

STATUTES OF ASSOCIATION

Association of Estonian Foreign Language Teachers Non-profit Association

I GENERAL PROVISIONS

1.1. The Association of Estonian Foreign Language Teachers Non-profit Association (hereinafter referred to as the Association) is a union of foreign language teachers and other organisations and subject societies engaged in teaching foreign languages in the Republic of Estonia.

1.2. The name of the Non-profit Association is Association of Estonian Foreign Language Teachers and the seat thereof is Kohtla-Järve, the Republic of Estonia.

1.3. The objectives of the Association are:

1.3.1. to support linguistic diversity, promote language studies and value and improve foreign language skills;

1.3.2. to value the profession of a foreign language teacher;

1.3.3. to support the professional development of language teachers in a systemic and consistent manner.

1.4. In order to achieve its objectives, the Association shall:

1.4.1. promote cooperation between members of the Association and collaborate with authorities and organisations of the Republic of Estonia and foreign countries;

1.4.2. if necessary, join international organisations of language teachers to extend opportunities for cooperation and exchange the best experience with foreign language teachers of other countries;

1.4.3. create opportunities for its members to participate in the European cooperation programmes, projects and networks of language teachers;

1.4.4. represent and protect the interests of its members and mediate positions of language teachers;

1.4.5. recognise the achievements of the Estonian foreign language teachers and institute various events to value the profession of a foreign language teacher and introduce the achievements and best experience of language teachers in Estonia and abroad;

1.4.6. submit proposals to improve the quality of teaching foreign languages and introduce amendments to legislation in the field of language studies and teacher education, and contribute to the implementation of the foregoing;

1.4.7. carry out events (incl. seminars, conferences, etc.) supporting the professional development of teachers;

1.4.8. organise training days and courses and methodological consulting supporting the professional skills and personal development of foreign language teachers, following the legislation governing the education and work of teachers;

1.4.9. support the development, preparation, publication and dissemination of teaching materials;

1.4.10. ensure the communication of information to members of the Association;

1.4.11. carry out other activities and operations not specified in the Articles of Association which are in accordance with the objectives of the Association and contribute to the achievement thereof.

1.5. In order to achieve the objectives specified in the Articles of Association, the Association shall have the right to:

- 1.5.1. acquire rights and obligations;
- 1.5.2. apply for and/or accept monetary and/or material donations, gifts and/or grants from natural and legal persons, including from international organisations, legal persons registered in a foreign country and state and local government authorities;
- 1.5.3. form foundations required to award scholarships and bonuses related to teaching foreign languages and award the scholarships and bonuses;
- 1.5.4. enter into employment contracts for a specified or an unspecified term;
- 1.5.5. form additional bodies of the Association;
- 1.5.6. develop international cooperation in the areas of activity of the Association;
- 1.5.7. enter into cooperation agreements with natural and legal persons, including with international organisations, legal persons registered in a foreign country and state and local government authorities;
- 1.5.8. invest funds in economic activities in the forms permitted by the law.

II PROCEDURE FOR AND TERMS AND CONDITIONS OF MEMBERSHIP IN THE ASSOCIATION AND FOR LEAVING AND EXCLUSION THEREFROM

- 2.1. Any legal or natural person who wants to develop activities in agreement with the objectives of the Association may apply for membership in the Association.
- 2.2. The person who wants to become a member of the Association shall submit a written application and a brief overview of his or her activities to the Management Board that shall decide on the membership or denial thereof within one month, at the latest, of the receipt of the application and inform the person submitting the documents thereof.
- 2.3. The person who wants to become a member of the Association shall pay the Association a membership fee for the entire financial year corresponding to the year of becoming a member. The general meeting may establish a single entrance fee for persons wanting to become a member of the Association.
- 2.4. All the members of the Association shall pay the membership fee. The determination of the amount of and procedure for payment of the membership fee shall be included in the agenda of each annual general meeting.
- 2.5. All the members of the Association shall have the right to leave the Association, notifying the Management Board of leaving the Association in writing at least one month in advance.
- 2.6. The Management Board of the Association may exclude a member from the Association if the Management Board finds that the member's activities are contradictory to the objectives of the Association or Articles of Association thereof.
- 2.7. The Management Board of the Association shall have the right to exclude a member who has failed to pay the membership fee for two years from the Association.
- 2.8. The Management Board of the Association shall immediately notify the member to be excluded in writing of the resolution on exclusion and reasons therefor. The excluded member shall have the right to submit the issue within ten days of the receipt of the resolution on exclusion through the Management Board to the general meeting for a resolution. The general meeting may declare the resolution of the Management Board invalid on the basis of a petition by the excluded member.

