

**ARTICLES OF ASSOCIATION OF THE
GREEK FEDERATION OF KIDNEY PATIENTS (P.O.N.)**

[as standing on the basis judgment No. 6483/2009 issued by the One-Member First-Instance Court of Athens (Ex-parte Proceedings)]

NAME – DOMICILE

Article 1

A non-profit federation is being incorporated hereby, under the name “PANELLINIA OMOSPONDIA NEFROPATHON – P.O.N.” (GREEK FEDERATION OF KIDNEY PATIENTS), consisting of the judicially recognized associations of kidney patients on blood dialysis, peritoneal dialysis and transplantation in the Greek Territory, domiciled in Ilioupoli, Attiki, 236 El. Venizelou str.

Article 2

The Federation is being incorporated in the form of a second-grade association of Unions of Kidney Patients. By means of a decision of its Board of Directors it may become a member of the respective Confederation.

PURPOSES OF THE FEDERATION

Article 3

The Purposes of the Federation are the following:

1. To deal with and manage jointly the problems of kidney patients on blood dialysis, peritoneal dialysis and transplantation, to improve constantly the hospitalization conditions and overall care in general, as well as to ensure a tolerable standard of living for these patients.
2. To promote and advance the understanding of the problems associated with kidney patients and transplanted patients by the wider society as well as to provide information to society about



the problems of kidney diseases in order to provide assistance and support to these patients.

3. To enhance the relations between the associations of the federation and their members for the purpose of coordinating their actions and activities as these are described in their articles of association and to take common initiatives and act jointly in order to reform the current status on blood – peritoneal dialysis and kidney transplantation and to solve the problems between patients and insurance organizations.
4. To promote and raise awareness by all legitimate and lawful means on organ donation.
5. The participation of PON's representatives in governmental or non profit or private organizations relevant to kidney patients either in terms of legislation or in terms of patient services.
6. To promote the scientific research and study in connection with life quality of end-stage kidney patients, i.e. patients on blood or peritoneal dialysis or transplantation.
7. To carry out and implement programs/projects about kidney patients all over the country co-funded by Greece and the European Union which may be about the education, training, updating, awareness raising, conduction of research-studies and in general about the implementation of all types of programs/projects either by itself or jointly with other agencies of the Public or Private Sector, according to the laws applying from time to time.

MEANS OF ACCOMPLISHING THE PURPOSES OF THE FEDERATION

Article 4

The Federation pursues the accomplishment of its purposes by means of the following:

ΕΛΛΗΝΙΚΗ ΔΗΜΟΚΡΑΤΙΑ, ΥΠΟΥΡΓΕΙΟ ΕΞΩΤΕΡΙΚΩΝ
ΜΕΤΑΦΡΑΣΤΙΚΗ ΥΠΗΡΕΣΙΑ
REPUBLIQUE HELLENIQUE, MINISTERE DES AFFAIRES ETRANGERES
SERVICE DE TRADUCTION
HELLENIC REPUBLIC, MINISTRY OF FOREIGN AFFAIRS
TRANSLATION SERVICE

1. By submitting the relevant proposals to the competent governmental and other agencies and by participating, through the members of the Board of Directors, in Governmental or Private Organizations.
2. By organizing lectures-congresses-seminars-press conferences, publishing a newspaper or journal, by implementing events and other activities and by employing and developing for its purposes all the new modern technologies (internet e.tc.).

Article 5

P.O.N. is politically independent and none of the members of its Board of Directors may use the Federation for gaining personal benefits.

Article 6

Members of the Federation may become all the legally recognized and operating local representative primary unions with ordinary members who are entitled to vote and be voted, end-stage kidney patients on blood or peritoneal dialysis and transplantation.

The Unions may become members of the Federation upon submitting a written application to the Board of Directors with the following documents attached therewith :

1. Minutes of Proceedings of the competent body, according to the Union's Articles of Association, for becoming member of the Federation.
2. A copy of the Union's Articles of Association
3. A list of the Members of the Board of Directors (which will be hereafter called herein as B.o.D.), with the composition thereof and their respective addresses.
4. A duplicate receipt confirming payment of the registration fees.

