

Athens 09-10-2025

INVITATION

The Board of Directors of the Hellenic Marine Environment Protection Association (HELMEPA) convenes the 47th Annual General Assembly, with physical presence, on Thursday, 13 November 2025 at 12:00 hrs at Onassis Stegi (107-109 Syggrou Avenue, Athens, 117 45). Following the physical meeting online voting will take place between 14.00 to 18.00. All Members who have settled their annual fees are invited to participate in the Assembly during which the following items on the Agenda will be discussed and decided upon.

Agenda

1. Approval of the Activities' Report of the Board of Directors
2. Approval of the Certified Auditors' Report and Balance Sheet for the year 2024
3. Release of the BoD and Auditors from any management responsibility for the year 2024
4. Election of Certified Auditors for the period 1 January to 31 December 2025
5. Proposal to insert a **new Article 11** into the current Constitution and to effect the consequential renumbering of all subsequent Articles accordingly (the current Article 11 to be renumbered as Article 12, Article 12 as Article 13, and so forth), as well as to **amend Articles 6, 14** (formerly 13), **16** (formerly 15), **17** (formerly 16), **20** (formerly 19), **31** (formerly 30), and **32** (formerly 31) of the current Constitution

In particular, it is proposed to insert a new Article 11 as follows:

“Article 11

Supporter

11.1. A supporter of the Association may be any legal entity or individual, except seafarers, whether Greek or foreign, who is interested in the protection of the marine environment and the environmental activities of the Association and is interested in actively involved in the achievement of its objectives.

11.2. The registration process for supporters follows the same procedure as that outlined in paragraph 7.3 of Article 7 of these Articles of Association, and for their representation in the statutory bodies of the Association, in cases where they are legal entities, paragraph 7.2 of Article 7 of these Articles of Association applies accordingly.

11.3. Supporters have the right to participate and vote in the General Assemblies of the Association, but they do not have the right to be elected as members of the Board of Directors.



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Safety at Sea and
Environmental Awareness





11.4. Supporters are required to pay an annual membership fee, which is determined each time by the regular General Assembly of the Association. (By exception, the Board of Directors may, on a case-by-case basis, adjust the annual membership fee owed by any regular member, partner, or corporate member to an amount higher than that set by the General Assembly.)”

It is also proposed to amend Article 6 as follows:

“Article 6

Members

6.1 The Association is composed of regular members, partners **and** corporate members, **supporters**, honorary members, and corresponding members.

6.2 The members of the Association shall promote the fulfillment of the Association’s purpose, in compliance with the provisions of these Bylaws.

6.3 Individuals who have been deprived of their political rights, or are under full or partial judicial support, or under auxiliary judicial support, as well as legal entities that have been subject to conciliation proceedings, are in bankruptcy, compulsory administration, dissolution, or liquidation, or legal entities for which a relevant application for dissolution, appointment of a liquidator, inclusion in conciliation proceedings, bankruptcy or compulsory administration has been submitted, and for as long as any such situation persists, cannot be members of the Association.

6.4 The number of members of the Association is unlimited”.

It is also proposed to amend **Article 14** (formerly Article 13 prior to the insertion of the new Article 11) as follows:

“Article 14

Property (Resources)

The resources of the Association are:

14.1 The annual contributions of regular members and the annual membership fees of partners, corporate members, **as well as the annual membership fees of the supporters of the Association.**



14.2 Income from interest on bank deposits, from the provision of services to non-members, from the sale of products through the online store (“e-shop”), and from the general exploitation of the Association’s assets.

14.3 Monetary amounts or assets received from all types of donations, inheritances, bequests, grants from state, international governmental, or environmental bodies (such as “EU Grants”), as well as from the Association’s events and activities.

14.4 The Association is required to maintain one (1) or more bank accounts, of any type, with one (1) or more banking institutions, into which all available cash balances are deposited. By decision of the Board of Directors, cash funds may also be kept in the Association’s treasury to cover daily expenses, the amount of which is determined from time to time by the Board of Directors.

