

**THE ASSOCIATIONS AND FOUNDATIONS LAW  
L. (104 (I) / 2017) and L. 76 (I) / 2018**

**THE STATUTES OF THE  
LITERATURE AND CRITICISM  
ASSOCIATION**



**NICOSIA 2019**

## **PREAMBLE**

### **FOUNDING DECLARATION OF 16 JANUARY 2019**

The subscribers to this text agree with some fundamental principles. In particular, they believe that freedom of expression and diversity constitute an absolute human right and supreme intellectual asset. Therefore, they believe that the association founded by them must be free of any political, financial or other commitments. Moreover, they believe that in the context of the democratic dialogue and productive exchange of ideas, views, trends and movements, the intellectual creation can play an educational role in society.

Consequently, the subscribers – authors believe that they can closely cooperate with each other and proceed to the establishment of this association which shall: (a) be the expression of the above principles and guided by them and (b) protect the legitimate interests of its members.

### **Article 1**

#### **NAME AND SEAT**

A non-profit association of writers, critics, essayists, scholars, theorists, literary translators and scholarly editors is hereby founded under the name **Literature and Criticism Association** having its seat in Nicosia.

### **Article 2**

#### **OBJECTS AND MEANS FOR THEIR ACHIEVEMENT**

##### **2.1. OBJECTS**

The Association shall have the following objects:

- (a) Promote and enhance literary creation, literary criticism and study of Cypriot, Modern Greek and world literature;
- (b) Encourage reading for all ages;
- (c) Promote the educational role of literature, its human, cognitive and social value and its importance on critique awareness;
- (d) Promote the literary translation of Cypriot literature into foreign languages and the translation of world literature into the Greek language;
- (e) Promote the productive exchange of experience and cooperation between the members of the association and the members of other similar associations in Cyprus and abroad;
- (f) Promote research on Cypriot literature and its relations with Modern Greek and world literature.

##### **2.2. MEANS TO ACHIEVE THE OBJECTS**

- (a) Events (book presentations, workshops, conferences, festivals, exhibitions);

- (b) Publication of anthologies, studies, translations and workshop and conference minutes;
- (c) Publications of the members' works on the association's website to be created to this purpose, and on social media;
- (d) Cooperation, in the cultural field, with education institutions, organizations, local authorities and other institutions;
- (e) Use of European or other international programs to enhance literary activities;
- (f) Connection and cooperation with federations or international literary societies, provided that the independence of the association is preserved;
- (g) Establishment of working groups to address problems encountered by the association's members or any other issues considered necessary by the Board.

### **Article 3**

#### **MEMBERS**

(1) There will be two categories of membership: regular and honorary members. Regular members can be citizens of the Republic of Cyprus, EU citizens or residents of Cyprus (coming from third countries). **Honorary members** can be citizens of the Republic of Cyprus or foreigners depending on their significant contribution to literature and culture, which is in line with the objects of the association.

(2) The admission of new members is always permitted. Any person who: (a) has reached the age of 18, (b) falls within one of the categories defined in Article 3(1), (c) is a writer or critic or essayist (author of literary essays or essays on any branch of humanities, social sciences or arts) or a literary researcher or theorists or literary translator or scientific editor and (d) has published poetry, prose or theater plays or studies or essays or reviews of texts falling within the above literary genres or literary translations (at least one book or publications in the Press or magazines or in collective volumes – which when put together can be formed into a book), can be a **regular member**. The term publishing means publishing in hard copy and/or posting on a blog and/or website. The above qualifications also apply to the founding members.

(3) The **admission procedure for regular members** is as follows: A written application is submitted by the applicant and signed by three regular members of the association. One of them must present a short explanatory report in support of the new member's candidature. Along with the application a registration fee should be paid according to article 4§3 of the Statutes. The Board approves or rejects the application. The decision of the Board is subject to approval by the General Meeting. If the application is rejected, the applicant has the right to reapply.

(4) For the admission of a honorary member, the Board submitsto the General Meeting a justified proposal based on the criterion defined in par. 3 of article 3.



## Article 4

### RIGHTS AND OBLIGATIONS OF MEMBERS

(1) **Equality of members:** All members of the association have equal rights, including the right to vote and stand to election, with the exception of Honorary Members.

