

- TRANSLATION -

CODIFIED STATUTES OF "ELIAMEP"

Article 1

Form - Name – Registered Seat - Seal

1. The public-benefit foundation with the Greek name "ΕΛΛΗΝΙΚΟ ΙΔΡΥΜΑ ΕΥΡΩΠΑΪΚΗΣ ΚΑΙ ΕΞΩΤΕΡΙΚΗΣ ΠΟΛΙΤΙΚΗΣ", which is known as "ELIAMEP" and in English as the "HELLENIC FOUNDATION FOR EUROPEAN AND FOREIGN POLICY" and "ELIAMEP" respectively, which was established by Georgios Ioan. Mavros by dint of Notarial Act No. 80901 / 20.8.1987 of the public notary of Athens Dimitrios Kon. Dimitrellos, the establishment of which was approved and the Statutes of which were ratified by P.D. 04.04.1988 (II 234), as amended by P.D. 28.09.1993 (II 796) and amended and codified by P.D. 02.28.2014 (II 589), is a legal entity under private law and is governed by the provisions of the above act, this Statute, and Law 4182/2013, as this law and the decrees that have been or will be issued in relation to its implementation apply at any given time.
2. The Foundation's headquarters are in Athens.
3. The stamp of the institution is round, with the name of the institution inscribed around its perimeter in a cartouche and the year in which its institution was ratified in its centre.

Article 2

Objectives

1. The aims of the Foundation are to:
 - a) Conduct research into issues relating to Greek foreign and defense policy, European integration, the future of the United Europe, transatlantic and international relations, international economics, security, migration, human rights, civil society, good governance, energy, climate change, sustainable development and, generally, the study of issues relating to international policy, security and the economy.
 - b) Contribute to the public and political conversation and to organize and support actions relating to the areas listed in par. 1(a) of this article.
 - c) Provide bodies, state and otherwise, with scientific evaluations and recommendations, expertise and assistance in relation to the areas listed in par. 1(a) of this article.
 - d) Inform international and Greek public opinion and the Greek and international scientific community about the areas listed in par. 1(a) of this article.
 - e) Provide education and training relating to the areas listed in par. 1 (a) of this Article, as well as on other international and European issues.
2. The means by which the Foundation may achieve its goals include, indicatively:
 - a) Managing and conducting research and other programmes and producing publications relating to the Foundation's areas of interest.
 - b) Organizing seminars, lectures and conferences.

c) Cooperating with public services and public or private organizations with a view to exchanging information, studying specific issues, and organizing and supporting actions relating to the areas listed in par. 1(a) of this article.

d) Creating infrastructure for documenting and providing information on matters of interest to the Foundation; indexing articles from Greek and foreign periodicals and equipping the institution with studies relating to the areas listed in par. 1(a) of this article.

e) Providing research scholarships and financial aid to promote research and actions relating to the areas listed in par. 1(a) of this article. Developing any other activity relating to the above.

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Article 3

Assets - Resources

1. The Foundation's assets consist of:

a) The sum of 5869.41 euros (2 million Drachmas), deposited by its founder in the National Bank of Greece (Parliament branch), in deposit account no. 054600438- 5, in the name of the Foundation.

b) Three hundred (300) books, publications and studies, sixty-two (62) pieces of office furniture, one (1) photocopier and two (2) typewriters, as described in greater detail in Article 17 of its founding instrument.

c) Any assets acquired subsequent to the ratification of its foundation.

d) Income from publications and other activities in which the Foundation engages to promote its aims.

2. The Foundation' resources are:

a) The income derived from the exploitation of its assets.

b) Interest on its deposits in banks or other credit organizations.

c) Various kinds of financial and other provisions, regular or occasional, private and state grants, as well as bequests, legacies, agreements and grants for the

conducting of research and studies, as well as donations to it from any natural or legal person, domestic or foreign.

Article 4

Board of Directors

1. The Foundation is governed by a Board of Directors consisting of a total of fifteen (15) members drawn in a representative manner from the academic, diplomatic, military, business and journalistic spheres. Its members include the Director General, who attends meetings by his own authority and has the right to vote.

