

## **ARTICLES OF ASSOCIATION**

### **CHAPTER I**

#### **GENERAL PROVISIONS**

##### **ARTICLE 1**

##### **INCORPORATION - CORPORATE NAME – SEAT – SEAL- EMBLEM**

A non-professional, not-for-profit association of manufacturers and agents of medicines administered without a doctor's prescription (herbal and non herbal), food supplements, medical devices and other parapharmaceutical products (called as "Products" from now on). is hereby established.

The name of this association is SINDESMOS ETERION FARMAKON EVRIAS HRISEOS, abbreviated in Greek as Sindesmos EFEX and its corresponding English name is the ASSOCIATION OF GREEK SELF CARE INDUSTRY (EFEX). Its seat is the **Municipality of Marousi**. Its seal and emblem shall be selected by means of decision of the Board of Directors.

##### **ARTICLE 2**

##### **PURPOSE**

The purposes of the Association are:

- a) To promote and defend the professional interests of members of the Association and the over-the-counter medicines sector before all authorities, and to seek recourse to all competent courts to invalidate decisions which are an affront to the dealings and activities of the Association.
- b) To encourage and facilitate regular communication and exchanges of information between persons, businesses and organisations directly or indirectly interested in the industry and scientific research on (PRODUCTS)
- c) To encourage and facilitate dialogue between the said persons, business and organisations and the Public Administration and other competent public bodies on matters related to the PRODUCTS.-
- d) To provide information to the public about proper use of the PRODUCTS.

e) To collect and hold for distribution to members of the Association documentation on Greek, Community and EU Member State legislation, case-law and administrative practices concerning the industry and scientific research on over the counter medicines and products within the remit of EOF in accordance with the provisions of paragraph (a) of this article.

f) To participate as a member of the ASSOCIATION OF THE EUROPEAN SELF MEDICATION INDUSTRY - ASSOCIATION EUROPEENNE DES SPECIALITES PHARMACEUTIQUES GRAND PUBLIC and to work with it on matters relating to the above.

g) The Association may become a member of international professional organisations which seek similar objectives as its own by means of decision of the General Meeting.

2. To achieve its objective the Association through lrgal procedure can

a) organize conferences, lectures, congresses or any other meeting of informative,scientific or research character

b) develops and maintains websites of informative, scientific or research objective, conducts studies, publications, distributes information bulletins, reviews in digital or/and printing form

c) represent its membersin meetings with officials of the Government and European Union

d) manages movable and immovable assets and makes productive exploit of it through legal procedure

e) enters into contract of labour, work and services with legal and non legal entities

f) enters into contract of sponsorship with legal and non legal entities with the objective of promoting the Association goals

## **CHAPTER II**

### **MEMBERS**

#### **ARTICLE 3**

#### **MEMBERS – RIGHTS AND OBLIGATIONS**

1. **Members:** Where they show practical interest in achieving the Association's objectives, private law bodies corporate and enterprises which trade in and/or manufacture PRODUCTS, as well as sole trader enterprises, may become members of the Association on condition that they are registered in the relevant department of ACCI (Athens Chamber of Commerce and Industry) at their seat. By way of exception, the title of honorary member or other distinction may be conferred on natural persons by the General Meeting.

Ordinary members shall be represented at the Association via a natural person indicated by them, which in the case of limited liability companies, limited or general partnerships shall be the administrator and in the case of sociétés anonymes the chairman, managing director or senior manager specially authorised to represent the company on the bodies and at meetings of the Association, and to directly bind it by its participations in decision.

2. **Rights:** Provided that they have discharged their financial obligations to the Association, Members shall have the right to attend, take part in and vote at meetings of its bodies, and in accordance with the terms of these Articles of Association shall be entitled to participate in meetings and other discussions of the Association and to enjoy the benefits accruing from the Association's activities.

3. **Obligations:** Members are obliged to make concerted efforts to assist in achieving the Association's objectives, to participate in General Meetings and to comply with provisions

of the Articles of Association and the bylaws and to regularly settle their financial debts to the Association in good time.