The Federation's B.o.D. will examine the membership applications on the first meeting after submission thereof and will admit the application if its meets the requirements laid down in the Articles of Association,



Upon becoming a member of the Federation a Union must pay the registration fees as specified by a decision of the Administration.

Any Union-member of the Federation may file an objection against a decision for admitting a new member. The objection must be filed within a period of three (3) months since the date when the B.o.D. notified in writing its decision to the Unions-members regarding the admission of a new member. The General Meeting of the Federation is competent to decide irrevocably on the said objection.

A candidate Union whose application was not admitted for any reason whatsoever, may file objection against the decision within a period of one month after notification thereof to the General Meeting and request to be admitted as a member.

All representatives of P.O.N. and E.S.A.M.E.A. (National Confederation of Persons with Disability) must be end-stage kidney patients.

Article 7

As from the date of amendment of these Articles and from now on the Federation will not accept as its member a second association from the same Prefecture. Members of an association-member of the Federation cannot be members in two associations simultaneously.

Article 8

Associations remain independent and solve local problems and problems of the blood dialysis units and transplantation centers. The Federation intervenes on a incidental basis for finding a solution in case of failure of the Association.

WITHDRAWAL OF A UNION

Article 9

A Union may withdraw at any moment from the Federation upon giving a written notice to the B.o.D. and upon paying in full the annual

contributions up until the end of the year in which it requests to withdraw from the Federation.

Article 10

The members of the Federation may be withdrawn for an important reason according to the law. The important withdrawal reasons are the following:

1. Non-compliance with the articles of association and the decisions of the Federation's General Meeting.
2. Non excused contributions in arrears for 3 years.

The B.o.D. decides on the withdrawal by a majority of at least 8 of its members having given previous notice of 10 days minimum to the member of the reasons of the withdrawal and having invited the member to provide explanations.

The decision for the withdrawal should be justified and it should be notified to the member, which may file objection before the General Meeting within one (1) month since receiving the relevant notification.

The objection suspends the validity of the decision of the B.o.D.

The decision for the withdrawal will become valid upon expiration of the above deadline for filing an objection, or if the General Meeting does not admit the objection.

A withdrawn Union, for any reason whatsoever, is not entitled to collect any money contributed by the said Union in favor of the Federation.

On the contrary it is obliged to pay any payments in arrears to the Federation.

Article 11

A Union-Member is required to pay as registration fees the amount of thirty (30) Euro and upon becoming a member to pay the entire contribution fee for the year in which it becomes a member.

The annual contribution is specified as follows: Associations with a maximum of 50 members will pay an annual contribution of 10 Euro.

Associations with 50-100 members will pay an annual contribution of 30 Euro. Associations with 101-300 members will pay an annual contribution of 50 Euros. Associations with 300-1000 members will pay an annual contribution of 100 Euro and Associations with more than 1001 members will pay an annual contribution of 400 Euro.

The registration right will be specified and modified by the B.o.D. from time to time.

Article 12

The Unions-members elect their representatives in the Federation according to the specific provisions of their Articles of Association and they are required to submit to the Federation a copy of the minutes of proceedings regarding their elections.

During the elections for the election of representatives, it is mandatory for a legal advisor to be present.

The calculation of the number of representatives of every Union is done on the basis of the number of their members who voted in the last elections. More specifically Unions with up to 20 members elect one representative. Unions with more than 20 members elect one representative for every 20 members and one additional representative if the remaining amount of the members is 10 plus.

Those of the candidates of each Union that are not elected will be deemed, according to their rank of success, as alternate representatives in case that an ordinary representative resigns or withdraws.

Article 13

Representatives are entitled to attend the ordinary and extra-ordinary (special) General Meetings and to elect the members of the Administration and the Auditing Committee (which will be hereafter called as A.C.). Representatives of the Unions who have not fulfilled their financial obligations to the Federation will be excluded, ipso jure, by the General Meeting.



Article 13

The Resources of the Federation are :

The registration fees of the Unions paid to the Federation and their annual contributions.

All types of non-recurrent (extra-ordinary) contributions of the Unions.

