

FORMATION OF CIVIC NON-PROFIT COMPANY
KNOWN AS
CULTURAL ROUTE "DROMOS ISTORIKON CAFÉ"
- CIVIC NON-PROFIT COMPANY

In Chania, today on... July 2021, day, between:

1. Vasilis Stathakis resident of Chania, 90 Tzanakaki street, holder of the ID number AZ975323 of the police station of Chania with Tax Identification Number 041925850 Tax Office Chania
2. Antonis Thymakis, resident of Chania, 71 Karaiskaki street, holder of the ID number AM978129 of the police station of Souda with Tax Identification Number 031967278 Tax Office Chania
3. of Eleni Fournaraki resident of Chania 24 Gavaladon Street, holder of ID number AI469936, of the police station of Chania with Tax Identification Number 113195270 Tax Office Chania
4. of Paraskevas (Paris) Katsikeros, resident of 18 Palouba Street, Tripoli, holder of the ID number AA773380 of the police station of Tripoli with Tax Identification Number 051518114 Tax Office Tripoli

constitute among them a civic non-profit company (pursuant to Articles 741 et seq. of the CC), of which they will be partners, under the following terms and conditions:

ARTICLE 1

FORMATION - NAME

1.1 A civic non-profit company is formed, governed by Articles 741 et seq. of the CC, 784 CC and 270 paragraph 1 of Law 4072/2012, under the name of CULTURAL ROUTE "DROMOS ISTORIKON CAFÉ" - CIVIC NON-PROFIT COMPANY. The distinctive title of the company is "DROMOS ISTORIKON CAFÉ" and for its relations with foreign countries, it is "HISTORIC CAFES ROUTE".

1.2 The company's trademark consists of a symbol of a gold-colored globe which in the centre bears a coffee bean and the inscription "DROMOS ISTORIKON CAFÉ- HISTORIC CAFES ROUTE". At the base of the globe, there is the date of formation, (est. 2014).



ARTICLE 2

REGISTERED OFFICE

The registered office of the company is the Municipality of Chania, Crete. The company may, by decision of its Board of Directors, establish branches or offices in other cities or regions of Greece and abroad. The registered office of these branches or offices and their exact address shall be determined by the aforementioned decision of the Board of Directors of the company.

ARTICLE 3

PURPOSE

3.1. The purpose of the company is:

- Creating partnerships and synergies for the organisation of youth activities, with the aim of educational exchanges to strengthen European identity and diversity.
- Cooperation at local, national, European and international level to enhance cultural heritage as a vital factor for sustainable development through tourism and local infrastructure.
- Strengthening local, national and international actions that promote inclusiveness, preserve collective memory and improve the quality of life
- Promotion of sustainable development of local communities through original proposals of thematic - cultural tourism, as well as through the creation of commercial products with the synergy of various professional local communities.

- Promotion of cultural heritage sites/monuments that have not been identified by the state in cooperation with local bodies.
- Creating an intercultural network that will encourage the interaction of different cultures, highlight cultural diversity and promote multicultural understanding.
- Highlighting the identity of the historic cafes-members as a means of recognition of cultural heritage, which is an intangible common good, through its promotion, research, education and dissemination, with the cooperation of individual bodies of different disciplines.
- Highlighting the contribution of Historic Cafes in shaping European identity.
- Organising events and actions that enhance and promote cultural diversity, dialogue, respect for human rights and democracy.
- Organizing and performing concerts, theatrical performances, musical events/, exhibitions, symposia, tasting events, seminars, and conferences.
- Creation of cultural workshops aimed at teaching children and adults various cultural subjects.
- Presentation of theatrical, cinematographic and television scripts with the purpose of promoting the Historic Cafes Route
- Undertaking initiatives and actions in favor of the conservation and dissemination of the cultural heritage of Historic Cafes.

