

CONSTITUTION

of the Civil Association of non-profit-making character entitled “**European Institute for Sciences and their Applications**” (and the distinctive title EISA)

In Corfu, 20th May 2006

The following contracting parties:

1. The Rector of the National Technical University, Professor Andreas Andreopoulos, inhabitant of Athens, 9 Heroon Poytechniou, Zografou, GR-157580, acting herein on behalf of the legal entity of public interest under the name “National Technical University”, according to the decision 16-05-03 by the Senate of NTU and
2. The Mayor of the Municipality of Corfu, Mr. Ioannis Trepeklis inhabitant of Corfu, acting herein on behalf of the Municipality of Corfu, according to the decision 6-105/23-03-06

have agreed on and accepted the formation of a Civil Corporation of non-profit-making nature according to the provisions of article 741 et seq. of the (Greek) Civil Code, subject to disclosure formalities of the article 784 of the Civil Code as constituting an autonomous legal entity, with the following terms and agreements.

Article 1

Establishment - Name

It shall be established a Civil Corporation of non-profit-making nature under the name “European Institute for Sciences and their Applications” and the distinctive title EISA.

EISA shall operate as an extension - in terms of temporal and thematic cycle - of the activities of a very successful programme entitled “Corfu Summer Institute on Elementary Particle Physics”. This programme has been running since 1982 as a cooperative scientific scheme between the National Technical University in Athens, the National Center for Scientific Research (NCSR) “Demokritos”, Greek Universities, the Corfu Municipality and the Corfu Prefecture. The Corfu Summer Institute is considered as a pilot programme for a large part of the activities of EISA. The main objectives of the Corfu Summer Institute were to train young researchers in the field of elementary particle physics (running as an intensive international graduate and post-doctoral summer School), as well as to promote research activities in the same field (organizing international conferences and workshops). In parallel, an outreach programme was run, aiming at introducing high-school teachers to modern scientific developments, as well as informing and familiarizing the general public of Corfu on scientific topics, issues related to the scientific policies and the role of the scientific community in subjects concerning the environment, international peace, etc. Finally,

particular emphasis was given to informing and attracting interest of secondary-school students in scientific issues.

Article 2

Seat of the Institute

The EISA's headquarters shall be situated in Corfu island.

Article 3

Purpose and Means

The purposes of EISA are the following:

- a. The further promotion of the forefront of the European Research activity within the field for Sciences and their Applications,
- b. The training of young scientists at post-graduate and post-doctoral levels,
- c. The development of an outreach programme concerning the activity for Sciences and their Applications, in connection with the interest of the general public.

Under the specific aims proposed for EISA its founders aspire to create a scientific environment contributing

- i)* to the promotion of European research for Sciences and their Applications,
- ii)* to connecting the European research for Sciences and their Applications with the corresponding world-wide activity, and
- iii)* to producing original scientific research.

In order to fulfill its role of promoting European research, it shall be planned that EISA will hold

- International Scientific Conferences and Short-term Scientific Workshops so as to provide information on developments in wider research areas of the main recent developments and the composition of research output in specific directions.
- Long-term Research Workshops aiming to produce primary research into specific research issues.
- Post-graduate and post-doctoral high-level courses that will provide young researchers with a complete and deep background in the main scientific and technological fields, using existing, long- or short-term, national, European and international training programmes.

In addition to the above, the objectives of EISA shall be to establish a reliable outreach programme for Sciences and their Applications and to strengthen their relations with the interest of the general public. The plan is that EISA will realize these goals a) through collaborations with the existing international outreach programmes and b) by developing novel methods that could be tested locally in collaboration with the general public of Corfu, high-school students and teachers.

Article 4

Duration of the Corporation

The duration of EISA shall be defined to one hundred years.

Article 5

Resources

The resources of EISA shall be:

- a) The annual membership fee amounted to EUR 1000 for the Institutional members excluding the Municipality of Corfu and to EUR 50 for the individual members.
- b) Any income from scientific activities.
- c) Any contributions, donations, sponsorships, inheritances and any other income from public or private source.

The total income of EISA shall be solely and exclusively made available to serve its purposes and to cover the operational and other expenses and in no event shall be distributed to the members of EISA, given its non-profit-making character.

Article 6

Members of EISA

Members of EISA become, following their application, Scientific Institutions, Research Centres and Institutes, Hellenic Universities and of other Member - States of the European Union, Local and Regional Authorities and Scientists of recognized reputation, who have substantially contributed in an obvious way or are willing to contribute to the accomplishment of the aims set for EISA.

Article 7

Obligations of Members

All members of EISA must offer their services for the realization of the objectives of EISA according to their own possibilities, whereas they are not entitled to any payment for their offer. However, they are eligible to receive compensation for any expenses they may be liable in the name of EISA and for the achievements of the objectives thereof. The Institutional Members have the responsibility to ensure the

viability of EISA. The individual members have the responsibility of taking initiatives in view of the realization of the purposes of EISA.