2. The Board elects and appoints, by dint of an act following a vote, the President, Vice-Presidents, General Secretary and Treasurer for a term of two years in the aforementioned offices. The Board also elects the Director General and his deputy in accordance with the provisions of Article 5.

3. The Foundation is represented by the Chairman of the Board or the Director General.

4. The Board members are appointed for a term of four (4) years and are always re-electable.

5. Apart from the Director General, who participated on the Board by dint of his/her position, half of the Board members are elected / replaced every two years by the remaining members by means of the following procedure:

Initially, half the members of the Board, who are selected by lot, were replaced after four years had passed from 1 January of the year of their election. The remaining members were replaced on 1 January of the second year after the replacement of the first half of the Board members. Henceforth, the replacement of Board members whose term expires is performed every two years by decision of the other members whose terms will end two years thence.

Should the election of the new members be delayed for any reason, the Board may continue to operate legally with its other members.

6. Each member of the Board can propose individuals from areas in which the Foundation has an interest as candidates for election to the new Board.

7. In case of the renunciation, resignation, disqualification, incapacity, death or replacement for whatever reason of any Board member during their term of office, the vacancy will be filled for the remainder of their term by a person chosen by the remaining Board members, in accordance with these Statutes and Article 19 of Law 4182-2013.

8. The Board meets regularly at intervals it itself decides, and extraordinarily at the request of the Chairperson or a majority of its members, who must make a written request to the Chairperson. The Board meetings can also be held remotely by teleconference for all or some of its members, utilizing any available technological means, as well as peripatetically. In all the above cases, the signatures of Board members may be replaced by an exchange of electronic messages (e-mail) or other electronic means.

9. A Board member who is absent or unable to attend a meeting or meetings of the Board may be represented by another member of the Board only, whom they must authorize in writing, whether by letter, fax or email. Each member of the Board may only validly represent another Board member.

10. The Board has a quorum when at least half plus one (1) of its members are present or represented. For there to be a quorum, the Chairperson and/or the Director General or their legal deputies must be among those present or represented.

In particular, during the procedure whereby new members are elected to replace the half Board members whose term has expired in accordance with par. 5 of this Article, the Board of Directors shall be deemed to have a quorum when at least half plus one (1) of the members whose terms will expire two (2) years thence are present or represented.

11. Board decisions are passed by a majority of the members present and represented; if the vote is drawn, the Chairperson has the casting vote.

12. If a member of the Board is absent without justification from three consecutive meetings, they are deemed to have resigned and their vacant place will be filled by means of the procedure laid out in par. 7 of this article.

13. At all Board meetings, minutes will be kept recording the decisions taken along with any minority opinions.

The minutes are signed by all the members present at the Board meeting.

14. With the exception of the Director General, the members serve on the Board of the Foundation without payment. However, they are eligible for the reimbursement of travel or other expenses incurred in the service of the Foundation, given that the payments were intended to further the objectives of the Foundation, were made following a payment order being issued by the Board, and are backed up by evidence proving that the payments were made legally.

Article 5

Director General - Competences & Responsibilities

1. The Board appoints the Foundation's Director General, who directs all its activities and may also attend Board meetings as a rapporteur by decision of the Board.
2. The Director General serves for a term of 4 years, which may be extended.
3. The Director General presides over the Foundation's staff, prepares the annual programme framework and research programs, and, generally, directs its activities and keeps the Board informed. He also ensures cooperation between the Foundation's academic/scientific staff (scientists, researchers, special advisers) and members of the Board who have been assigned to undertake special activities in specific areas. The Director General and the Administrative Manager may, in parallel with the performing of their duties, also engage in research work.
4. The Director General assists the Administrative Manager and Research Directors in the performance of their duties. The performance of the duties assigned to each of the above, and their competencies, are detailed in the Internal Regulations.
5. The Director General supervises the Foundation's personnel and executes the decisions of the Board.
6. The Director General issues payment orders for expenditures foreseen in the approved budget.
7. When the Director General is absent or indisposed, the Administrative Manager stands in for them.