- Design, implementation, creation and distribution of printed or electronic publications and media or other information media to communicate the afore-mentioned purposes of the company.
- Cooperation with national or foreign public or private bodies to promote and implement its objectives.
- Strengthening the participation of local communities in intercultural private and public sector actions as part of the democratic process.
- Promoting research and interdisciplinary cooperation through universities, research centres and other training providers of higher and tertiary education institutions.
- Promoting democracy and intercultural dialogue, promoting the principles of peace and mutual respect.
- Promotion and development of all kinds of study, research and socio-cultural activities, in favour of cultural exchange between the countries – members of the Council of Europe.
- Promotion of international cooperation in the field of cultural, responsible, integrated, sustainable, creative and community-based tourism to further develop local communities.

In order to attain its purposes, the company may perform all proper instruments that do not contravene the law and the Statute and cooperate with all competent foreign or domestic authorities and bodies, Local Authorities, Legal Persons Governed By Public Law and Legal Persons Governed By Private Law of any kind and form, as well as private individuals.

3.2 The unanimous decision of all the partners is required to amend the purpose of the company.

ARTICLE 4

DURATION OF THE COMPANY

The duration of the company is set at twenty years, starting from the legal registration of this document in the General Commercial Register (G.E.MI.) and ending on the corresponding date of the year 2041.

The duration of the company may be extended if the partners agree in writing one month before the dissolution of the company and publish their agreement in writing in accordance with the law.

ARTICLE 5

MEMBERS OF THE COMPANY - ADMISSION OF NEW PARTNERS

5.1 Members of the company may be either full members or friends.

Regular members are natural persons, or legal persons public or private, or any kind of civil society bodies that run cafés or hotels, museums or

towers or palaces or buildings of particular architectural or cultural heritage more than one hundred years old, on the premises of which they operate a café with furnishings and authentic objects of past centuries, which demonstrate their cultural heritage. Natural persons or legal persons public or private, that run cafés in Parliaments, Embassies, Stock Exchanges, Institutions, Consulates etc. shall also be considered regular members. Full members enjoy all the privileges of the company.

Friends are those who agree with the purposes of the company and wish to support or participate in its actions and have the right to vote and be elected, subject to payment of an annual contribution.

5.2 The admission of new members of the company is permitted following a decision of the Board of Directors taken in accordance with the provisions of the present, without requiring an amendment of the company's Statute. A prerequisite for the acceptance of the admission of a new member to the company is the submission of a relevant request, which will necessarily include the term for the unconditional acceptance of the Statute, the regulations and the decisions of the company's bodies. If a disagreement arises in the Board of Directors regarding the registration of a new member, the disagreement will be resolved by the next General Assembly.

5.3 New members are required to pay a contribution, the type or amount of which shall be determined by a decision of the Board of Directors of the company.

5.4 Members may leave the company at any time, upon written statement to the Board of Directors of the company.

5.5 Members who neglect or knowingly compromise the interests of the company or harm the purposes and objectives of the company, by their actions or omissions, may be expelled by a decision of the Board of Directors of the company, taken by an absolute majority of its members. Partners who are expelled from the company may not regain membership

5.6 Partners who leave or are expelled from the company shall not be refunded their contribution and may not claim any other sum of money or other assets for any reason whatsoever from the entire company's assets.

5.7 No distribution of profits between the partners is possible, both during the operation of the company and during its dissolution and liquidation. Any financial advantages resulting from its operation are never distributed among the partners but remain as assets of the company.

5.8 The General Assembly, following its decision taken in accordance with the provisions of this article, may freely expel a member of the company if he or she obstructs its operation or harms its work or does not show the interest expected for the success of the company's purposes. The member who is expelled shall not be refunded anything by the company, in accordance with the provisions herein for the withdrawal of members of the company.

5.9 The liability of the partners (both the founding members and any new

members) for the debts of the company is limited only to the amount of their contribution as stated in the provisions of the Statute.

5.10 The capacity as a partner is non-transferable and any transfer of it is invalid.

5.11 By decision of the General Assembly of the company, natural or legal persons can be appointed as Honorary members even if they do not run, or operate a café, as a way of thanking them for their contribution to the work of the company. However, honorary members will not have rights to vote and be elected. A separate list of honorary members will be kept. Honorary members may join the company as full members, provided that they pay a contribution, the type or amount of which is determined by a decision of the General Assembly, in accordance with article 5.3 of the present.

