

The Pancyprian Association for Psychotherapists (PAP)

Memorandum of Association

D1_06.02.2013

1. The name of the Company (hereinafter referred to as “the Company”) is the Pancyprian Association for Psychotherapists.
2. The registered office of the Company will be situated in Cyprus.
3. The objects for which the Company is established are:-
 - (1) To join in a common, professional Association individual psychotherapists in Cyprus as well as any existing psychotherapy organizations, on the basis of the Strasbourg Declaration for Psychotherapy (1990) and the relevant objects to the said Declaration of the European Association of Psychotherapy (E.A.P.) which was founded on the 30th of June 1991, having its registered office in Vienna, Austria, according to the Directions of the Council of the European Economic Community of 21st December 1988 and to promote the registration of the Company as a Non-Governmental Organization (NGO), not for the purpose of making a profit by deleting from the name of the Company the word “Limited” and to secure any official, relevant permission.
 - (2) To pursue the improvement of the conditions in which the provision of the mental health services is offered, through the development and the practice of the profession of psychotherapy and, generally, the standardization of the regulations of the practice of the profession of psychotherapy.
 - (3) To be interested in the enactment of high criteria for training but, also, in the practice of the profession of psychotherapy, harmonized with the criteria of the European Certificate of Psychotherapy, and draft a code of ethics and to determine the mechanism for the implementation of the Code and the conformation to the Rules of the Code as well as the determining of penalties for their violation.
 - (4) The advancement of the registration or the recognition of the Company but, also, of its members by the European Association for Psychotherapy as well as other comparable organisations operating overseas and in Cyprus and to contribute to the procedure of the award of the European Certificate of Psychotherapy (ECP) to its members, according to the rules which govern its award.
 - (5) To carry on any other business, undertake any other activity or do any act whatsoever which may seem to the members of the Board of Directors of the Company capable of being conveniently or advantageously carried on or done in connection with or as ancillary to any of the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company’s business property or rights. Provided always that the Company will not deal in any land trading activities or exploitation of immovable property or other profit making activities.
 - (6) To purchase, take on lease or in exchange, rent or otherwise acquire, keep, maintain and use any movable or immovable property which may be deemed necessary or convenient for any of the objects of the Company.
 - (7) To organise speeches, workshops, seminars, conferences and informational campaigns and meetings and to employ experts and other personal and to train personnel, relating to the Company’s activities. Provided that if any employees

are engaged by the Company who are relatives of member of the Board of Directors within the third degree of kindred, then the relevant resolution shall be specifically justified so that the objectivity of such resolution is satisfied copy of which shall be copied to the Ministry of Finance.

- (8) To construct, maintain, alter, adapt and use any properties, buildings, works, instruments, machines or other immovable or movable property necessary or appropriate for the objects of the Company.
- (9) To acquire any assets as donation, either subject to any special conditions of administration or trust or not, for any one or more than one of the objects of the Company
- (10) To take such steps by oral or written appeals, public meetings, or otherwise, as may from to time be deemed expedient for the purpose of procuring or securing contributions of any nature to the funds of the Company, and to accept such contributions whether they are in the form of donations, annual or other subscriptions, bequeathments, lottery tickets, transfers of any type of property and every type of financial assistance or otherwise.
- (11) To issue and or publish by any method either computerised or by printing any newspapers, periodicals, books or leaflets that the Company may deem desirable for the promotion of its objects and present before any Body (of the State or any Local or other Authority (including committees of the house of Representations) the views of the Company.
- (12) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the Company's property.
- (13) To borrow and raise money in such manner as the Company may think fit and to keep and operate bank accounts for the purposes of the Company.
- (14) To invest the monies of the Company not immediately required for its purpose for such investments, securities or property as may be thought fit, subject nevertheless to such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (15) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Company.
- (16) To subscribe to any local or other charities and to grant donations for any public purpose.
- (17) To establish and support any other companies the objects of which are charitable which have been formed for all or any of the objects of this Company, and also to aid in the establishment and support of such companies.
- (18) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company following the approval of the Ministry of Finance.
- (19) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and obligations of any one or more of the companies, institutions, organizations, societies or associations with which this Company is authorised to amalgamate.

- (20) To transfer all or any part of the property, assets, liabilities and obligations of this Company to any one or more of the companies, institutions, organizations, societies or associations which are approved by the Minister of Finance the objects of which are charitable with which this Company is authorised to amalgamate.
- (21) To provide for the welfare of persons in the employment of the Company or formerly in the employment of the Company or their predecessors and the wives, widows, dependents and families of such persons, by grants of money, pensions or other payments, (including payments of insurance premia) and to form, subscribe to, or otherwise aid, any trust, fund or scheme for the benefit of such persons, and any benevolent, religious, scientific, national or other institution or object of any kind, which shall have any moral or other claims to support or aid by the Company by reason of the nature or locality of its operations or otherwise.
- (22) To do all any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees, principals or agents for any other association, firm or person, or by or through any factors, trustees, sub-contractors or agents.
- (23) To pay all costs, charges and expenses incurred or sustained in or concerning the promotion, formation and establishment of the Company or which the Company shall consider to be in the nature of preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation and other expenses such as expenses attendant upon the formation and functioning of agencies, local boards or local administration or other bodies, or expenses relating to any business or work carried out or performed prior to incorporation, which the Company decides to take over or continue.
- (24) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any one or more of them.

Provided that:-

- a. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - b. The Company shall not support with its funds any objects, or endeavour to impose on or procure to be observed by its members or others, any regulations, restriction or conditions which if an object of the Company would make it a trade union.
4. The income and property of the Company, wheresoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Company and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Company. PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at the legal rate, from time to time, on money lent, or reasonable and proper rent for premises demised or let by any member to the Company, but so that no member of the council of management or governing

body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Company.

5. If and when the Company secures a license from the Council of Ministers under section 20 of the Companies Law, Cap. 113, then no addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Council of Ministers.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a license may be granted by the Council of Ministers to the Company in pursuance of section 20 of the Companies Law, Cap. 113.
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €20.- (twenty euro).
9. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof. Such institution or institutions to which transfer of the property of the Company will be made to be determined by the members of the Company at a meeting on or before the time of dissolution, and can only be done to another or to other charitable Institutions approved by the Minister of Finance or to another Governmental Authority .If and to the degree that this provision cannot be applied then the property will be given or transferred for a charitable purpose that the General meeting decides.
10. Irrespective of the above mentioned objects, powers and other provisions the Company will not carry out any business activity or work.