14.5 Bequests and donations are accepted only with the approval of the Board of Directors.

14.6 Inheritances bequeathed to the Association are always accepted "beneficially for inventory" and only after approval by the General Assembly.

14.7 Donations to the Association are always made in the donor's name.

14.8 Inheritances, bequests, and donations made to the Association for a specific purpose shall be managed separately from other budget accounts, and any income generated from them shall be used exclusively according to the terms set by the donor or testator, always in accordance with the fulfillment of the Association’s objectives”.

It is also proposed to amend **Article 16** (formerly Article 15 prior to the insertion of the new Article 11) as follows:

“Article 16

General Assembly

16.1 General – Powers

16.1.1 The General Assembly is the supreme body of the Association and decides on all matters that are not assigned by law or by these Bylaws to other bodies.

16.1.2 The General Assembly exercises control and supervision over the other bodies of the Association.



16.1.3 Without prejudice to any other provision establishing the exclusive competence of the General Assembly, the General Assembly has exclusive competence to:

- a) Elect the members of the Board of Directors, the Audit Committee, and the Supervisory Committee;
- b) Receive and consider the report of the Board of Directors on its activities;
- c) Discharge the Board of Directors from any liability arising from its management of the Association;
- d) Approve the budget and decide on the discharge or otherwise of the Board of Directors from any liability, based on the report of the Audit Committee;
- e) Decide on the amendment of the Bylaws and the modification of the Association's purpose;
- f) Decide on the dissolution of the Association;
- g) Resolve disputes between members regarding their rights and obligations;
- h) Interpret the terms of the Bylaws;
- i) Decide on any matter submitted to it by the Board of Directors.

16.2 Methods of Convening

The General Assembly is convened:

- a) Regularly by the Board of Directors, mandatorily once (1) a year and at least one (1) month after the annual accounts have been communicated to the members and no later than three (3) months after such communication;
- b) Extraordinarily when:
 - i) The needs of the Association so require, at the discretion of the Board of Directors; or
 - ii) One fifth (1/5) (20%) of the regular members submit a written and reasoned request to the Board of Directors, which is then obliged to convene the General Assembly within thirty (30) days from the submission of the said request.

16.3 Invitation – Meeting – Quorum – Majority

16.3.1 The regular General Assembly is convened by the Board of Directors by individual invitation, signed by the President and the General Secretary, sent to the members by any appropriate means, including electronically to their declared address, and published in at least one (1) newspaper, at least thirty (30) days before the date of the meeting. In the case of an Extraordinary General Assembly,



publication at least seven (7) days prior to the meeting is sufficient. In any case, the invitation shall be posted at the Association's offices and on its website. The invitation must specify clearly the place, time, and agenda of the meeting.

16.3.2 All regular members, partners, corporate members, **and supporters** of the Association who are in good financial standing are entitled to participate in the General Assembly. Participation may be in person or by proxy duly authorized in writing. Each member may represent up to two (2) absent members by written authorization. The General Assembly may, on a case-by-case basis, allow corresponding members to attend its proceedings as observers by special decision.

16.3.3 The General Assembly is chaired by the President of the Board of Directors of the Association, or, in their absence, by the First Vice-President, or, if the latter is also prevented, by the Second Vice-President. If neither Vice-President is available, the General Assembly elects its own Chairperson. The General Assembly also elects two (2) Secretaries to keep the minutes. If a secret ballot is to be held, a three-member Supervisory Committee shall also be elected.

16.3.4 The General Assembly has a quorum if at least one-half (1/2) of the total number of regular members, partners, and corporate members in good financial standing are present or represented. If a quorum is not reached at the first meeting, the General Assembly shall be reconvened within seven (7) days, without the need for a new notice, and shall constitute a quorum regardless of the number of members present or represented with voting rights.