ARTICLE 6

OBLIGATIONS - RIGHTS OF PARTNERS

6.1 All partners have the obligation to contribute to the attainment of the purposes of the company and to contribute in every possible way to their realisation.

6.2 The partners are not entitled to act on their own account or on behalf of others in a manner contrary to the interests of the company.

6.3 All partners may participate in other legal persons, public or private, domestic and/or foreign, with the same, similar or related purposes to the company, provided that this participation does not oppose, impede or damage the company in a direct or indirect way, as defined above.

ARTICLE 7

CAPITAL - CONTRIBUTIONS - RESOURCES

7.1 The capital of the company is set at EUR ten thousand (10,000 €), paid by its founding members, as follows:

a) Vasilis Stathakis paid an amount of EUR seven thousand (7,000€) to the company's fund and participates with a 70% share

b) Eleni Fournaraki paid an amount of EUR one thousand (1,000€) to the company's fund and participates with a 10% share

c) Antonis Thymakis paid an amount of EUR one thousand (1,000€) to the company's fund and participates with a 10% share

d) Paraskevas Katsikeros paid an amount of EUR one thousand (1,000€) to the company's fund and participates with a 10% share

7.2 The contributions of the partners may consist of money, rights, labour, intangible assets or other items.

7.3 By decision of the General Assembly of the partners, taken by an absolute majority of those present, it is possible at any time and depending on the needs that arise, the capital of the company may be freely and unlimitedly increased by imposing additional or supplementary contributions to the partners (capital increase) according to their share of participation.

7.4 For the attainment of the company's purposes and activities, the company's resources are indicatively the following:

- a. Contributions, all kinds of subscriptions (regular or extraordinary) and sponsorships of the partners.
- b. Any income from its general operation, such as events, lectures, exhibitions, publications, etc., organised either by the company alone or in partnership with third natural or legal persons from Greece or abroad.
- c. Grants and donations from the State, Organisations or legal persons under private and public law in Greece or abroad (e.g. international programmes), the European Union, Council of Europe, etc. (e.g. all kinds of grants from European programmes, etc.), as well as from natural persons.
- d. Donations, inheritances, legacies in favour of the company.
- e. Rights from the general operation and activities of the company.
- f. Any other kind of legal aid and offers.

7.5 It is expressly stated that, due to the non-profit character of the company, its income from any source will be used exclusively for the service of its purposes and will not be distributed to the partners as profit under any circumstances.

7.6 The financial management of the company is subject to an annual independent audit and a regular audit by the Council of Europe. The relevant annual financial statement must be completed in good time before the ordinary General Assembly and made available to the public.

ARTICLE 8

MANAGEMENT - REPRESENTATION

8.1 The bodies of the company are **the General Assembly, the Board of Directors, the Audit Committee, the Executive Committee and the Scientific Committee**, as well as any other bodies that may be provided for by a decision of the General Assembly of the company, taken in accordance with the provisions of the present.

8.2 Special rules of procedure voted by the General Assembly of the company determine the issues concerning the organisational structure, financial management and the way the company operates, the conditions governing the hiring and dismissal of staff and contractors and the issues of their remuneration and compensation, as well as any other issue that the General Assembly of the company will consider to be relevant to its operation.

8.3 In order to serve the purposes and activities of the company, the partners may conclude employment or work contracts with third natural or legal persons, following a decision of the Board of Directors of the company. It is agreed that, in the event that the above contracts can be executed by the partners themselves, it will be preferred that the company assigns them to one or all of the partners, provided that this does not conflict with the company's purposes, and with the usual remuneration on trade.

8.4 The actions of the partners acting under the name of the company and on behalf of the company bind the company, provided that they are within the framework defined by the aforementioned purpose of the company.

ARTICLE 9

GENERAL ASSEMBLY

9.1 The General Assembly, which includes all financially settled members of the company, is the highest body of the company. The General Assembly is responsible for the management of all corporate affairs and decides on every operation of the company, unless it has been entrusted by law or this Statute to other bodies.

9.2 The General Assembly has the power to take decisions on any matter concerning the operation and management of the company and in accordance with the present Statute, elects the company's bodies and decides on their discharge from any liability, approve the annual

administrative and financial report, as well as the annual balance sheet, decides on the admission, withdrawal, expulsion of the company's members and the amendment of its Statute.