III RIGHTS AND OBLIGATIONS OF MEMBERS

- 3.1. Members of the Association shall have the right to:
 - 3.1.1. participate in all the events organised by the Association, taking into account the restrictions established by the Management Board;

- 3.1.2. participate in the general meeting with the right to speak and vote;
- 3.1.3. obtain information on the activities of the Association;
- 3.1.4. leave the Association;
- 3.1.5. submit candidates for election in the directing bodies of the Association.
- 3.2. Members of the Association are required to:
 - 3.2.1. recognise the objectives of the Association and follow the Articles of Association and resolutions of the general meeting and Management Board in participating in the activities of the Association;
 - 3.2.2. perform financial obligations before the Association, incl. pay the membership fee of the Association in the amount and pursuant to the procedure established by the general meeting and make any other payments for specific purposes;
 - 3.2.3. upon exclusion, pay the membership fee of the Association for the entire financial year;
 - 3.2.4. behave in accordance with the objectives specified in the Articles of Association of the Association.
- 3.3. The general meeting shall have the right to establish additional obligations for the members of the Association by a resolution.
- 3.4. The membership in the Association cannot be transferred, incl. upon division of a legal person by way of separation, the membership cannot be transferred to the legal person being separated.
- 3.5. The membership of the Association shall terminate, when:
 - 3.5.1. the legal person that is a member of the Association is dissolved;
 - 3.5.2. the legal person that is a member of the Association merges with another legal person;
 - 3.5.3. the legal person that is a member of the Association is divided by way of distribution.
- 3.6. A member of the Association has no right to the assets of the Association.

IV GENERAL MEETING

- 4.1. The highest body of the Association shall be the general meeting of the Association. Every member of the Association shall have one vote at the general meeting.
- 4.2. The general meeting is authorised to:
 - 4.2.1. amend the Articles of Association of the Association;
 - 4.2.2. appoint and remove members of the Management Board;
 - 4.2.3. determine the amount and procedure for payment of remuneration of members of the Management Board;
 - 4.2.4. elect and remove representatives;
 - 4.2.5. grant a consent to the Management Board to conclude transactions that are beyond the scope of everyday activities, determine the terms and conditions of the transaction, decide on the conduct of legal disputes, and, if necessary, appoint a representative to conclude a transaction or conduct a legal dispute;
 - 4.2.6. pass the budget of the financial year;
 - 4.2.7. approve the annual report;
 - 4.2.8. determine the amount and procedure for performance of the financial obligations (incl. membership fee) of the members of the Association;
 - 4.2.9. elect and remove an audit committee or a controller;
 - 4.2.10. approve the internal audit report;
 - 4.2.11. form bodies of the Association not specified in the Articles of Association and elect and remove members thereof;
 - 4.2.12. decide on other issues that have not been placed within the authority of other bodies by law or the Articles of Association.

- 4.3. The general meeting shall be held at least once a year. The Management Board of the Association shall call the general meeting.
- 4.4. Notices of the general meeting shall be sent to the members of the Association in the manner that a member of the Association can receive the notice at least two weeks prior to the general meeting. The notice shall be deemed as being delivered to a member of the Association no later than two weeks prior to the general meeting, if it has been sent to the e-mail address disclosed by a member of the Association two weeks prior to the general meeting or mailed 16 days prior thereto. The notice shall indicate the time, place and agenda of the general meeting.
- 4.5. A chair of the Management Board of the Association shall preside over the general meeting.
- 4.6. The general meeting is authorised to adopt resolutions, if over one-half of the members of the Association participate therein. If the required number of members of the Association is not registered at the general meeting, the Management Board shall call another general meeting with the same agenda no earlier than within three weeks and no later than within three months of the general meeting unauthorised to adopt resolutions. The new general meeting shall be authorised to adopt resolutions regardless of the number of members represented at the meeting.
- 4.7. A resolution of the general meeting shall be adopted if over one-half of the members of the Association who participate in the general meeting or of persons authorised by the members in writing vote in favour, except the cases prescribed in clause 4.8 of the Articles of Association.
- 4.8. To change the objectives of the Association specified in the Articles of Association, more than 9/10 of the affirmative votes of the members of the Association are required. Resolutions on the amendment and modification of the Articles of Association and division, merger or dissolution of the Association shall be adopted, if more than 2/3 of the members present at the meeting vote in favour of the resolution.
- 4.9. The Management Board of the Association shall call a special general meeting. Notices of the special general meeting shall be sent to the members of the Association in the manner that a member of the Association can receive the notice at least one week prior to the general meeting. The notice shall be deemed as being delivered to a member of the Association no later than one week prior to the general meeting, if it has been sent to the e-mail address disclosed by a member of the Association a week prior to the general meeting or mailed nine days prior thereto. The notice shall indicate the time, place and agenda of the special general meeting. The special meeting shall only discuss the issues specified on the agenda, unless all the members of the Association are represented at the general meeting and all the members of the Association agree to the amendment or modification of the agenda of the general meeting.