Moreover, ordinary members are obliged when carrying on their activities to comply with and respect the relevant legislation and EFEX Code of Deontology.

Following their resignation or removal, members shall continue to be liable to settle their financial debts to the Association generated during the year in which they resigned or were removed. The annual subscription fee shall be payable in full regardless of the time of resignation or removal during the course of the calendar year.

#### **ARTICLE 4**

##### **MEMBERSHIP – ENTRY – REMOVAL – RESIGNATION – RE-ENTRY**

1. **Entry:** In order for a member to join it is necessary to fill out a written application form supported in writing by two ordinary members, accompanied by a statement from the applicant that it has taken cognisance of the Articles of Association and the Code of Deontology and that it accepts the Articles of Association unreservedly and that it is obliged to pay the membership fee. In case a company becomes member after the starting of the calendar year, its fees are calculated on the basis of the remaining time period till the completion of the year.

The Board of Directors shall issue a decision on the application. Membership of the Association shall be granted by the said decision of the Board of Directors. Entry shall be followed by enrolment in the Members Register.

Where the Board of Directors rejects the application of a candidate member, the latter shall be entitled to request that the issue be brought before the General Meeting for approval, which Meeting shall be convened to that end and shall issue a final decision on the application for membership.

2. **Removal:** A member shall be removed from the Association by means of decision of the Disciplinary Council when it:

- a) does not comply with the terms of Article 3(1) hereof.
- b) infringes the Articles of Association or the bylaws or decisions of the General Meeting or Board of Directors.
- c) acts contrary to the objectives and interests of the Association.
- d) behaves in a manner contrary to its position as a member, or in general inappropriately.
- e) delays settling its financial debts to the Association for more than 6 months.

Members so removed shall cease to be members of the Association from the day after the decision is taken by the General Meeting and shall be deleted from the Members Register.

3. **Resignation:** All members may freely resign at any time from their membership by submitting a statement in writing to the Board of Directors.

Members which have resigned shall cease to be members of the Association from the day after the Board of Directors meeting at which their resignation was announced, at which time they shall also be deleted from the Members Register.

4. **Re-entry:** Re-entry, save for cases of expulsion for infringement of paragraph 2(a), (b), (c) and (d) of this Article, is permitted at any time in the case of a member which was deleted or resigned, following a decision of the General Meeting taken on that matter.

5. **Honorary Members:** On a proposal from the Board of Directors the General Meeting may issue a decision awarding the title of honorary member to private law bodies corporate and pharmaceutical enterprises or non legal entities which played a founding or active role in the Association but which due to the development of their business operations ceases to be involved in NON REIMBURSED products.PRODUCTS Honorary members shall not be entitled to elect and be elected.

**ARTICLE 5**  
**MANAGEMENT BODIES**

The Association's management bodies are the General Meeting of members, the Board of Directors and the Audit Committee (Auditors) and the General Manager and Deputy general Manager

**CHAPTER III**  
**MANAGEMENT**

**ARTICLE 6**

**LINE-UP - ESTABLISHMENT – CHANGES TO THE BOARD OF DIRECTORS**

1. **Line-up:** Elections to select members of the Board of Directors shall be conducted by the General Meeting in line with the provisions of Article 11 hereof every three years. The Board of Directors shall consist of 5 ordinary members and 3 substitutes who shall take the place of ordinary members in order of their election to fill vacant positions on the Board of Directors. In the case of a tie, the runner-up members shall be selected by drawing lots. All members shall serve for a three-year term in office. Only natural persons shall be elected as members of the Board of Directors.

Candidate members of the Association or persons indicated by members of the Association who achieve a majority of votes shall be elected as members of the Board of Directors of the Association in accordance with their ranking in the line-up.

A representative of a legal entity may not be elected or nominated as a member of the Board of Directors if that legal entity has become bankrupt, is in liquidation or has not settled its financial debts to the Association.

All legal entities which are members of the Association may not be represented by more than one representative on the Board of Directors of the Association.