9.3 The General Assembly shall be convened at least once a year (Ordinary General Assembly) and specifically within the month of November of each year, following an invitation of the Board of Directors of the company, communicated at least ten (10) days in advance in the most effective way (fax, email, announcement on the company's website). The General Assembly is convened in an extraordinary manner upon a reasoned decision of the Board of Directors or a request signed by at least 1/3 of the financially settled members stating the issues to be discussed.

9.4 Each financially settled partner may participate in the Assembly of Partners and vote either in person or through a representative - already a partner - specifically authorized for this purpose by a private document with the authenticity of the authorized person's signature or by a notarial document or, in the case of legal persons, with minutes of the competent body in accordance with the legal procedure for the authorisation of legal persons in the country of their legal formation. No partner may represent more than one partner at the Assembly.

9.5 A decision requires the presence of 1/3 of the financially settled members and an absolute majority of the members present. In the event that a quorum is not attained, the General Assembly shall be reconvened within eight (8) days from the assembly that was cancelled, at the same

place and time. Any reconvened General Assembly shall be deemed to have a quorum regardless of the number of those present. The presence of 2/3 of the members and the majority of 2/3 of the present members is required for a decision concerning the dismissal of members of the Board of Directors or the amendment of the company's Statute. A blank ballot shall be counted as a negative vote.

9.6 The decisions of the General Assembly are taken by open ballot, with the exception of decisions concerning the election or dismissal of the persons constituting the company's bodies, for which a secret ballot is required.

9.7 The Chairman of the Board of Directors of the company shall act as Chairman of the General Assembly. In the event of his absence or inability or absence, the General Assembly shall elect its Chairman from among its members. The General Assembly also elects from among its members the Secretary of the General Meeting.

9.8 Minutes shall be kept for the meetings of the General Assembly, which shall be recorded in the relevant register.

9.9 The decisions of the General Assembly, taken in accordance with the provisions of this document, are final and binding on all members of the company and its bodies.

ARTICLE 10

BOARD OF DIRECTORS

10.1 The company is governed by its Board of Directors, consisting of seven (7) members. The members of the Board of Directors are elected by the General Assembly in a special secret ballot, following the submission of their application to stand as a candidate. Foreign associations may participate in the election of members of the company's bodies, provided that their legal representative (or the person authorised by him/her) is already a member of the company. All financially settled members of the company, legally represented, take part in the General Assembly for the election of the members of the Board of Directors. The members of the Board of Directors are always eligible for re-election and are freely revocable.

10.2 The Board of Directors of the company consists of:

- a) the Chairman, who is the legal representative of a legal person with the purpose of running or operating a café
- b) the Vice-Chairman, who is the legal representative of a legal entity with the purpose of operating a café
- c) the Secretary, who shall always be a natural person
- d) the Treasurer, who is always a natural person; and
- e) three (3) members, who may not necessarily be associated with the management or the operation of a café – member of the company.

The legal formation of the Board of Directors is not affected by the temporary absence of one (1) of its members. If, for any reason, a vacancy occurs in the office of one or more elected councillors, the

remaining councillors, if there are at least four (4), shall be required to elect a temporary replacement or replacements for the remainder of the term of office of the councillor(s) being replaced. This election shall be submitted for approval to the next General Assembly.

10.3 The term of office of the members of the Board of Directors of the company is five years, starting from its formation and ending on the respective date of the fifth year following their election and may be freely renewed.

10.4 The new Board of Directors of the company resulting from elections shall be constituted within five (5) working days after its election by invitation of the first member of the Board of Directors in terms of number of votes and in case of a tied vote the first of the tied members and shall elect from among its members the Chairman, the Vice-Chairman, the Secretary and the Treasurer.

10.5 The Board of Directors of the company shall have a quorum of four (4) of its members present and its decisions shall be taken by an absolute majority of those present. In the event of a tie, the opinion in favor of which the Chairman of the Board of Directors has voted shall prevail. Minutes of the meetings of the Board of Directors of the company are kept in the same register and signed by the present members.

