

THE ARTICLES OF NON-PROFIT ASSOCIATION

European Local Development Network Association MTÜ

(hereinafter the Association)

I. GENERAL PROVISIONS

1. The Association is a non-profit voluntary association of individuals and legal persons.
2. The name of the Association is **European Local Development Network Association MTÜ**.
3. The Association operates under the Non-profit Associations Act of the Republic of Estonia and these Articles of Association.
4. The Association is established for an indefinite period.
5. The registered office of the Association is **Pepleri 6, Tartu 51003, Estonia**.
6. The financial year of the Association is from 1 January to 31 December.

II. OBJECTIVES AND ACTIVITIES

1. The main objective of the Association is to promote community-led local development (CLLD) in Europe.
2. To achieve its objectives, the Association may:
 - a. organise events, workshops, and seminars;
 - b. participate in international cooperation projects;
 - c. gather and share knowledge and good practices;
 - d. carry out policy advocacy and strategic initiatives;
 - e. publish materials and operate communication platforms;
 - f. apply for and manage funding and resources;
 - g. perform other lawful activities aligned with its mission.

III. MEMBERSHIP

1. Membership in the Association is voluntary. Any natural or legal person who supports the objectives of the Association and complies with its statutes may become a member.
2. The Association may have the following categories of members:
 - a. **Individual members** – natural persons;
 - b. **Partner organisations** – legal entities sharing the Association's aims.
3. All members have equal rights unless otherwise provided by law or these Articles.
4. A person or organisation wishing to become a member shall submit an application.
5. Admission and removal of members shall be decided by the Management Board.
6. A member may withdraw at any time by written notice.
7. The Management Board may exclude a member if:

- a. they violate the Articles or decisions of the governing bodies;
 - b. they damage the Association's reputation;
 - c. they fail to fulfil obligations, including payment of fees.
- 8. The excluded member may request the General Meeting to review the decision.
- 9. The Management Board maintains a register of members.

IV. RIGHTS AND OBLIGATIONS OF MEMBERS

- 1. Members have the right to:
 - a. participate in the activities and decision-making of the Association;
 - b. vote at the General Meeting;
 - c. be elected to the governing bodies;
 - d. receive information about the work and finances of the Association;
 - e. submit suggestions and proposals.
- 2. Members are obliged to:
 - a. follow the Articles and decisions of the General Meeting and Management Board;
 - b. pay membership fees if applicable;
 - c. act in line with the purpose of the Association and support its development.
- 3. The General Meeting shall decide whether a membership fee is applied and in what amount.

V. GENERAL MEETING

- 1. The General Meeting is the highest governing body of the Association.
- 2. The General Meeting shall be held at least once a year.
- 3. An extraordinary General Meeting shall be convened by the Management Board or at the written request of at least one-tenth of the members.
- 4. Members shall be notified of the General Meeting **at least two weeks in advance in a reproducible form** (e.g. by email).
- 5. The General Meeting has a quorum if at least **25% of members** are present or represented.
- 6. If the quorum is not met, a new meeting shall be convened within three weeks to three months, which is competent to adopt decisions regardless of the number of members present.
- 7. A member may participate by written proxy.
- 8. Decisions are made by a simple majority unless otherwise required by law or these Articles.
- 9. Amendments to the Articles or dissolution of the Association require a **two-thirds majority** of members present.

VI. MANAGEMENT BOARD

1. The Management Board shall direct and represent the Association.
2. The Board consists of **2 to 12 members**, elected by the General Meeting for a term of **two years**.
3. Board members may be re-elected.
4. The General Meeting may remove a Board member at any time.
5. The Board elects a Chairperson, Vice-Chairperson, Secretary and Treasurer from among its members.
6. The Board meets at least once every two months and may meet virtually.
7. Each Board member has individual representation rights unless otherwise decided by the General Meeting.
8. The Board may form working groups or a coordination team as necessary.

VII. SUPERVISION

1. The General Meeting may appoint an **auditor or controller** to supervise the Association's finances.
2. The auditor may not be a member of the Management Board or the Association's accountant.
3. The auditor shall have access to all necessary information and documents.

VIII. FINANCIAL MANAGEMENT

1. The assets of the Association consist of:
 - a. membership fees;
 - b. donations, grants, and sponsorship;
 - c. income from training, publications, and services;
 - d. project-based funding and other legal sources.
2. The funds of the Association may be used only for achieving its objectives.
3. The Management Board ensures proper accounting in accordance with the **Accounting Act of the Republic of Estonia**.
4. The annual report is prepared by the Board, approved by the General Meeting, and submitted to the **Business Register**.

IX. MERGER, DIVISION AND DISSOLUTION

1. The Association may be merged, divided or dissolved by a decision of the General Meeting or in accordance with the law.
2. Upon dissolution, after satisfying creditors' claims, the remaining assets shall be transferred:
 - a. to a non-profit organisation with similar aims that benefits from income tax incentives; or
 - b. to a public legal entity (such as the state or local government), in accordance with **§ 50(1) of the Non-profit Associations Act**.

MEMORANDUM OF ASSOCIATION FOR NON-PROFIT ASSOCIATION

Joanna Storie (personal identification code: [...], address: [...])

and

Peter Ramsden (personal identification code: [...], address: [...]),

hereinafter the Founders, have concluded a memorandum of association for a non-profit association under the following conditions:

1. Name: European Local Development Network Association MTÜ
2. Address: Pepleri 6, 51003 Tartu
3. Objective: To promote the exchange of knowledge and experience in the field of Community-Led Local Development (CLLD), to support cooperation, innovation and networking at the European level, and to contribute to the development of local development policy and practices.
4. The founders must cover all expenses related to the foundation.
5. The founders designate the following persons as members of the management board of the non-profit association:
 - Joanna Storie (personal identification code: [...], address: [...])
 - Peter Ramsden (personal identification code: [...], address: [...])
6. The founders hereby approve the non-profit association's articles of association as an annex to this memorandum of association.

This memorandum of association has been concluded on [DD.MM.YYYY]