All proceeds from artistic events, performances, lotteries e.tc.

All types of donations and trusts in favor of the Federation, provided they are accepted by its Board of Directors.

All proceeds decided by the B.o.D. for supporting the Federation.


ADMINISTRATION BODIES**A. GENERAL MEETING****Article 15**

The supreme body of the Federation is the General Meeting of the representatives of the Unions who have fulfilled their financial obligations. Members may settle their financial obligations by the time when the General Meeting is scheduled to begin.

General Meetings are either ordinary or extra-ordinary(Special). The ordinary General Meeting is annual and is convened by the B.o.D. sixty days prior to the date scheduled for the meeting. The items of the agenda of the General Meeting may be :

1. Report of the B.o.D.
2. Report of the A.C.
3. Analysis and approval of the financial report of the previous year.
4. Approval of the budget for next year.
5. Elections for the appointment of the B.o.D. and A.C. and election of representatives in the confederation every three years.
6. Proposals-Announcements.
7. Any other matter proposed by the B.o.D..

In the event that the report of the B.o.D. and the budget are not voted for by the General Meeting, the Board of Directors may order new



elections to be conducted in 6 months. Up until then the B.o.D. will carry on with its duties on an interim basis.

An extraordinary General Meeting may be convened in the following cases:

1. At any time at the B.o.D.'s discretion.
2. On a request submitted to the B.o.D. by the one fifth (1/5) of the Unions-members of the Federation or of the total number of the representatives of the Unions. The relevant application must necessarily include all the items of the agenda.

In the second case the B.o.D. is obliged within a period of 2 months since submission of the application, to call the General Meeting.

Extra-ordinary General Meetings are called with a prior notice of 40 days by means of special invitations to the representatives which are notified via the Unions and, on an optional basis, by publishing the invitation in a national newspaper. The invitations must include the place, time and items of the agenda. The quorum is calculated on the total number of representatives of the unions-members who have fulfilled their financial obligations and are entitled to vote.

Every three years the elections conference is announced and every 18 months the General Meeting.

Article 16

The General Meeting stands in quorum when 1/3 of the representatives of the unions who have fulfilled their financial obligations are present. In the absence of quorum in the first meeting, the meeting is repeated after 30 days at the same time and place with the same items of the agenda. In this case the meeting stands in quorum and makes valid decisions on the items of the agenda regardless of the number of the present representatives.

Article 17

The ordinary and extra-ordinary General Meetings are presided by the President who has been elected by a show of hands at the General Meeting.

B. BOARD OF DIRECTORS**Article 18**

The Federation is managed by an 11-member B.o.D. elected in the General Meeting by secret ballot out from a unified ballot paper for a three-year term of office. Along with the ordinary members of the B.o.D. six alternate members are also elected in rank of success.

The 11-member B.o.D. consists of 5 persons from Athens, 1 person from Thessaloniki and the rest 5 persons are from the regional areas of Greece, according to their rank of success. However, only one person from each region will be elected in the B.o.D. The regions of Greece for the Federation will be the following: 1) Thrace 2) Macedonia 3) Thessaly 4) Sterea Hellas 5) Ionian Islands – Hepirus 6) Peloponnese 7) Crete 8) Aegean Islands.

The candidates for the B.o.D. and A.C. must submit their candidacies to the Federation's B.o.D. at least seven (7) days prior to the date set for the elections. Upon expiration of the 7-day notice, the B.o.D. will announce the candidates that are eligible to be elected in accordance with the law or these articles of association, otherwise their candidacies are not admitted. An objection may be filed before the General Meeting against this decision. These objections will be discussed immediately upon electing the President of the General Meeting. The Federation's B.o.D. will prepare the ballot papers in alphabetical order of the candidates either for the B.o.D. or the A.C. separately. A person may not be simultaneously a candidate for both organs.

The newly elected B.o.D. within eight days since election thereof, will meet upon invitation extended by the candidate who is first in rank of success and if this person fails to do so, by the next person in rank of success and will form into body after electing, by secret ballot, the President, A' Vice-President, B' Vice-President, Secretary General, Deputy Secretary, Treasurer, Deputy Treasurer and four (4) Members. The term of office of the B.o.D. is three years and the offices are honorary and non salaried.