In order to be elected to the Board of Directors candidatures shall be submitted to the ~~General~~ Secretary of the Board of Directors at least 5 days before the elections and the ~~General~~ Secretary shall post a table of candidates at a conspicuous location at the Association's office and send the list of candidates by email or telefax to all members 3 days before the day of the elections.

2. **Establishment:** The Board of Directors shall meet for the first time 10 working days from election of new members and appoint a Chairman, Vice Chairman, General Secretary and Treasurer.

3. **Removal:** The following persons shall be removed from the Board of Directors: a) a representative of a member of the Association where that member is deleted or resigns in accordance with the provisions hereof, b) an elected member of the Board of Directors who ceases to be a representative of the Association, c) a representative of a bankrupt member and d) a representative of a member who delays paying the annual subscription fee for at least two years.

4. **Replacement / Filling of vacant positions:** Should any position on the Board of Directors fall vacant for any reason, it shall be filled by the substitute members in accordance with the order in which they were elected. If it is impossible to fill any post, the remaining members of the Board of Directors shall convene an Extraordinary General Meeting to elect a new Board of Directors.

By way of exception, where it is not possible to fill a vacant post, and that inability arises during the second half of the term in office of the Board of Directors ~~and relates to a single vacant post of director~~, the Board of Directors shall continue to operate for the remainder of the term in office with a reduced line-up, but in all events it shall have no less than 4 members.

5. **Resignation from office:** All members of the Board of Directors holding any office referred to in paragraph 2 of this Article may freely resign at any time from their office by means of statement in writing sent to the Chairman, and shall remain as ordinary members

of the Board of Directors. The said resignees shall be replaced by means of decision of the Board of Directors in order to determine the member of the Board of Directors who will undertake the office of the resignee.

**ARTICLE 7**  
**COMPETENCES OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall:

- a) Administer the Association;
- b) Manage its assets;
- c) Draw up and proposes to the General Assembly its action programme;
- d) Prepare and proposes to the General Assembly the budget;
- e) Decide on the entry of new members in accordance with Article 4(1) hereof, and propose the expulsion or re-entry of members to the General Meeting.
- f) Decide on the recruitment, terms of pay and work and dismissal of all manner of staff of the Association;
- g) Decide on the acceptance or rejection of bequests, inheritances and donations, the purchase, sale or leasing of real estate properties, the granting of real rights on properties, the purchase, sale and leasing of moveable properties, the taking out of loans and the purchase or sale of securities;
- h) Put forward for approval by the General Assembly the Association's bylaws and Code of Deontology
- i) Propose for approval by the General Assembly the level of the subscription for entry and annual subscription fee for members;
- j) Decide on measures which are reasonable in its view to achieve the Association's objectives;
- k) Submit issues within its remit to the Association for approval.
- l) sets up committees consisting of Association members with a concrete frame of action to promote and materialize planned activities. It appoints also the coordinator for each committee who together with the other members report to the Board Members responsible for their control.

The members of the Board of Directors shall not be liable for decisions taken at a meeting at which they disagreed where that disagreement is confirmed in the minutes of the meeting.

**ARTICLE 8**  
**BOARD OF DIRECTORS ACTIVITIES**

1. **Meetings:** The Board of Directors shall meet regularly every two months following an invitation from its Chairman and on an extraordinary basis whenever this is considered necessary by the Chairman or requested by 2 ordinary members.

2. **Chairman - Vice-Chairman:** The Chairman shall represent the Association before the courts, administrative authorities and all third parties and may appoint authorised attorneys at law for this purpose and remove them.

It shall direct the meetings of the Board of Directors and shall bring items for a vote.

Where the Chairman is absent or unable to discharge his duties, the Vice Chairman shall replace him.

3. **Quorum:** In order for there to be a quorum 3 members of the Board of Directors must be present.

4. **Decisions:** In order for decisions to be taken an absolute majority of members present is required. If the number of votes required to form the majority is not an integer, the fraction shall be rounded up to the next integer.

In case of a tie, the vote of the Chairman shall be the casting vote.

On personal issues, voting shall be by secret ballot and in the case of a tie the motion shall be rejected. In the case of entry, expulsion or re-entry of members a decision shall be taken by a 2/3 majority of the members of the Board of Directors.