10.6 The Board of Directors of the company shall meet regularly once (1) a month, and in extraordinary meetings whenever the need arises and is

convened by its Chairman or if requested to be convened in writing by at least four (4) members.

10.7 Membership of the Board of Directors is honorary and unpaid, allowing for the payment to the members of the Board of Directors of the expenses of transport, accommodation, food, etc., when travelling for the provision of any service to the company.

10.8 The Board of Directors of the company is competent to decide on all matters relating to the administration and management of the company and its property, except for the acquisition and divestiture of any of its assets, which is the responsibility of the General Assembly.

10.9 The Chairman of the Board of Directors of the company represents the company judicially and extrajudicially and in all its relations with third parties, the State, the authorities, the local self-government bodies (O.T.A) and other bodies, obliged to inform the other members of the Board of Directors about his actions, signs all documents of the company and, together with the Treasurer, signs all documents concerning the financial management of the company, convenes the meetings of the Board of Directors and chairs them by proposing the agenda items and is obliged to implement its decisions. The Chairman of the Board of Directors, in case of absence or impediment, is replaced by the Vice-Chairman of the Board of Directors.

10.10 The title of Honorary Chairman can only be awarded honorary to

the Founder of the company for inspiring and implementing the idea of international interconnection of the Historical Cafés with the aim of promoting and defending their intangible and tangible cultural heritage. The Honorary Chairman is appointed by decision of the Board of Directors. The Honorary Chairman is not obliged to pay an annual contribution and has no right to vote or be elected.

10.11 The Treasurer of the company is responsible for the maintenance of the treasury, the financial statements and bank accounts and the execution of all payments, signing together with the Chairman of the Board of Directors any document related to the financial management of the company, preparing an annual budget, expenditure account and balance sheet as well as detailed cash statements. The Board of Directors may hire an accountant and/or tax advisor to facilitate the exercise of the duties of Treasurer, following a recommendation from the Board of Directors.

ARTICLE 11

AUDIT COMMITTEE

11.1 The Audit Committee consists of three (3) members

11.2 Its term of office shall be equal and concurrent with the term of office of the Board of Directors.

11.3 Elected by the General Assembly for the purpose of exercising financial and management control over the Board of Directors, and to prepare and submit an annual report to the General Assembly or,

exceptionally, whenever requested by the Board of Directors or the General Assembly.

ARTICLE 12

EXECUTIVE COMMITTEE

12.1 The Executive Committee consists of the Chairman of the Board of Directors of the company and four (4) special contractors with the following responsibilities:

1. Route manager, who is responsible for shaping the strategy for the expansion and the development of the Cultural Route, the development and the expansion of the Members' Network, the administrative support etc.
2. Route academic manager, who is the link between the Management of the Cultural Route/ and the Scientific Committee and has the responsibilities of controlling and organizing the scientific issues of the Cultural Route, giving opinion on scientific issues, proposing and supervising the implementation of scientific exhibitions, printed or electronic publications, maps and in general products utilizing scientific knowledge related to the subject of the Cultural Route, etc.
3. Manager in charge of International, European and National programs, Human Resources Management, Volunteers, financial and administrative support etc.
4. Communication Officer, in charge of Communication – Information etc.

The Executive Committee aims to attain the company's purposes more effectively, in accordance with the Regulations and procedures established by the Board of Directors.

12.2 The Executive Committee shall perform all internal functions relating to the company, under the supervision and of the Chairman of the Board of Directors of the company. Moreover, the Executive Committee shall submit a detailed report on its activities to the annual General Assembly, so that all members are kept duly and timely informed.

12.3 In order to facilitate the work of the Executive Committee and the purposes of the company, the Chairman of the Board of Directors may hire external contractors with a fixed-term contract, specialised in the planning and implementation of all types of development projects and other opportunities consistent with the purposes of the company.

ARTICLE 13

SCIENTIFIC COMMITTEE

13.1 The Scientific Committee shall consist of at least five (5) members, namely reputable scientists, academics and researchers, with specialization, professional involvement and experience in matters related to the company's purposes. All members of the Scientific Committee are required to have read and accept the Statute of the company. The role of the Scientific Committee is advisory.