16.3.5 By way of exception to the provisions of these Bylaws on quorum and decision-making, if the General Assembly is to deliberate and decide on any of the following matters, at least one-half (1/2) of the regular members, partners, and corporate members in good financial standing must be present or lawfully represented, and a majority of at least three-fourths (3/4) (75%) of those present or lawfully represented must be reached:

- a) The dissolution of the Association or the amendment of the Bylaws;
- b) The removal of a member of the Board of Directors during their term of office;
- c) The expulsion of a member.

16.3.6 The meeting of the General Assembly (regular or extraordinary) may be held electronically by teleconference, using the method and platform determined each time by the Board of Directors.



16.3.7 Decisions of the General Assembly are taken by an absolute majority of the regular members, partners, and corporate members present or lawfully represented, subject to paragraph 16.3.5 of this Article and paragraph 12.5 of Article 12. Voting is open and by a show of hands, except in cases governed by paragraph 16.3.5 of this Article or paragraph 12.5 of Article 12, in which case a secret ballot may be held if the General Assembly so decides. Voting by acclamation is not permitted. In case of doubt about the result, the votes shall be counted.

It is also proposed to amend **Article 17** (formerly Article 16 prior to the insertion of the new Article 11) as follows:

“Article 17

Elections – General Assemblies

17.1 Elections for the appointment of the members of the Board of Directors and the Audit Committee are held every three (3) years, following the expiration of the previous term.

17.2 The General Assembly, upon its decision, elects by secret ballot up to **twenty (20)** regular members and two (2) partners and corporate members for the Board of Directors, and three (3) regular members for the Audit Committee. Nominations are submitted by regular members, as well as by partners and corporate members, six (6) days prior to the date of the General Assembly. Regular members may elect up to **twenty (20)** members of the Board of Directors, while partners and corporate members may elect up to two (2) members thereof.

17.3 Regular members and corporate members that are legal entities shall nominate individual candidates by means of a written document accompanied by a declaration of acceptance by the proposed candidate.

17.4 Four (4) days prior to the date of the General Assembly, the Board of Directors shall arrange the names of the candidates in alphabetical order, prepare the ballot for regular members and the ballot for partners and corporate members, post them at the offices of the Association, and ensure the provision of the necessary ballots and envelopes for the voting procedure.

17.5 Each voter holding the status of a regular member may select, by placing a preference mark on the ballot for regular members before the candidate's name,



up to **twenty (20)** candidates from among the regular members. Each voter holding the status of a partner or corporate member may select, by placing a preference mark on the ballot for partners and corporate members before the candidate's name, up to two (2) candidates from among the partners and corporate members.

From the ballot for regular members, the first **twenty (20)** candidates receiving the highest number of preference marks shall be elected as regular members. From the ballot for partners and corporate members, the first two (2) candidates receiving the highest number of preference marks shall be elected as partners and corporate members. The next candidates from each ballot, if any, up to a number of five (5), shall be designated as alternates.

In the event of a tie between candidates for the final position in either of the two bodies, an immediate draw shall be conducted by the Supervisory Committee. If no candidates appear on the ballot for partners and corporate members, the positions shall be filled by any alternates listed on the ballot for regular members.

17.6 If any member of the Board of Directors resigns, is removed, or passes away during their term, they shall be replaced by decision of the Board of Directors, starting with the first alternate, if any, from among the regular members or the partners or corporate members, respectively, and so forth.

17.7 For the election of the Audit Committee, up to three (3) regular members shall be elected from the candidates listed on the respective ballot for regular members.

17.8 The incomplete listing of the name of a candidate regular or corporate member on the ballot shall not invalidate the vote in favor of that candidate, provided that the member in question can be adequately identified.

17.9 If other matters are included on the agenda of the General Assembly, the elections shall always be conducted last.

17.10 Electronic voting is permissible upon a decision of the Board of Directors, which shall regulate the procedure. This decision must precede the announcement of the elections and be explicitly mentioned in the announcement and the invitation to the General Assembly. The procedure shall respect the principles governing voting, including the secrecy of the vote, the freedom of the vote, and the directness and freedom of voting, and shall be implemented in a technically reliable manner to ensure these conditions are met.



