



**MEMORANDUM AND ARTICLES OF THE
“CYPRUS-NORDIC COUNTRIES BUSINESS ASSOCIATION”**

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I. NAME-OFFICES-SCOPE

ARTICLE 1

An Association under the auspices of the Cyprus Chamber of Commerce and Industry is established with the name “CYPRUS-NORDIC COUNTRIES BUSINESS ASSOCIATION” hereinafter referred to as the “Association”.

ARTICLE 2

- a. The Association will operate in close co-operation with the Cyprus Chamber of Commerce and Industry.
- b. The Offices of the Association are in Nicosia at the offices of the Cyprus Chamber of Commerce and Industry.

ARTICLE 3

The aims of the Association are:

- a. To promote, expand and encourage economic and trade relations between The Republic of Cyprus (hereinafter referred to as “Cyprus”) and Denmark, Finland and Sweden (hereinafter referred to as “Nordic Countries”). *The two other Nordic countries, Norway and Iceland, are welcome to join the association at their will.*
- b. To propose to the Governments of Cyprus and the Nordic Countries, ways and means through which trade and economic relations can be further improved.
- c. To organize meetings with officials of Cyprus and the Nordic Countries with a view to safeguarding the smooth operation and flow of trade between Cyprus and the Nordic Countries
- d. To create and maintain on a regular basis communication between the business communities of Cyprus and the Nordic Countries.
- e. To develop various ways for enhancing cooperation between Nordic Countries and Cypriot business people.

- f. To investigate and present to the Nordic Countries market, the dynamic aspects of the Cyprus economy, with emphasis on the opportunities for International and Nordic Countries companies to trade not only with Cyprus but also via Cyprus to the Middle East, North Africa and Eastern Europe.
- g. To promote to the Cypriot business community the prospects of investing in the Nordic Countries market and to be able to provide assistance and information in order to facilitate such investments.
- h. To organize events for the implementation of the above.

II. MEMBERS

ARTICLE 4

Members of the Association can be Individuals or Private Law Companies and/or other legal entities of Cyprus origin that have notable and distinguished contribution to the Cypriot and/or Nordic Countries Business Community. Applications for membership need to be approved by the Board of Directors. The Board of Directors has the authority to consider applications of non Cypriots as well.

ARTICLE 5

- a. Each and every member of the Association can terminate the membership whenever so decides by submitting a letter of termination.
- b. The Board of the Association can expel any member whose conduct is not in accordance with the aims of the Association.

III. SUBSCRIPTION

ARTICLE 6

- a. The amount of the subscription is determined every year by the Board of Directors.
- b. The Board can levy a “special fee” for particular purposes such as trade studies, trade missions, etc.

IV. ADMINISTRATION AND REPRESENTATION

ARTICLE 7

- a. The Association is governed by the Board of Directors which is composed by at least 10 but not more than 19 members, including the President of the Board. The Board is elected by the General Assembly for a term of two years.

The Board of Directors must elect at least:

- 2 Members focused on economic and trade relations with Denmark
- 2 Members focused on economic and trade relations with Finland
- 2 Members focused on economic and trade relations with Sweden

In addition to the elected Board Members, the Ambassadors of the Nordic Countries in Cyprus are ex officio Members of the Board.

The Deputy Head of Mission of the Nordic Countries in Cyprus and/or the Consular Representatives of the Nordic Countries in Cyprus have the right to attend the meetings of the Board of Directors.

- b. The members of the Board of Directors elect between themselves the President, the three Vice-Presidents, and the Honorary Treasurer. An officer from the Cyprus Chamber of Commerce and Industry assumes the duties of the Secretary Executive of the Association.
- c. The Board of Directors has the right to appoint a member of the Business Community as an Honorary President. The Honorary President has the right to attend the meetings of the Board of Directors and the General Assembly.
- d. Persons resigning from the Board of Directors are replaced per the Board's decision. If the number of the resigned Directors exceeds half the number of the Board Members, a General Assembly is called for the purpose of electing a new Board.
- e. Member absent, without sufficient excuse from three (3) consecutive board meetings loses his/her seat in the Board.
- f. A member of the Board of Directors may appoint in writing another person who has a position of high authority in the same organization that the member of the Board represents, as his/her Alternate Director for the purpose of attending Board Meetings on behalf of the Board Member which the latter is unable to attend".

ARTICLE 8

The President of the Board of Directors coordinates the Association's activities, presides over the meetings of the Board and the General Assembly and executes their decisions. In the event of his absence, the President is substituted by the oldest in age Vice-President. The Treasurer is responsible for keeping in good order the Accounts Payable and Receivable by the Association. The President of the Association cannot be the same person for more than two consecutive terms, but can be re-elected as President of the Association following a term of idleness.

ARTICLE 9

The Board of Directors meets regularly once every two (2) months or whenever it is asked to do so by the President or at least by one third (1/3) of the members of the Board. A meeting of the Board is valid when at least 50 percent plus 1 of its elected members is present or 7 members in case the total number of the elected Board members is over 13 and decisions are taken on a majority basis. In case of vote equality, the President will have the casting vote. The votes of members who are present and who either abstain or cast a blank vote, will not be taken into account for the purpose of deciding whether there is a majority or not provided that the decisive votes are not less than half of the present members.

V. GENERAL ASSEMBLY**ARTICLE 10**

- a. The General Assembly is the supreme executive and regulatory body of the Association.
- b. The General Assembly comprises all the members of the Association who have settled their annual subscription and all other financial obligations to the Association.
- c. The General Assembly takes place once a year or whenever is called by the Board of Directors or at least by one third of the members of the Association.
- d. An annual or an Extraordinary General Assembly takes place upon an at least a fifteen (15) day notice to all the Members and if at least 25% of the Members of the Association who have settled their financial obligations to the Association are present. Otherwise the General Assembly is adjourned as ordered by the President of the General Assembly, but for no more than a week's time at the same place, in which case regardless of the number of present members the General Assembly can take place.

- e. Any member present at a General Assembly can act as proxy for one absent member. The proxies, duly signed by the absent members, must be deposited at the offices of the Association at least 24 hrs prior to the commencement of the Assembly.

ARTICLE 11

- a. The General Assembly deals with all the issues that are included in the agenda as well as with any other issues proposed by a member and supported by at least one fourth of the participating members. The votes of members who are present and who either abstain or cast a blank vote, will not be taken into account for the purpose of deciding whether there is majority or not provided that the decisive votes are not less than half of the present members.
- b. All the decisions at a General Assembly are taken by majority of the present and voting Members. In case of vote equality, the President will have the casting vote.

VI. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

ARTICLE 12

The Articles of Association can only be amended by the General Assembly at which 50% + 1 of the Members of the Association participate. If such participation is not secured, a second General Assembly takes place one week later, at which 40% + 1 of the Members of the Association participate. Majority of votes also applies in this case.

VII. DISSOLUTION OF THE ASSOCIATION

ARTICLE 13

The Association is dissolved if a General Assembly so decides. The same notice, quorum and provisions as required for the purposes of Article 12, will also be required for the purpose of this General Assembly.