General Meeting with deciding votes while the honorary and supporting members, as well as selected experts and guests, participate without a right to vote. Each regular member has one vote.
27. The General Meeting has the following exclusive responsibilities:
1. approves the action plan of the Association and the budget
 2. approves the budget and the amendments thereof
 3. elects and dismisses the members of the administrative organs of the Association
 4. examines and approves the reports by the secondary agencies of the Association
 5. approves a resolution concerning the dissolution of the Association and the liquidation of its property assets
 6. repeals resolutions of the Management Board or the Audit Committee not in conformity with the law or the statute
 7. takes a stand on important questions of the Association
 8. makes decisions concerning the liquidation of the Association
 9. sets up sub-committees and assigns special duties to them
 10. Decides on the winding up of the Association
28. The General Meeting must have a quorum in order to make decisions on amending the statute and electing or dismissing members of the Management Board or the Audit Committee. A quorum is formed when at least half of the regular members plus one are present. In the case where less than half of the regular members are present, the General Meeting shall be postponed for 30 minutes. After the 30 minutes



have lapsed, all the attending regular members, albeit not less than 20, shall be deemed to form a quorum.

Provided that in the case of amending the objects of the Association, the positive vote or consent of $\frac{3}{4}$ of the members of the Association shall be required, as provided for in article 22 of the Associations and Foundations and Other Related Issues Law N104(I)/2017.

29. The General Meeting must function in accordance with its own regulations, which, however, may not be contrary to the provisions of the Associations and Foundations and Other Related Issues Law N104(I)/2017 and its possible amendments.
30. The deliberations of the General Meeting must be supervised by an Electoral Committee composed of: the chairperson, the deputy chairperson, two secretaries and one member. The Electoral Committee of the General Meeting shall be elected in an open vote by simple majority of the regular members present at the General Meeting, by members of the Association who will not be running for the Management Board or the Audit Committee of the Association.

A member of an administrative organ of the Association whose term of office has expired may not be a member of the selected electoral committee of the General Meeting. In the case where there is no interest on the part of the regular members for election to the electoral committee, the Chairperson may designate specific regular members. The electoral committee shall serve until a new management board is elected.

31. The resolutions of the General Meeting shall be binding on all the members of the Association, unless the General Meeting resolution that has been adopted for a specific matter is binding only on the member concerned.
32. The General Meeting may be convened either on a regular or extraordinary basis.
33. The Regular General Meeting shall be convened at least once a year, during the first nine months of each year by the Management Board. Every four (4) years the Regular General Meeting shall also be a Regular Electoral Meeting, unless it is extraordinarily convened at an earlier time, whereupon it shall be an Extraordinary Electoral Meeting.
34. The Extraordinary General Meeting shall be convened by the Management Board on its own initiative, either following a request by the Audit Committee or an application in writing by at least $\frac{1}{3}$ of the total number of regular members of the Association, stating the object and reason for the convention. The Management Board shall be obliged to convene the Extraordinary General Meeting within 2 months from the date the application of the Audit Committee has been received or the members' application referred to above.



35. A General Meeting convened by the Management Board in an extraordinary situation shall be seized only of issues for which it has been convened.
36. The Audit Committee shall convene the Regular General Meeting in case the Management Board fails to convene a General Meeting within the time limit defined in par. 33 of the Statute or by the Extraordinary General Meeting.

2. MANAGEMENT BOARD

37. The Management Board shall be composed of 7 members, of which 5 elected and 2 appointed by the General Meeting for the time period of four years. The Management Board shall perform its duties until the appointment of a new Management Board.
38. The Management Board shall be composed of the President of the Association, the First/or Executive Vice-President of the Association, two Vice-Presidents, an Executive Secretary and two members.
39. The appointed First Executive Vice-President and Executive Secretary must be regular members of the Association, appointed by organizations which are closely associated with the executive members designated by the Management Board of the Association.

The Association reserves the right to have its own independent seat in Cyprus, as stated in Article 3 of this Statute, which shall be supported by executive members of the Management Board and chosen by the regular members of the Association residing in the respective countries. The purpose of these appointed positions is to secure the smooth functioning of the Association in the country where its seat is situated along with its bank accounts.