All the members of the B.o.D. must have not been deprived of their civil rights and not having been convicted for any offense which entails forfeiture from the capacity of member of a B.o.D.

In case of equality of votes, a draw will be done among those with equal votes.

In case that a member of the B.o.D. resigns or withdraws for any reason whatsoever, the vacancy will be filled, at the President's care, by the alternate member who is first in rank of success among the alternates and his term of office will expire on the same date as that of the other members. If the vacancy is not filled, the association will be run by the remaining members, provided they are a quorum. The same applies for a resigned or withdrawn member of the A.C. If the remaining members do not constitute a quorum then they will run the Federation on an interim basis and will provide for a new election within 6 months. During this period of time they will have all the duties of the regular administration.

DUTIES OF THE BOARD OF DIRECTORS

Article 19

1. The B.o.D. implements the decisions of the General Meeting.
2. It may enter into lease contracts for offices and other spaces for the operation of the Federation and the benefit of its members, as well as hire the necessary personnel.

3. The B.o.D. meets upon invitation extended by the President which must be notified at least 15 days prior to the date set for the meeting, and must include the items of the agenda, on a regular basis once every two months and on a extra-ordinary basis whenever needed, at the President's discretion or when asked by 5 members of the B.o.D. by means of an application submitted to the President.
4. The B.o.D. stands in quorum when 6 of its members are present.
5. The decisions of the B.o.D. are passed by absolute majority of the present members, and in case of equality of votes, the President will have the casting vote in the second voting.
6. A member of the B.o.D. who is absent, without any excuse for 3 consecutive meetings, will be automatically be considered as having resigned. The vacancy will be filled by the first alternate member. In the event that the withdrawn member is from Athens or Thessaloniki, the respective alternate of the said association will fill in the vacancy. If the withdrawn member is from a region, then the vacancy will be filled by the candidate who came first in rank in all the regions.

C. AUDITING COMMITTEE

Article 20

The A.C. consists of three members and is elected simultaneously with the Board of Directors, with two alternate members, for a three-year term of office. In its first meeting the A.C. elects its President and Deputy President.

The duties of the A.C. are to audit the financial management of the Federation on an annual basis and to submit a relevant report to the General Meeting.

The A.C. is convened every year by its President within the first ten days of January of each year. The A.C. is required to meet within ten

days since the invitation and to audit all the books and records that were made available to it.

If the A.C. has any objection about the financial management it will call a special meeting of the B.o.D. and will draw up the relevant items of the agenda that it wishes to be discussed in the meeting. If there is a disagreement with the B.o.D. a special General Meeting must be convened which will decide on the matter in question.

A member of the A.C. who has not come to the meeting will be substituted by an alternate member.

DUTIES OF THE MEMBERS OF THE B.o.D.

Article 21

The President represents the Federation before all the Administrative or Judicial Authorities and all the other Organizations.

The President calls the meetings of the B.o.D. and signs the invitations for the meetings of the General Meeting.

The President presides the meetings of the B.o.D., signs the documents of the Federation with the Secretary General, the payment orders and collection orders with the Treasurer of the Federation. When absent or impeded the President is substituted by the A' Vice-President and if the A' Vice-President is absent or impeded by the B' Vice-President and if the latter is also absent or impeded by a member nominated to this end by the B.o.D. The Minutes of Proceedings of the B.o.D. and the General Meeting are signed by all the present members of the B.o.D. and the Minutes of Proceedings of the General Meeting by the President of the General Meeting, the President of the B.o.D. and the Secretary General of the B.o.D.

Article 22

The Secretary General keeps the books and seal of the Federation, notifies documents to the local Unions-members, co-signs with the



President various documents and speaks, or the President, in the General Meeting regarding the yearly report.

Article 23

The Treasurer of the Federation keeps the petty cash, makes all the collections on behalf of the Federation, by issuing duplicate receipts, signed by the President and himself. He also makes all payments, by means of orders signed by the President and Secretary General, based on the decisions of the B.o.D. At the end of every semester he submits to the B.o.D. a report regarding the financial status of the Federation is fully responsible for the property of the Federation.