(2) **Rights of Members:** The members of the association are entitled to vote and stand to election in the General Meetings, participate in all of its events and activities, be informed of all issues concerning the association, be treated equally and fairly by the Board, submit written or verbal proposals, memos and opinions to the Board and receive replies. Honorary Members are neither entitled to stand for election nor to vote. They maintain all other rights stated above.

(3) **Obligations of members:** The regular members of the association are obliged to pay their annual subscription, act for the achievement of the association's objects and aspirations, respect and accept the terms of these Statutes and attend General Meetings. The registration fee is set at €20.00. The annual membership fee shall be fixed at €20.00 and is payable before or at the beginning of the Annual General Meeting of the association. The payment of the annual subscription is a prerequisite for the participation of the regular members in the General Meeting. The above fee is subject to change upon the decision of the General Meeting of the association.

## Article 5

### WITHDRAWAL OR REMOVAL OF MEMBERS

(a) Any member can withdraw from the association at any time by notifying its decision to the Board in writing.

(b) A member can be removed from the association, if he/she is previously given the opportunity to attend a General Meeting and to express his/her views.

A member can be removed for one of the following reasons:

- i. Non-compliance with the provisions of the association's Statutes;
- ii. Damage being caused to the association and its well-understood interests or loss of its authority and credibility;
- iii. Obstruction of General Meetings and/or events of the association;
- iv. Unjustified absence from two consecutive General Meetings;

(c) A member cannot be represented by someone else and membership is neither transferable nor bequeathed;

(d) A member who withdraws or is removed from the association shall have no right over the property of the association and must pay his/her subscription by the end of the financial year.

(e) Members who have not fulfilled their financial obligations towards the association are deprived of their right to vote at the General Meeting which decides on their removal.

## **Article 6**

### **MANAGEMENT**

The association is managed by a Board nine members elected for a three-year term of office. The term of office of the new Board begins one week after its election and finishes three years after its beginning. The former Board remains in place until the new Board takes over, without being able to conduct any administrative actions after the date of the elections.

## **Article 7**

### **ELECTION OF THE BOARD**

(1) The election of the Board shall take place every three years during the Annual General Meeting.

(2) Candidatures are submitted during the Annual General Meeting.

(3) The members of the Board are elected by secret ballot. If there are nine candidates, they shall be elected without a ballot.

(4) In case of an equality of votes, a draw is conducted by the Electoral Committee in the presence of candidates who have obtained equal votes.

## **Article 8**

### **THE BOARD**

(1) The Board meets either on the date of its election or within one week after its election, and elects among its members the President, Vice-President, Secretary, Treasurer and five members.

(2) In case of a vacancy in the Board, it will be filled for the remainder of its service by the runners-up during the previous election of the Board, in order of success.

(3) In case five members of the Board simultaneously resign from office, or in case there are five or more vacancies, the remaining members will be considered to have resigned as well. In this case, the non-resigned members of the Board remain at the management position of the association with the

sole purpose to convene an Extraordinary General Meeting for the election of a new Board. The Extraordinary General Meeting must be convened within a month from the date the Board members have resigned. The non-resigned members of the Board shall account to the Extraordinary General Meeting for the proceedings of the resigned Board and present the current balance sheet, along with a report by the auditor or the Audit Committee.

(4) A member of the Board may be removed by the other members by a simple majority, in the following cases:

(a) Unjustified absence from three consecutive meetings of the Board;

(b) Behavior that is against the objects of the association;

(c) Sentence for an offence which involves dishonesty or moral disgrace. The member who is removed can appeal before the General Meeting, which will definitively decide on the matter by a simple majority.

(5) The Board must comply with the laws of the Republic of Cyprus.

(6) No remuneration of any kind shall be paid to any member or official of the Board for services rendered to the association. Provided that in case a member of the association or a member of the Board has personally paid any money in the execution of his/her duties, including remuneration corresponding to research or other funded or co-funded programs by third parties, he/she is entitled to apply to the Board for the refund of that amount upon presenting the necessary evidence.

(7) Contractual obligations entered into by the Board within the limits of its powers, shall bind the association.

(8). The association is liable towards any third parties for any illegal acts or omissions of the bodies representing it and shall give rise to compensation provided that the loss or omission occurred during the execution of the duties assigned to them: Provided that if the specific loss or omission was made intentionally, fraudulently, in bad faith or due to gross negligence, the offenders shall be jointly and severally liable towards the association for the recovery of the loss suffered.