Article 8

EISA's Assets

The EISA's assets shall be whatever obtained by purchase or donation for the purpose of its proper operation.

Article 9

Books of EISA

EISA has the obligation to keep the legal books provided for by the (Greek) Civil Code and the other relevant legislation, and whatever possibly established by the Steering Committee (SC). In addition, EISA will also keep the records of the minutes of the AC and Executive Secretariat (ES) meetings and of the General Assembly (GA) and the cash books, as well as the records of the Members and the registration of incoming and outgoing documents.

All members shall keep the rights, following a substantiated application towards the Steering Committee, to take note of the progress of the corporation's affairs, books and documents.


Article 10

Administrative Bodies of EISA

The administrative bodies of EISA are the General Assembly (GA) and the Steering Committee (SC).

A. General Assembly

1. The GA shall be the appropriate body to decide, indicatively upon the modification of the present constitution, the dissolution of EISA, the registration of new members, the selection of the members of the SC, the budget approval and the EISA transactions report.
2. The GA shall be regularly convened by the SC, once a year and extraordinarily whenever the SC considers it necessary or upon request of at least twenty (20) members addressed to the SC given that the application shall mention the reason of the meeting. The convening of the GA shall be held by written invitation wherein shall be announced the place, the time and the items listed on agenda and sent by post to the members fifteen (15) days before the meeting takes place.
3. The GA has a quorum when are present or represented therein at least half of its members. In case there is no quorum without further invitation of the members, the GA shall be convened in a repetitive meeting, on the same day of the following week; it shall be validly met regardless of the number of present or represented members. The decisions shall be taken by absolute majority of the present or represented members, unless the constitution shall provide for increased quorum and majority on specific issues. Voting shall be by open ballot, unless the GA shall otherwise decide. Voting for



the members of the SC shall be by secret ballot and every representative has the right to vote for up to three candidates.

4. The discussions briefly summarized and the decisions of the GA shall be recorded in its proceedings book and every record shall be signed by the Chairman and the Secretary of the GA, within fifteen days after the meeting.

B. Steering Committee - Executive Secretariat

1. The EISA administration shall be performed by the SC, elected for a three-year term in a unique ballot. Such procedure shall elect the seven first candidates as ordinary members of the SC and the five (5) alternate members according to the number of votes (crosses). Institutional Members of EISA are represented in any case in the SC by appointed delegates.
2. The members of the SC can be reelected without limitation.
3. Within five (5) days from the elections and the nomination of the successful members of the SC by the Supervisory Committee, the elected members shall be met, upon an invitation from the candidate who received the most votes, in the EISA offices, wherein shall elect, by secret ballot, a three-member Executive Secretariat (ES), consisted of the Chairman, the Secretary and the Cashier, whereas the rest of them shall participate to the SC as members.
4. In case of resignation, dismissal or death of members, the position thereof shall be occupied in order by the five (5) alternate members.
5. The SC shall be responsible for the administration, representation of EISA, the management of the property thereof and shall be accountable to the GA.
6. The SC shall be convened ordinarily at least once per semester, following a written invitation announcing the place, the time and the agenda of the meeting. The SC meeting shall constitute a quorum if at least half of its members are present and necessarily the Chairman. The decisions shall be taken by majority of the present members at a meeting in quorum. In case of a tie, the Chairman or the Chairman-in-office shall have the casting vote. As an exception, concerning the dismissal of a member an absolute majority of the whole SC shall be required, whereas members being in a minority may express their opinion in writing.
7. A member of the SC who is absent from five (5) successive meetings, without being allowed for by the SC, shall be considered as resigned and shall be replaced by the first member of the alternate list.
8. A summary of the discussions on the decisions of the ES and the SC shall be recorded in the proceedings book. The opinion of the minority shall be also recorded in this, whenever requested. Official copies of such proceedings shall be issued by the President of SC.

C. President's responsibilities

The President shall represent EISA before any Judicial and Administrative Authority. He shall convene the SC and ES, chair the meetings, define the issues on the agenda, co-sign with the Secretary the proceedings of all the meetings and the correspondence of EISA, and supervise the necessary current actions and the cashier management. In case of absence, the President shall be replaced by the most senior member of the SC.

D. Secretary's Responsibilities

The Secretary shall draw up with the President and co-sign the proceedings of the SC and all the correspondence of EISA, keep the prescribed books and perform any other duty according to the competences provided for from the articles of the constitution of EISA and its official administrative bodies. The Secretary shall be replaced, in case of absence, by one of the members of the SC.