The Treasurer may not hold in his hands an amount exceeding that specified by the B.o.D. from time to time, and must deposit any excess amount to any recognized Bank in the name and on behalf of the Federation.

This money can be withdrawn only with a decision of the B.o.D. and an authorization signed by the President and Secretary General. If the Treasurer is absent or impeded he is substituted by the Deputy Treasurer and if the latter is absent or impeded, by a member nominated to this end by the B.o.D.

D. ELECTIONS COMMITTEE

Article 24

In the General Meeting for the elections, and before the elections are carried out, the Elections Committee is appointed by a show of hands, consisting of 3 members, which is responsible for carrying out the elections. Candidates for the B.o.D. cannot be appointed in the Elections Committee. The Elections Committee immediately upon completing its duties must draw up the minutes of proceedings which must state the number of members who voted and the votes received by each one of the candidates.



Two members of the Elections Committee are required to sign on all the ballot papers when counting the votes.

The minutes of proceedings and the signed ballot papers must be delivered by the Elections Committee to the President of the Federation, by means of a memorandum, and the latter must deliver them to the new Board for safekeeping.

Article 25

1. Three branches-offices of the Federation are being established in Thessaloniki, Patras and Heraklio which will be financially supported by P.O.N. The B.o.D. may decide on the establishment of other branches-offices.
2. The offices of these branches will be run by the that member of the Federation's B.o.D. who has been elected from the same geographical region. If there are no elected members in the B.o.D. from that region, then they will be run by the local association.
3. The branches are competent to intervene whenever necessary on a regional level.

Article 26

The Federation has a round seal with its full name and abbreviation P.O.N.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 27

The Federation's Articles of Association may be amended by the General Meeting convened to this end, which will stand in quorum with half plus one of the representatives of the Unions are present. Decisions are passed by a majority of $\frac{3}{4}$ of the present members.

In the absence of quorum in the first time, the General Meeting will not be repeated with a lesser quorum, instead a new Meeting will be convened.



Article 28

In case of dissolution of the Federation, for any reason whatsoever, its property will be disposed (by a decision of the General Meeting) in favor of charities.

GENERAL PROVISIONS**Article 29**

Any matter not provided for in these Articles of Association will be submitted for discussion to the Federation's General Meeting and upon the latter making a decision it will be binding on all the members of the Federation.

Article 30

The provisions of the Civil Code and other laws about the activities of unions and associations are incorporated in this present and will apply mandatorily.

Article 31

These Articles of Association were amended, voted and approved in Meeting of its founding members on 23.11.2008 and will become effective upon entering the amendment approval in the Register of Unions kept with the First-Instance Court of Athens.

Athens, 21.10.2009

THE PRESIDENT

THE SECRETARY GENERAL

/Signed/

/Signed/

/Round seal of the Federation/

Seal :

True copy of the original amended Articles of Association approved by virtue of the decision No, 6483/2009 by the One-Member First Instance Court of Athens, under the name mentioned above, recognized by virtue of the decision No. 6435/99 of the same as above Court, entered into the Register of recognized Unions under Serial No. 646/(OM).

Athens, 27-10-2009

THE COURT CLERK /Signed/

Afroditi G. Bakela

/Official round seal of the Hellenic Republic,
First-Instance Court of Athens/

Seal :

ATTESTED

For affixing the required stamp dues and issuing according to the
register.

Athens, 27-10-2009

THE HEAD OF THE DIVISION /Signed/

Afroditi G. Bakela

/Official round seal of the Hellenic Republic,
First-Instance Court of Athens/

Seal :

True photocopy of the original produced before me.

Athens, 7/11/13

ANTONIOS L. ILIOKAFTOS

ATTORNEY-AT-LAW (Athens Bar Reg.No. 4178)

31 Kaningos-st., Athens

TEL/FAX 210 3838252/3831556

Tax Id.No. 013473560 – 1A IRS of Athens

True translation from the Greek certified photocopy.

The translator, Maria Vrana