A decision can be issued by the Board by collecting rotating signatures by all its members. A Board meeting can also take place by teleconference provided the unhindered, confidential and irreproachable communication within its members is secured.

5. **Minutes:** Minutes shall be kept of the items discussed and decided on by the Board of Directors signed by all members present.. In case of a meeting taken place through teleconference, minutes are issued and signed by the Chairman and Secretary only. Official copies and extracts of the minutes shall be issued by the Chairman and ~~General~~ Secretary.

6. ~~General~~ **Secretary:** The Secretary shall be responsible for keeping the minutes of meetings of the Board of Directors.

7. **Treasurer:** The Treasurer shall collect subscriptions and issue the relevant invoices. He or she shall also order the incurrence of expenditure for the Association within budgetary limits and in line with the relevant decisions of the Board of Directors.

8. **Assignment of powers:** The Board of Directors may issue a decision by unanimous vote of all members assigning specific duties from among the powers of the Chairman, ~~General~~ Secretary and Treasurer To other Board members.



9. **General Manager:** The Board of Directors can select and appoint a General Manager and a Deputy General Manager who shall report to the Board of Directors as a collective body, and in particular to the

Chairman of the Board of Directors. The Board of Directors shall decide on and set the pay for the services offered to the Association by the General Manager and the Deputy General Manager.

The primary and core duties of the General Manager and the Deputy General manager are listed below, without precluding others which may be delegated to him by decision of the Board of Directors:

- a) To develop and maintain effective relations with EOF authorities, medical / scientific associations, journalists specialists on health issues Panhellenic associations of pharmacists, pharmaceutical traders and consumers, the Hellenic Association of Pharmaceutical Companies, PEF and other associations related to the scope of this Association.
- b) To advance relations and collaboration with European and international SELF CARE organizations.
- c) To manage the Association's operations.
- d) To draft press releases.
- e) To manage the Association's finances.
- f) To actively participate in global / European / international and national conferences as a delegate and/or speaker officially representing the Association.
- g) To provide advice to and to collaborate with other members of the Board of Directors concerning the preparation of statements / speeches made by other members of the Board of Directors or by himself.
- h) To welcome and receive foreign visitors and leading figures within the framework laid down by the relevant legislation.
- i) To attend Board of Directors meetings through active participation with proposed actions.

#### **CHAPTER IV**

#### **ARTICLE 9**

#### **CONVENING THE MEETING**

1. The Meeting shall be comprised of representatives of the legal entities which are its members.
2. All legal entities shall, immediately after joining the Association, appoint a representative in accordance with the previous paragraph and a substitute who shall liaise with the Association and shall represent it in all its dealings with the Association.
3. All legal entities which are members of the Association may freely replace the said representative at any time. Such replacement shall be effective from the day after notice in writing from that member is received by the Association.

**ARTICLE 10**  
**COMPETENCES OF GENERAL MEETING**

1. The General Meeting is the Association's supreme body. It shall decide on all issues brought before it relating to achievement of the Association's objectives.

The following matters are the exclusive remit of the Meeting:

- a) Approval of the annual report on Association activities, the balance sheet and annual management report of the Board of Directors as well as approval of the Audit Committee's annual report.
- b) Election of members of the Board of Directors and Audit Committee and Disciplinary Council.
- c) During elections, the General Meeting shall elect a returning panel comprised of two persons. Members of this panel shall supervise voting, the counting of votes and shall record the results.
- d) Release of the Board of Directors and auditors from all liability to pay compensation.
- e) A decision on a proposal of the Board of Directors for acceptance of new members of the Association, the expulsion of members or their re-entry.
- f) Approval of the Association's bylaws and Code of Deontology.
- g) Removal of members of the Board of Directors and auditors.
- h) Amendment of the Articles of Association and Code of Deontology.
- i) Winding up of the Association followed by disposal of its assets.
- j) A decision on the level of the annual membership fee and the entry fee on a proposal from the Board of Directors.