(9) The Board must keep a fully updated register of members, which is updated at least once a year and is available for inspection by the Registrar and to any third party having a legitimate interest.

(10) Within the first trimester of each year, the Board is obliged to notify in writing the Registrar of Associations of the following:

(a) the number of removals of members and registrations of new members made during the previous year;

(b) in case of changes in the Board, the active members of the association's Board, their respective duties and contact details; and

(c) whether the minimum number of Annual General Meetings provided for by the Statutes was held during the previous year.

In case of a change in the address and/or contact details of the association, the Board shall notify the new address and/or new contact details as soon as the change takes place.

## **Article 9**

### **MEETINGS OF THE BOARD**

(1) The president and the secretary of the Board shall convene its meetings. The notice of meeting shall contain its agenda. Any member of the Board can suggest an item to be added to the agenda provided that he/she requests it in writing two days before the meeting is held.

(2) The Board meets regularly once a month and extraordinarily whenever convened by the president. It can also be convened upon written and sufficiently justified request by at least three members of the Board. The president is obliged to convene a meeting within 10 days from the date the written request is submitted.

(3) At least five members present in the meeting shall form a quorum.

(4) The decisions of the Board are taken by an absolute majority of the members present at the meeting. In the event of an equality of votes the president shall have a casting vote.

(5) A member of the Board shall not be entitled to participate in the debate or vote if the decision taken concerns a contractual obligation or the initiation or suspension of legal proceedings between the association and that member or the member's spouse or a person related to that member by blood or marriage up to the third degree or where it involves a contractual obligation between the association and a personal or capital company in which or in the management of which the said member or his spouse or a person related to that member by blood or marriage up to the third degree participates.

## **Article 10**

### **THE PRESIDENT**

(1) The president of the Board represents the association in its relations and communication with third parties.

(2) He/she exercises the ultimate supervision of all matters related to its action and monitors its operation.

- (3) He/she accounts to the Board in General Meetings.
- (4) He/she represents the association in court and extrajudicially. He/she also represents the association before the administrative authorities. If the president and the vice-president are prevented from doing so any member of the Board can represent the association provided that he/she is authorized to do so.
- (5) He/she convenes the meetings of the Board jointly with the secretary and chairs them.
- (6) He/she ensures that the decisions of the Board and of the General Meetings are duly executed.
- (7) He/she and the secretary shall sign all documents of the association.
- (8) He/she and the treasurer shall sign all issued payment orders of the association.
- (9) He/she shall be replaced, when absent, by the vice-president.
- (10) A member of the association who has been elected as president for two consecutive terms of office may not be elected for a third time.

## **Article 11**

### **VICE-PRESIDENT**

- (1) He/she replaces the president in all of his/her duties (as per article 10), whenever the president is absent or unable to act as such.
- (2) He/she cooperates with the president to successfully achieve the objects of the association and assists the president in the performance of his/her duties.

## **Article 12**

### **THE SECRETARY**

- (1) He/she processes the correspondence of the association and co-signs, with the president, all outgoing documents.
- (2) He/she is responsible for keeping the association's records.
- (3) He/she keeps the minutes, submits them to the Board for approval and co-signs them with the president upon their approval.
- (4) He/she maintains the register of members of the association and updates it once a year in cooperation with the treasurer.

(5) In case of absence, he/she shall be replaced by the member of the Board designated to this purpose.

### **Article 13**

#### **THE TREASURER**

(1) He/she ensures that the annual membership is paid by the members of the association and that the new members have paid the registration fee.

(2) He/she keeps the association's revenue and expenditure book.

(3) He/she is responsible for preparing the budget and for the systematic monitoring of the association's accounts.

(4) He/she issues a receipt for every payment and keeps a copy of it.

(5) He/she makes payments for the association, for which the signature of the president is necessary. He/she keeps a record of all duplicates of receipts and of payment orders.

(6) He/she withdraws money from the association's bank account, for which the signature of the president is necessary.

(7) He/she submits a financial report to the Board, once every three months, as well as to the Annual or the Extraordinary General Meeting.