It is also proposed to amend **Article 20** (formerly Article 19 prior to the insertion of the new Article 11) as follows:

“Article 20

Board of Directors

20.1 General – Powers

20.1.1 The Association is administered by the Board of Directors, which is elected for a three (3)-year term. This term is automatically extended until the election of a new Board of Directors. The Board consists of up to **twenty-three (23)** members, namely: the President, First Vice-President, Second Vice-President, General Secretary, Special Secretary, Treasurer, Deputy Treasurer, and the remaining members as Board Members. One of the **twenty-three (23)** members of the Board of Directors is, by virtue of their position (ex officio), the serving General Secretary of the Panhellenic Seamen’s Federation (PNO).

20.1.2 The positions of President, Vice-President, General Secretary, Special Secretary, Treasurer, and Deputy Treasurer may not be held by the same individual.

20.1.3 The President of the Board of Directors may serve a maximum of three (3) consecutive three-year terms. After completing nine (9) years of service, the outgoing President may not stand as a candidate for the position of President until at least one (1) additional three-year term has elapsed. The outgoing President may, however, serve as a member of the Board during that term, but cannot stand for election as President. All other outgoing members of the Board of Directors are eligible for re-election.

20.2 Meetings of the Board of Directors

20.2.1 The Board of Directors shall meet regularly once every two (2) months, and extraordinarily upon invitation by the President. The President is obliged to convene the Board of Directors if requested in writing by at least six (6) members, specifying in their written request the items to be discussed. Board meetings may also be held electronically by means of teleconference, using the method or platform determined by the Board of Directors.



20.2.2 The Board of Directors has a quorum when at least **twelve (12)** members are present. A member who is unable to attend may be represented by a specially and expressly authorized proxy designated at the beginning of their term. Such proxy representation may be exercised up to half of the total number of meetings held by the Board each year. No person may represent more than one (1) absent member. Decisions are taken by an absolute majority of those present or lawfully represented. In the event of a tie, the President or the presiding member shall have the casting vote.

20.2.3 The Board of Directors decides on any matter relating to the administration and management of the Association, except for those matters which fall within the exclusive competence of the General Assembly.

20.2.4 Minutes shall be kept of all meetings and decisions of the Board of Directors. The minutes shall be signed by the President or the presiding member and by the General Secretary.

20.3 General Director of the Association

20.3.1 The Board of Directors shall, by decision, appoint and dismiss the General Director of the Association. The General Director reports to the Board of Directors, heads and manages the Secretariat of the Association, supervises and coordinates its operational sectors, oversees current affairs, submits matters and proposals to the Board, and is responsible for the selection, recruitment, and dismissal of the Association's staff, as well as for the performance of current management acts (including, but not limited to, the payment of salaries, social security contributions and related obligations, taxes, fees, and other obligations towards public authorities, public entities, or social welfare organizations, as well as the handling of administrative matters before public authorities or local government bodies).

The Board of Directors may, at its sole discretion and by special decision (which may take the form of a Regulation pursuant to Article 26 of these Bylaws), assign to the General Director the exercise of specific powers, including, in particular, the management of the Association's relations with domestic or international organizations and legal entities, the signing of payment orders on behalf of the Association, and any other matter which, in the Board's judgment, should be handled by the General Director.

The remuneration and any bonus of the General Director shall be determined following a proposal by the President and approval by the Board of Directors. The remuneration and any bonus of the staff shall be determined following a proposal by the General Director and approval by the Board of Directors.



20.3.2 Any payment order, cheque issued by the Association, or assumption of any financial obligation shall be effected by decision or approval of the Board of Directors.

20.3.3 The General Director, as well as any other person or persons designated by the Board of Directors, shall attend the Board's meetings in an advisory capacity, without voting rights.