Article 6

Competences & Responsibilities of the Board of Directors

1. The Board decides, upon the recommendation of the Director General, on all issues relating to the Foundation's structure and running, draws up the annual programme and policies in relation to its specific activities, and monitors and controls the progress of its operations. It sets the frameworks, terms and criteria (in line with the Foundation's operational needs and available resources) for the commissioning of research and the recruiting of staff by the Director General. Each member of the Board may submit proposals and suggestions relating to the above areas.
2. In particular, the Board votes and submits the Foundation's annual budget and report for approval by the legally competent authority, in accordance with the provisions of Articles 59 and 60 of Law 4182-2013. Along with the report, it also votes on and submits the overall balance sheet of the Foundation's assets and liabilities.
3. The Board can form select committees to assist with the Foundation's work. It can also, upon the recommendation of the Director General, decide to establish specialized academic/scientific or other councils or international committees.

Article 7

Competences & Responsibilities of the Chairperson

1. The Chairperson of the Foundation's Board of Directors:

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a) Represents the Foundation before the Courts and the Authorities, as well as in its relations with every third party, either in person or via the Director General.

b) Convenes the Board for regular and extraordinary meetings, declares these Board meetings to have commenced and concluded, and directs the discussions. Sends invitations to Board members to attend meetings at least seven (7) days before their scheduled date.

c) Draws up and signs the agenda for each Board meeting, with the assistance of the Director General.

2. When the Chairperson is absent or indisposed, their place is filled by the Vice Chair. Should the Vice Chair also be absent or indisposed, their place will be taken by another member of the Board, who they shall specify.

Article 8

Competences & Responsibilities of the Treasurer

1. The Foundation's Treasurer:

a) Receives all the Foundation's income, issuing and signing numbered instant-duplicate receipts.

b) Deposits the Foundation's revenue with credit institutions, reserving the right to withhold small sums required to cover temporary and urgent Foundation expenses, the specific amount to be determined by the Board of Directors at the start of each year, in accordance with the provisions of article 67 of Law 4182/2013.

c) Makes all payments, on receipt of a written payment order from the Chairperson or the Director General.

d) Maintains and safeguards the account books and management information of the Foundation.

e) Ensures, with the help of the Director General, that the Foundation's draft budgets, financial reports and balance sheets are draw up and submitted to the Board in good time.

2. With the authorization of the Board of Directors, the Director General or the Foundation, or its Head of Financial Services, can deputize for the Treasurer.

Article 9

Financial management

1. The financial management of the institution is undertaken over an annual period which begins on 1 January and ends on 31 December of the same year. Exceptionally, the first accounting period starts from the date of publication in the Government Gazette of the pertinent P.D. approving the formation of the institution, which may be extended until December 31 of the following calendar year, by decision of the Board at its first meeting.

2. Financial management is based on a budget and report on revenues and expenses, both of which are prepared in accordance with the provisions of Articles 59 and 60 of Law 4182-2013.

Article 10

Books and records

1. The institution is obliged to keep the following books and records:

- a) A Correspondence ledger.
 - b) A book of minutes from Board meetings.
 - c) Accounting book in which all the Foundation's income and expenses made during the year are recorded in chronological order in accordance with accounting conventions.
 - d) Books of numbered instant-duplicate receipts and payment orders stamped and signed by the Chairperson.
2. The Board of Directors decides whether other books and records, which it considers necessary for monitoring the management of the Foundation's assets and the implementation of its goals, should be kept in addition to the above.
 3. These books and records can be kept electronically, if this is permitted by law.

Article 11

Amending the Statutes

The Statutes of the Foundation may be amended or supplemented by Presidential Decree, pursuant to the provisions of Articles 51 and 52 of Law 4182/2013 and Articles 110 and 119 of the Civil Code, following a decision taken by the Board and passed by a majority of two thirds of its total number of members.

Article 12

Dissolving the foundation - The fate of its property

- 1 The Foundation is dissolved when and as the law states.
2. If the Foundation is dissolved for any reason, its property devolves onto a domestic private entity under private law designated by the Board of Directors.

Article 13

Entry into force

These Statutes come into force when they are published in the Government Gazette.

The Minister of Finance is hereby entrusted with the publication and implementation of the present Decree.

Athens, 29 April 2021

President of the Republic
KATERINA SAKELLAROPOULOU

The Ministers