40. The Management Board shall be obliged to meet within a day from the date of its election by the General Meeting, in order to be formed into a body as stated in paragraphs 38 and 39. The Management Board shall meet at least once a year.
41. The responsibilities of the Management Board are the following:
1. Representing the Association on the international plane
 2. Acting on behalf of the Association
 3. Managing the property assets of the Association



4. Managing the finances and the budget of the Association, including the approval of the Association budget
5. Convening the General Meeting
6. Setting out the action plan of the Association
7. Admitting persons as members of the Association as well as dismissing a member in order to maintain a properly updated Members Register of the Association
8. Implementing resolutions of the General Meeting
9. Determining the member's subscription fee and the mode of its payment, as well as providing relief from the obligation to pay a membership fee
10. Drawing up the regulations for Works/Activities of the Management Board in accordance with the resolutions as well as the regulations for the agenda of the General Meeting.
11. Other responsibilities assigned by the General Meeting in conformity with the statute
12. The members of the Management Board may, when deemed necessary, meet by teleconference and thereby decide to hold a General Meeting, including a Constitutional General Meeting, by teleconference when deemed necessary.
42. The Management Board shall submit to the General Meeting a report on its activities.
43. The Management Board shall be responsible for its resolutions and undertaken obligations.
44. The meetings of the Management Board should be convened by the President of the Association in accordance with the principles stated in the work regulations of the Management Board.
45. (1) Each member of the Management Board shall have one vote. In the case of a tie, the President of the Association has a casting vote.

(2) When a member of the Association is convicted of a criminal offence involving dishonesty or moral turpitude, the provision 16(2) of Law 104(I)/2017 shall apply.



46. The President is the official representative of the Association. A statement of intent on behalf and for the Association must be issued jointly by the President and the First Executive Vice-President. The financial obligations of the Association must be jointly assumed by the First Executive Vice-President and the Executive Secretary, following a written approval by the President of the Association.

Moreover, the President and when he is inconvenienced, the Executive Secretary, shall represent the Association both in its court and out-of-court cases. When both the President and the Executive Secretary are inconvenienced, the Association will be represented by another authorized person who is a member of the Management Board by the latter's decision.

3. AUDIT COMMITTEE

47. The Audit Committee shall be composed of three members of the Association who do not belong to any other administrative body.

48. The members of the Audit Committee shall elect a chairperson among their number. The chairperson manages the work of the Audit Committee and, together with the other two members of the Committee, defines regulations and the time schedules of the Committee for the duration of the term of administrative organs of the Association to which they are appointed.

49. The responsibilities of the Audit Committee shall cover the following:

1. overseeing all fields of the Association's current activity. More in particular, ensuring conformity of actions undertaken by the Association and its administrative organs in relation to the aims of the Association as regards the statute, financial programmes as well as its budget.
2. overseeing the activities of the Management Board
3. formulating assessments and views stemming from control procedures
4. applying to the General Meeting for the granting of approval to the annual report of the outgoing Management Board.

50. The Audit Committee shall submit a report of its activities to the General Meeting. The Audit Committee presents to the General Meeting its opinion concerning the implementation of the statutory aims by the Association.

5. INDEPENDENT AUDIT COMMITTEE

1. The Independent Audit Committee is independent and composed of three members, which are elected by the General Meeting of the Association.



2. Immediately after their election, the members of the Independent Committee elect one of its members as Chairperson.
3. The duty of the Committee is to audit exclusively the financial statements and the accounts of the Association and submit a report to the General Meeting on its findings.
4. Auditing of all the accounts and account books of the Association.

The auditing shall be carried out by a certified accountant appointed by the Management Board of the Association, who will not be a member of the Association and who will audit the account books and certify they are in good order at the end of each year. This person shall submit a written report on the accuracy of the account books to the Annual General Meeting along with his observations. The Management Board shall be obliged to forward the accounts and the report of the independent person or persons appointed by the Management Board to the Registrar, within 7 (seven) months at the latest from the expiry of the financial year.

5. The independent certified accountant shall carry out the audit of the account books and accounts, which are kept in accordance with Article 49 of N.104(I)/2017.

6. PRINCIPLES OF REPLACEMENT

51. The principles of replacement are as follows:

1. In case the number of the members of the Management Board is reduced, its composition shall be complemented through replacement by the runner-up members, who successively won the greater number of valid votes each in accordance with section 39. The replacement is valid until the end of the term.
2. If the member withdrawing from the Committee is an official, then the Management Board shall elect a new official among its members.
3. In case the appointed executives of the Management Board are reduced in number, the President shall ask the body responsible for appointments to designate a new executive official and if there is no response, the President may appoint an Executive Vice President from the regular members of the Association.