V MANAGEMENT BOARD OF THE ASSOCIATION

- 5.1. The Management Board consisting of a minimum of 3 members and a maximum of 9 members shall direct the everyday activities of the Association and represent the Association.
- 5.2. Members of the Management Board shall elect a chair from among the members of the Management Board.
- 5.3. The Management Board shall be authorised to:
- 5.3.1. organise everyday activities of the Association;
 - 5.3.2. register the members of the Association and collect membership fees;
 - 5.3.3. prepare the action plan and budget of the Association;
 - 5.3.4. call general meetings;

- 5.3.5. organise preparation of the annual report and accounting;
- 5.3.6. use and dispose of the assets of the Association pursuant to the requirements arising from law, these Articles of Association and resolutions of the general meeting;
- 5.3.7. report to the general meeting, state or local government authorities, funds and donors who have financed the activities related to the objectives of the Association;
- 5.3.8. decide on other issues not placed within the authority of the general meeting or other bodies.
- 5.4. The Management Board shall have the right to do, among other things, the following to organise everyday activities:
 - 5.4.1. inspect the purposeful use of the resources allocated to carry out project activities, incl. to require the preparation of reports;
 - 5.4.2. form departments that do not have the rights of a body of the Association and establish the organisation of work of the department;
 - 5.4.3. conclude transactions, incl. to enter into agreements and authorise third parties;
 - 5.4.4. create positions to perform the tasks of the Association, determine the duties, rights and obligations of the positions and enter into employment contracts to fill the positions.
- 5.5. The general meeting shall elect members of the Management Board from among the representatives of the members of the Association. A member of the Management Board shall be elected, if over one-half of the members of the Association participating in the general meeting or represented thereat vote for the member. The Management Board shall be elected for a term of three years.
- 5.6. The Management Board shall represent the Association in all legal acts.
- 5.7. Every member of the Management Board may represent the Association in all legal acts.
- 5.8. The Management Board shall adopt resolutions at a meeting of the Management Board.
- 5.9. Meetings of the Management Board shall be held when necessary, but not less frequently than twice a year.
- 5.10. The chair of the Management Board, deputy chair or at least 1/3 of the members of the Management Board shall call the meeting of the Management Board.
- 5.11. A meeting of the Management Board shall be authorised to adopt resolutions if over one-half of the members of the Management Board are present.
- 5.12. The Management Board may adopt resolutions without calling a meeting, if all the members of the Management Board vote in favour thereof in a format that can be reproduced in writing.
- 5.13. A resolution of the Management Board shall be adopted if at least 2/3 of the members of the Management Board who participate in the meeting vote in favour.
- 5.14. The person calling the meeting of the Management Board shall have, at his or her discretion, the right to ask required specialists to participate in the meeting as consultants or experts who shall have the right to speak at the meeting.

VI ECONOMIC ACTIVITIES

- 6.1. The financial year of the Association shall be from 1 January to 31 December.
- 6.2. The report on economic activities concerning the previous financial year and the annual report must be made available for the members for examination at least three weeks prior to the annual general meeting of the Association.
- 6.3. If the Association has an audit committee or a controller, the opinion of the audit committee or controller shall be appended to the annual report.

6.4. If effective legislation prescribes an obligation to prepare the auditor's report or if the Management Board or general meeting has decided that the auditor's report must be prepared, the auditor's report shall be appended to the annual report.

6.5. At least 1/5 of the members of the Association have the right to request that the auditor who has prepared the auditor's report or a controller who has rendered the opinion participate in the general meeting and explain the document prepared. The request shall be submitted to the Management Board in writing no later than five days prior to the day of the general meeting.

VII MERGER, DIVISION OR LIQUIDATION

7.1. The merger, division or liquidation of the Association shall take place in accordance with the procedure provided by law.

7.2. The liquidators of the Association shall be members of the Management Board or persons designated by the general meeting.

7.3. Upon dissolution of the Association, the assets remaining after satisfaction of claims of creditors of the Association shall be transferred by a resolution of the general meeting to a non-profit association or foundation with similar objectives entered in the list of non-profit associations and foundations benefiting from income tax incentives.

The Articles of Association have been approved on 5 December 2009 by the Memorandum of Association.

Association of Teachers of Estonian as a Second Language Non-profit Association, registry code 80165270

Ene Peterson, Chair of the Management Board

signature

Association of Estonian Finnish Teachers, registry code 80052100

Annekatriin Kaivapalu, Chair of the Management Board

signature

Association of Estonian German Teachers Non-profit Association, registry code 80091717

Krista Savitsch, Chair of the Management Board

signature