### **Article 14**

#### **THE MEMBERS**

(1) Each member shall undertake one of the following tasks: a) **Assistant Secretary**: He/she assists the secretary and replaces him/her in case of impediment. b) **Assistant Treasurer**: He/she assists the treasurer and replaces him/her in case of impediment. c) **Dean**: He/she is responsible for the association's events. d) **Press and Social Networks Officer**: He/she provides information to the Press and social networks on the events and activities of the association and manages the association's social networking webpage. e) **Webmaster of the Association's website**: He/she manages the website and is responsible for its posts and keeping it updated. The president must approve any announcements before being published.

(2) Following assignment by the Board, the members participate in Working Groups or Committees as lead members of the association, aiming at organising events, publications or other activities.

### **Article 15**

#### **WORKING GROUPS/COMMITTEES**

(1) The Board can put together Working Groups/Committees to carry out its activities in the best possible way.

(2) One of the members of the Board shall be the head of the Working Group/Committee, which is constituted by members of the association.

(3) Working Groups/Committees can submit proposals to the Board on their field of activity, for which the Board shall take the final decision.

## **Article 16**

### **GENERAL MEETING**

(1) The General Meeting is the supreme body of the association. It decides on every issue and exercises control and supervision over the operation of the association and its administration. It takes decisions on any matter related to the association, which is not within the competence of another body.

(2) It elects the members of the Board, the Audit Committee and the Electoral Committee.

(3) It validates the decision of the Board to register new members, to remove members and approves the association's annual financial report.

(4) The meeting of the association's members may supervise and control the members of the Board and is entitled to remove such members in accordance with the provisions of the association's Statutes.

(5) It decides on the change in the association's objects, the amendment of the association's Statutes and the dissolution of the association.

(6) There will be Regular and Extraordinary General Meetings.

## **Article 17**

### **ANNUAL REGULAR GENERAL MEETING**

(1) The Annual Regular General Meeting meets in the first trimester of each year. The Meeting is constituted by the association's regular members.

(2) The secretary shall send a written notice of general meeting to the association's members at least two weeks before the date of the meeting. The notice shall include the agenda of the meeting. A member of the association may propose an item to be added to the agenda at least two days before the General Meeting takes place.

(3) The regular members shall have the right to vote and stand to election, as well as to discuss and vote during decision-making, provided that they have settled their subscription to the association.

(4) A member shall not be entitled to participate in the debate or vote if the decision taken concerns a contractual obligation or the initiation or suspension of legal proceedings between the association and that member or the member's spouse or a person related to that member by blood or marriage up to the third degree or where it involves a contractual obligation between the association and a personal or capital company in which or in the management of which the said member or his spouse or a person related to that member by blood or marriage up to the third degree participates.

(5) A vote by proxy in General Meeting is not allowed. However, the members may participate in the General Meeting and vote through videoconference, if their residence is more than 100 kilometers away from the premises of the meeting and if they have paid their annual subscription. In case of a secret ballot, appropriate measures are taken in order to ensure the confidentiality of the vote.

(6) The items of the Annual General Meeting are, inter alia:

(a) The Board's accountancy on the proceedings of the year;

(b) The election of the members of the Board, every three years;

(c) The approval of the balance sheet of the year ending, accompanied by the auditor or the audit committee's report as appointed by the previous General Meeting;

(d) The election of an auditor or an Audit Committee to audit the association's balance sheet of the previous year;

(7) Under article 17(3), the quorum at the Annual General Meeting shall be formed with the presence of 1/3 of the members entitled to attend according to article 17§3. In case a quorum is not formed, the meeting shall be postponed for half an hour (30 minutes), at which time all Members present shall constitute a quorum.

(8) The bureau of the General Meeting shall be constituted by the president, the secretary and the treasurer of the Board.

(9) If at the Annual General Meeting an election is to take place, an election committee shall be elected to chair the proceedings of the Meeting connected to the election process and to be responsible for the conduct of the vote, in accordance with the provisions of these Statutes.

(10) The election of the Board is held by a secret ballot. Each member is entitled to indicate up to three candidates. A valid ballot paper is the one containing between one and nine votes.

(11) The decisions of the Annual General Meeting are taken by majority, on a show of hands, unless otherwise decided during the process. The decision of the meeting on an item not contained in the notice of meeting shall be void.

(12) A decision may be taken without the Meeting of Members, if at least 2/3 of the members state their consent in writing to a specific proposal. This provision does not apply to the election of the Board, the Amendment of the Statutes and the decisions to register new members and to remove members.