**ARTICLE 11**  
**GENERAL MEETING OPERATIONS**

1. The General Meeting shall convene on a regular basis within the first quarter of each year, and on an extraordinary basis whenever this is considered necessary by the Board of Directors or requested in writing of the Board of Directors by at least 1/5 of the Association's ordinary members, which request shall necessarily state the items on the agenda. The Meeting may convene away from the Association's central offices but not outside the prefecture where its seat is located.

2. The Meeting shall be convened in all cases following an invitation in writing or through e-mail or by telefax from the Chairman of the Board of Directors sent to all ordinary members at least 15 days

beforehand, setting out the place, time and items on the agenda, and referring to the definitions in paragraph 5 hereof.

Where the Board of Directors does not call the ordinary General Meeting in accordance with the provisions of the previous paragraph, at least 1/5 of the Association's ordinary members may call it within March by complying with the provisions of the previous indent.

If in the case where the Meeting is requested on an extraordinary basis by at least 1/5 of the ordinary members of the Association and the Board of Director does not call it within 10 days, the applicants may call it by sending an invitation in writing to the other members, necessarily complying with the provisions of the first indent.

3. Each member of the Association shall be represented at the Meeting by the natural person named in accordance with Article 3(1) of the Articles of Association or where that person is unable, by a senior executive of the member of the Association by means of written authorisation addressed to the Chairman of the Meeting and submitted to him before the start of the Meeting.

At the meeting, the representative so appointed shall have all rights under law and the Articles of Association of the representative or all those granted by the party so represented in the said written authorisation. Each member of the Association may represent up to two members maximum.

4. The agenda for the Meeting is drawn up by the General Manager and approved by the Board of Directors. In the case where 1/5 of the Association's ordinary members request that an Extraordinary General Meeting be called (either by the Board of Directors or by the applicants), the agenda may not include other items apart from those mentioned in the document submitted by the applicants to the Board of Directors (in accordance with the provisions of paragraph 1 of this Article). The Meeting may not decide on items off the agenda.

5. The Meeting shall have a quorum where the members lawfully present or represented whose subscriptions have been paid outnumber the members absent. Where this is not so the Meeting shall be re-convened at the same time and place on the same day of the following week regardless of the number of members present, and no new invitation to this end shall be required.

6. Honorary Members of the Association shall not be taken into account for the purpose of calculating the percentages necessary both to constitute the quorum needed in each case and to obtain the majority required for decisions taken by the Meeting.

7. In order to take a decision to amend these Articles of Association 3/4 of the Association's members must necessarily be present or represented at the Meeting for there to be a quorum.

8. At the start of the Meeting, until the Chairman & Secretary of the Meeting are elected, the duties of Chairman shall be performed by the Association's Chairman who shall: 1) ascertain whether there is a quorum before turning to any other business, 2) elect the Chairman and Secretary. Members of the Board of Directors may not be members of the Meeting's presiding panel. The Chairman of the General Meeting shall announce the start and end of proceedings, guide discussions and bring issues to a vote. The Secretary shall keep the minutes.

9. Decisions of the Meeting shall be taken by a show of hands. By way of exception, a secret ballot shall be taken in relation to:

- a) Election or removal of members of the Board of Directors and Auditors (Audit Committee).
- b) Votes of confidence in the Board of Directors and
- c) Personal issues in general.

10. Decisions of the Meeting shall be taken by absolute majority of the members present or represented in accordance with paragraph 5 hereof whose subscriptions have been paid up.

By way of exception, in the case of removal of members of the Board of Directors or auditors, the  $\frac{3}{4}$  majority of members present or represented referred to in paragraph 5 hereof shall be required in order for a decision to be taken. The persons with the highest number of votes shall be elected as members of the Board of Directors and auditors. In the case of a tie, the matter shall be resolved by drawing lots.

In the case where the requisite number of votes is not an integer for the purposes of forming the majority, fractions shall not be taken into account.

11. In order to amend the Articles of Association a  $\frac{3}{4}$  majority of the quorum cited in paragraph 6 of this Article shall be required.