E. Cashier's Responsibilities

The Cashier shall do the payments to fulfillment of liabilities of EISA and collect the revenue of various types, keeping the EISA property and inform the SC on the financial situation of the Institute. For each payment it shall be issued a relevant order signed by the Chairman and for each collection a receipt in triplicate. The Cashier shall deposit to Bank specified by the Steering Committee in the name of Institute mount exceeding 300 EUR and shall prepare and submit to the General Assembly the Annual Report, Balance Sheet and Budget.

Article 11

In all the meetings (ordinary and extraordinary) every member of the attendees may represent by authorization only one other member absentee. The attendance by an authorized representative shall be counted to fulfill the requirement of quorum, but shall not apply for taking decisions such as the dissolution of EISA or the election of members of the SC.

Article 12

Admission of new Members

The admission of new members at EISA shall be allowed and take place by decision of the members of the GA, by the usual quorum and majority, or/and further by decision of the SC, upon authorization given by the GA.

Article 13

Withdrawal of Members

The members shall be entitled to withdraw whenever from EISA. The withdrawal shall be notified by a written declaration, at least three months before the end of the year and shall apply until the end of the year.

Article 14

Dismissal of members

The GA of the members, with the usual quorum, but with the increased majority of 2/3 of the present or represented members therein, may dismiss any member demonstrating behaviour against the regulations of the present constitution and its purposes.

All those who ceased to be members, have no right on the EISA property and have to pay their contribution for the period they have been members.

Article 15

Dissolution of EISA

EISA shall be dissolved once the limit of duration thereof has been passed without being extended.

It shall be also dissolved by the decision of the members of the GA, which is taken with the usual quorum, but with the increased majority of 2/3 of the members if:

- a) The number of members has been decreased and it has become impossible, as a result, to appoint the administration of EISA or more generally to run according to the constitution.
- b) its purpose becomes unattainable or it can be concluded, due to a long term (five-year) inactivity that it has been given up.

Article 16

Amendment of the Constitution of EISA

The amending of the constitution of EISA is allowed by decision of the members of the GA, taken by the usual quorum but by majority of 2/3 of the present members.

Article 17

Liquidation of the Corporation

After the dissolution or expiration of the term of EISA it shall go into liquidation. As liquidators shall be appointed at least three members of the SC by decision of the GA, taken by increased majority of its members (2/3). The liquidators may be replaced with a more recent relative decision of the GA.

The liquidators shall represent EISA acting jointly before any authority (public, municipal, communal, etc.), before the Courts of any level and jurisdiction, and before any third physical or legal entity, and they shall generally have all rights and responsibilities of the SC.

After taking up their duties, the liquidators shall draw up an inventory of corporation's assets and ensure the levy of any claims and the payment of any obligations thereof.

The remaining asset shall be distributed for the purpose defined by decision of the SC, taken at the same time as the appointment of the liquidators.

The services of the liquidators shall be unpaid. They shall be entitled to recover actual costs incurred whereunto submitted for carrying out their work.

In the event that three members of the SC shall not accept their appointment as liquidators, the SC may appoint for the liquidation, by unanimous decision, two auditors (or chartered accountants), defining their remuneration as well. In case of lack of unanimity in the SC, a liquidator shall be appointed or replaced by the competent Court.

Article 18 **Transitional provisions**

Exceptionally, the first Steering Committee of companies until the election of the first ordinary general meeting of the members of the first Steering Committee shall not be elected but appointed hereby and be consisted of:

1. The General Secretary of the Region of the Ionian Islands, Mr. Sotirios Vosdos
2. The former Rector of the NTU, Professor Themistoklis Xanthopoulos
3. The President of the NCSR "Demokritos", Dr. Dimitrios Niarchos
4. The Prefect of Corfu Island, Mr. Georgios Maximaris
5. The Mayor of the Municipality of Corfu, Mr. Ioannis Trepeklis
6. The Chairman of the Faculty of AMPS of NTUA, Professor Ioannis Spathis
7. The Chairman of the Organizing Committee of the "Corfu Summer Institute on Elementary Particle Physics", Professor Georgios Zoupanos

The term of the first SC aforementioned shall start with the inscription of the present constitution in the register of companies of the Corfu Court of First Instance. The above has been agreed by the contracting parties and in witness thereof, the present constitution has been drawn up, which after it has been read shall be signed by the contracting parties, as follows:

1. Ioannis Trepeklis,
The Mayor of the Municipality of Corfu
(Signature and stamp)
2. Andreas G. Andreopoulos,
The Rector of National Technical University
(Signature and stamp)

The registration at the:

1. *Ministry of Finance and Economy – National Taxation Office with registration number 94/2006 dated 9-6-2006*
2. *Court of First Instance of Corfu with Registration Number of the Register of Companies 219/2006 dated 9/6/2006.*

Corfu, 9 June 2006

(Signed by)

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The Court Officer
ANNA KOTSI

(Stamp)
HELLENIC REPUBLIC
PREFECTURE OF CORFU
MUNICIPALITY OF CORFU