### **Article 18**

#### **EXTRAORDINARY GENERAL MEETING**

(1) The Extraordinary General Meeting is convened:

(a) When considered necessary by the Board;

(b) If 1/5 of the regular members of the association who have settled their subscriptions give a written request to the Board suggesting the issue to be discussed.

(2) In the above case, the president of the Board is obliged to convene the Extraordinary General Meeting within thirty days as of the date of submission of the written request.

### **Article 19**

#### **STATUTORY GENERAL MEETING**

(1) These Statutes may only be amended by the Statutory Meeting.

(2) The quorum of the Statutory Meeting shall be formed with the presence of 1/2 of the regular members having their subscriptions settled.

(3) The decisions in the Statutory Meeting are taken by a simple majority of the members present therein.

(4) Upon approval of any amendment to the Statutes, the Board shall be obliged to submit a written application to the Registrar of Association no later than thirty days as of the date of the vote of the amendment, in order for the amendment to be entered in the Register.

### **Article 20**

#### **ELECTORAL COMMITTEE**

(1) Upon proposal by the Board, an Electoral Committee of three members is elected with the mandate to conduct the elections for the new Board and the Audit Committee.

(2) The candidates for the new Board and Audit Committee cannot be elected in the Electoral Committee.

(3) The members of the Electoral Committee are elected by the association's regular members.

(4) The Electoral Committee is responsible for conducting the election and counting of votes according to the provisions of these Statutes.

## **Article 21**

### **AUDIT OF ACCOUNTS / AUDITOR/AUDIT COMMITTEE**

(1) The Board of the association is obliged to register all financial transactions in an accounting book and to prepare at the end of every year and before the Annual General Meeting, a detailed account containing all the amounts due by it or to it, as well as the payments made during the same financial year. The audited accounts are submitted annually to the Registrar of Associations.

(2) The association's accounts are audited by the Audit Committee.

(3) The Audit Committee is elected by the General Meeting. The members of the Audit Committee cannot be members of the Board.

(4) The Audit Committee consists of three regular members of the association and is elected by the General Meeting together with the Board for a three-year term of office.

(5) The Audit Committee is responsible to systematically monitor the financial management of the association. A month before each Annual General Meeting, the Audit Committee conducts an audit on the association's financial situation and submits a report to the Board and the General Meeting.

## **Article 22**

### **COMPLIANCE WITH LEGISLATION**

(1) All decisions taken by the Board and the General Meeting must comply with the laws of the Republic of Cyprus.

(2) A decision taken by the Board or the General Meeting that is contrary to the law can be challenged in court by any member or person having a legitimate interest, with a lawsuit lodged not later than six months from the date of the decision.

## **Article 23**

### **RESOURCES OF THE ASSOCIATION**

(1) The association's resources are based on subscriptions and the registration fee of the members, donations and sponsorships to the association, proceeds from events and any other movable or immovable property.

(2) All donations, sponsorships and other resources are recorded in the association's accounting book, after the Board has been duly informed.

#### **Article 24**

#### **LOGO – SEAL**

(1) The association has its own logo bearing its name and founding year. The name of the association in English is: **Literature and Criticism Association**. The association's logo is the following:



#### **Article 25**

#### **DISSOLUTION OF THE ASSOCIATION**

(1) The association is dissolved:

(a) If the number of its members falls below 20;

(b) At any time, by decision of the Meeting of the members taken with the consent of three quarters (3/4) of all members of the association. If the presence of three quarters (3/4) of all members is impossible, then the court is requested to allow the association to take a decision in the presence of at least two fifths (2/5) of its members;

(c) In case the number of members falls below twenty (20) the association's Board shall be obliged to notify the Registrar of Associations not later than one (1) month after this event, indicating the date it occurred.

(2) After the dissolution of the association, its property shall go to the Ministry of Education and Culture. The property of the association shall under no circumstances be distributed among its members.

These Statutes consist of the Preamble and 25 (twenty-five) Articles.

Approved and signed this Wednesday, 16 January 2019 by all the founding members of the association.

Receipt no: 00010/2020

Date: 28/01/2020

In accordance with the power vested in me by the 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 Greek language.

Name and surname of Sworn Translator: Emmanouil Tyrakis

Registration No: 046

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