12. In order to wind up the Association and dispose of its assets the  $\frac{3}{4}$  majority cited in paragraph 6 of this Article shall be required. Where this is not achieved, the Meeting shall reconvene at the same time and place on the same day the following week irrespective of the number of members present, at which time a majority of the persons present shall suffice. The Association shall be wound up in line with the conditions laid down in Article 105 of the Greek Civil Code.

13. Decisions of the Meeting taken in breach of the provisions of law or the Articles of Association shall be invalid and ineffective. Any objection as to the validity of a decision of the Meeting shall be submitted at the same session of the Meeting, which shall decide on it. No objections may be brought against the latter decision. Decisions of the Meeting which have been validly taken shall be binding and valid for all members of the Association, regardless of whether they are present, absent or disagree.

14. Minutes of Meeting sessions shall be kept in a register maintained for this purpose and signed by all members of the chair. Copies and extracts of the said minutes shall be issued by the Chairman or General Secretary of the Board of Directors and attested by that person.

## ARTICLE 12

### DISCIPLINARY COUNCIL

1. Disciplinary Council consists of three members who are elected by the General Assembly who decides on its bylaws and operation.
2. Its objective is control of members' compliance with the Association bylaws and Code of Deontology. In case of violation by a member, it recommends to the General Assembly to impose the necessary sanctions.
3. Till its establishment,, all competences and responsibilities of the Disciplinary Council are performed by the Board of Directors

## CHAPTER V

### FINANCIAL ISSUES

#### ARTICLE 13

### RESOURCES

1. The Association shall have ordinary and extraordinary resources. Ordinary resources are the entry fees of members, annual subscriptions, income from the Association's assets, and its extraordinary resources are donations, inheritances, bequests, grants from members or other Greek or foreign enterprises, public or private law organisations, foundations and/or natural persons, revenue from the organization of conferences/meetings, conduct and publication of studies, advertisements by its members or third parties in printed material and websites and all non-operating income obtained lawfully.
2. The entry fee and annual subscription fee shall be set by means of decision of the General Meeting.
3. The cost of any studies prepared under a special contract or the provision of consultancy services falling within the scope of the Association.
4. The annual subscription shall be paid in advance at the start of each calendar year and

in all events within the first half of the year.

**ARTICLE**  
**~~1314~~**  
**FINANCIAL YEAR**

1. The Association's financial year shall commence on 1 January and end on 31 December of each year.
2. The budget for each financial year shall be prepared by the General Manager and approved by the Board of Directors by the end of the previous year.

3. For the purpose of managing the Association's assets each financial year and its financial status at the end of the financial year, the Board of Directors shall submit a balance sheet and management report to the next Meeting for approval.

**ARTICLE 15**  
**AUDIT COMMITTEE**

In addition to electing members of the Board of Directors the General Meeting, which shall be convened for elections every three years, shall also elect a 2-member Audit Committee together with 1 substitute member chaired by the person with the most votes or in the case of a tie by the person selected by drawing lots, whose task is to audit Association financial management, the minutes of meetings of the Board of Directors, correspondence and the Association's files. The Audit Committee shall submit a written report to the annual Ordinary General Meeting on the Association's financial management during the previous year without which the Meeting may not validly decide on the annual balance sheet and management report.

**ARTICLE 16**  
**WINDING UP – LIQUIDATION**

1. The Association shall be wound up where it is not possible for it to achieve its objectives.
2. Once wound up the Association shall be placed in liquidation and shall continue to exist solely for the purpose of liquidation.
3. Together with the decision on winding up, the Association shall also select 3 liquidators from its members who acting by majority shall liquidate the Association's assets in accordance with law.
4. During liquidation, all Association documents shall necessarily state that it is in liquidation.
5. Following payment of its debts and sale of its moveable and immoveable property, the remaining assets shall be disposed of in accordance with the decision of the Meeting on winding up to other associations, organisations or groupings with the same or related objective or for charitable purposes.



**CHAPTER VI**

**BYLAWS**

**ARTICLE 17**

Organisation and operation of the Association's administrative services shall be regulated by means of bylaws approved by the General Assembly based on proposal by the Board of Directors.

Chairman of the Board

Secretary of the Board