13.2 The initial composition of the Scientific Committee shall be

determined by the Route Academic Manager. The members of the Scientific Committee shall, by decision, divide up their fields of competence.

13.3 The work of the Scientific Committee is:

- a) the promotion of the company's work and purposes by any appropriate means or way and the support of its work;
- b) participation in the planning and supervision of the planning of actions to highlight issues related to the company's purpose.
- c) the proposal of actions such as conferences, workshops, speeches, surveys, seminars and their implementation
- d) participation in the preparation of the company's training program, proposing scientific seminars
- e) the connection with Universities, scientific networks and related institutions or private individuals, in order to strengthen the company's work and expand its activities

13.4 The members of the Scientific Committee may resign by written and reasoned statement to the Board of Directors of the company. The Board of Directors of the company may remove any member of the Scientific Committee if the member is unable to participate actively in the Committee.

13.5 The Scientific Committee meets at least once (1) a year and whenever necessary, following a relevant decision of the Board of

Directors of the company. The presence of the Route Academic Manager is mandatory at the meetings of the Committee, while the Chairman of the Board of Directors may also attend optionally.

13.6 The activity of the Scientific Committee is supported by the Executive Committee.

ARTICLE 14

INTELLECTUAL PROPERTY RIGHTS

All intellectual property copyrights of the publications in any form, printed, electronic, digital or other, as well as of the company's original works in general, belong to the latter.

ARTICLE 15

DEATH - BANKRUPTCY - PLACEMENT UNDER JUDICIAL INTERDICTION - WITHDRAWAL OF A PARTNER

15.1 If a partner becomes bankrupt or is placed under judicial interdiction or withdraws, the company is not dissolved but continues among the remaining partners.

15.2 If a partner dies, the partnership continues among the remaining partners and the heirs of the deceased partner.

15.3 However, each partner has the right in the aforementioned cases to request his/her withdrawal from the company, which is not obliged to pay him/her the value of his/her contribution.

15.4 The aforementioned right of withdrawal must be exercised by a declaration of the partner to be communicated to the company and the other partners (and the heirs of the deceased partner) within an exclusive period of three (3) months from the date of the death of the partner, otherwise the partner who leaves without notice is obliged to make good any damage resulting from the failure to give timely notice.

ARTICLE 16

COMPLAINT AGAINST THE COMPANY

The complaint against the company by any partner before the expiry of the period of its duration, as defined in Article 4 and as amended from time to time, even if it is made by invoking a major reason, does not in any case result in the dissolution of the company, but entails the automatic withdrawal of the complainant from the company. The company is not obliged to pay the complainant the original value of his contribution.

ARTICLE 17

DISSOLUTION AND LIQUIDATION OF THE COMPANY

17.1 The company is dissolved:

- (a) in the course of its duration;
- b) by unanimous decision of the partners at any time.

17.2 After the dissolution of the company, its liquidation follows. Liquidators of the company are designated its partners.

17.3 The liquidators are obliged to make an inventory of the company's assets and to pay the company's creditors any debts owed to them. They are then required to pay the partners their contributions. Whatever is left over will be compulsorily disposed of to legal entities pursuing similar purposes and activities to the company.

ARTICLE 18

FINAL PROVISIONS

18.1 The partners may draw up rules for the operation of the offices, branches and premises of the company.

18.2 The company may use emblems or any other insignia.

18.3 The company shall, inter alia, keep the fiscal data and books required by law.

ARTICLE 19

REGULATION OF OTHER MATTERS

19.1 The company is a legal person within the meaning of article 784 CC. It is governed by the provisions of this Statute and the Civil Code (in particular Articles 741 et seq. of the CC).

19.2 Decisions taken in accordance with the provisions of this Statute shall be final. Any dispute in their application or interpretation may be resolved exclusively by the Board of Directors.

19.3 For the resolution of any dispute between the partners arising from the present statutes and any amendments thereto, as well as for any issue or condition not provided for by the provisions of the present Statute, the provisions of the Civil Code shall apply.

This was written in (...) identical copies, which, having been read and acknowledged, have been signed by all of the parties hereto and each of them has received one.

THE CONTRACTING PARTIES