CHAPTER V ASSETS OF THE ASSOCIATION



52. The property assets of the Association may be composed of real estate, movable property and funds, other property or non-property ownership rights, and in particular:
1. members' subscriptions
 2. gifts and bequests to the Association
 3. grants, subsidies and non-repayable assistance
 4. revenues from the lawful activity of the Association
53. The Association may not carry on any business activity. Total income shall be used in expenses related to the achievement of the aims defined in the statute. The Association is entitled to buy own land or buildings to serve the objects of the Association.
54. Members' subscriptions are payable until 31st May of each year. The annual fee may not exceed the amount of 150 euros in the first two years of the Association's existence. The General Meeting has the right to change the annual fee.
55. The Association will have its own bank account in Euros. The account will be with a bank in Cyprus.
56. Upon the passing of a resolution for the dissolution of the Association as stated in section 57 of the Statute, the General Meeting shall define the manner of winding up the property assets of the Association and appoint among the members of the Association a Liquidation Committee to be responsible for the winding up procedure of the property assets of the Association.

The property assets of the Association may not be distributed among the members of the Association but must be disposed of in favour of Charitable Institutions approved by the Minister of Finance in the absolute discretion of the Liquidation Committee.

CHAPTER VI DISSOLUTION OF THE ASSOCIATION

57. The Association shall be dissolved if the provisions are obtaining of article 24 of the Associations and Foundations and Other Related Issues Law N104(I)/2017, and also as a result of the following:



The General Meeting approves a resolution for the dissolution of the Association with the consent of $\frac{3}{4}$ of the members eligible to vote who are present at the General Meeting, provided their number is not less than 20.

58. A motion to pass a resolution for the dissolution of the Association may be tabled to the General Meeting by at least 15 members of the Association who have a voting right.
1. In case of failure to appoint the Liquidation Committee provided for in paragraph 56 above, the winding up of the assets of the Association will be carried out as provided for in article 25 of the above Law N.104(I)/2017. Provided that in no case any property of the Association shall be distributed among the members.
 2. Following the settlement of all liabilities of the Association, the remainder of the assets shall become the property of Charitable Institutions approved by the Minister of Finance in the absolute discretion of the Liquidation Committee.
59. The provisions of the statute and each amendment thereof shall come into force after their approval and entry in the Register by the Registrar of Associations and Foundations.

CHAPTER VII

ELECTION PROCEDURE FOR THE NEW MANAGEMENT BOARD

60. The announcement for the submission of candidacies takes place at least one month before the General Meeting.
61. Candidates submit their applications at least two weeks before the election. In the case where there are a lesser or equal number of candidates at the expiry of the time limit, the election does not take place and the General Meeting approves the candidates, provided that they meet the minimum requirements stated above. In the case where the number of candidates exceeds the number of positions, the elections are carried out as described above.
62. The list of candidates shall be announced at least one week before the elections.

63. REMUNERATIONS-INTERESTS OF OFFICIALS

- (1) No remuneration of any kind shall be paid for services rendered to any member or official of the administration. Provided that the members, including members of the administration or the founders of the Association, may recover and/or claim any reasonable expenses they possibly incurred in carrying out their duties, including remuneration corresponding to research or other programmes financed



or co-financed by third parties, upon presentation of the necessary documentation.

- (2) A member is not entitled to participate either in a debate or in a voting if the relevant decision to be reached has to do with effecting any transaction or the initiation or termination of a legal process between the Association and the said member or his/her spouse or blood relation or in-law relation up to third degree, or the undertaking of a transaction between the Association and a company, whether privately owned or as a stockholder, in which or in the administration of which the said member or his/her spouse or blood relation or in-law relation up to third degree participate.

These amendments to the statute, save the changes for adjustment to the framework of the relevant legislation as the competent authority might suggest during the examination of the amendments, are made in accordance with Article 28 of this statute.

Signature:

President

Vice-President

Date:

Receipt No: <i>1A 011599</i>	Date: <i>25/09/2020</i>
In accordance with the power vested in me by the Law on Registration and Regulation of the Sworn Translators services in the Republic of Cyprus, (Law 45(I)/2019), I hereby certify that this text in ENGLISH is a true and accurate translation of the attached document in the GREEK language.	
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