20.4 Powers of the Board of Directors

20.4.1 The Board of Directors shall, indicatively and not exhaustively:

- a) Decide on all matters concerning the fulfillment of the Association's purposes, except for those expressly reserved by these Bylaws or by law to the exclusive competence of the General Assembly;
- b) Approve or reject applications for new memberships;
- c) Manage the property of the Association;
- d) Draw up the budget, financial statements, and balance sheet of the Association;
- e) Approve all expenditures, whether budgeted or extraordinary;
- f) Prepare the annual activity report and submit it to the General Assembly for approval;
- g) Prepare the convocation of General Assemblies;
- h) Ensure the implementation of the decisions of the General Assembly;
- i) Approve the conclusion of any type of contract between the Association and third parties, natural or legal persons;
- j) Decide on the acceptance or waiver of inheritances, bequests, and donations, and propose the appointment of honorary members of the Association;
- k) Decide on the election of corresponding members;
- l) Grant the necessary powers of representation of the Association to one or more of its members or to the General Director;
- m) Exercise disciplinary power and impose initial sanctions on the members of the Association.

20.4.2 The Board of Directors may, by decision, appoint or terminate the Legal and Scientific Advisor(s), selecting individuals who, in its judgment, possess specialized knowledge in maritime and environmental matters and extensive experience. The same decision shall determine the terms of engagement and termination of such advisors.



It is also proposed to amend **Article 31** (formerly Article 30 prior to the insertion of the new Article 11) as follows:

“Article 31

Transitional (Historical) Provision

1. The first General Assembly of the members of the Association **was convened** within twelve (12) months from the issuance of the decision of the Athens Magistrate’s Court approving the registration of the Association in the Register of Associations.

The sole item on the agenda of this first General Assembly **was** the election of the first Board of Directors, following the report of the interim Board that **had administered** the Association up to that point, which **consisted of**:

1. Georgios Panagiotou Livanos, businessman, resident of New York, USA, temporarily residing in Athens, 13 Herodou Attikou Street;
2. Ioannis Gikas Goumas, shipowner, resident of Ekali, Attica, 10 Alsous Street;
3. Panagiotis Nikolaou Tsakos, Master Mariner, resident of Athens, 39 Vasilissis Sofias Avenue;
4. Matthaïos Dimitriou Lowe, economist, resident of Kalamaki, Attica, 13 Vasilissis Sofias Avenue;
5. Grigorios Vasileiou Chatzieleftheriadis, shipowner, resident of Kifisia, Attica, 5 Aiginis Street.

2. The term of office of the first four (4) members of the first Board of Directors, **elected** in order of number of votes from among the candidates on the list of regular members, **was** two (2) years, while the term of office of the remaining four (4) **was** one (1) year.

The term of office of the first two (2) members of the first Board of Directors **elected** in order of number of votes from among the candidates on the list of honorary members **was** two (2) years, while the term of office of the third **was** one (1) year.

It is also proposed to amend **Article 32** (formerly Article 31 prior to the insertion of the new Article 11) as follows:

“Article 32



This Constitution, which consists of **thirty-two (32)** Articles, having been read aloud and clearly so as to be heard by all, and having been examined Article by Article and in its entirety, is hereby signed as follows.

6. Various other issues and announcements
7. Election (online voting 14.00-18.00) of a new 18-member Board of Directors, in accordance with Article 16 of the Constitution, as well as election of the new three-member Audit Committee.

Only Members who have settled their annual membership fees have the right to vote and participate in the General Assembly.

All those eligible to participate in the General Assembly *“take part either in person or through a proxy that they themselves have specifically appointed in writing”*. Note that each member may, with written authorization, represent up to two (2) absent members.

You may call the Secretariat on +30 210 9343088 for further relevant information.

Palaio Faliro Attica, 09/10/2025

The Chairperson

The General Secretary

Semiramis Paliou

Irene Daifas