1. GENERAL PROVISIONS
   1. MTÜ International Educational Association of Estonia (**the** **Association**) is a voluntary association of persons founded on 11 February 1999.
   2. The location of the Association is Tallinn, Republic of Estonia.
   3. The official name of the Association is MTÜ International Educational Association of Estonia.
   4. The Association is the legal person in private law, whose activities are governed by the Non-Profit Associations Act, other legal acts and these Articles.
2. PURPOSE OF THE ASSOCIATION AND THE SCHOOLS
   1. The Association has been established for the purposes of owning and operating private schools (**the Schools**). The purpose of the Schools shall be to:
3. provide a quality private school education for both international and Estonian students, aged 3-19 years;
4. promote learning, culture, and international understanding, without any political or religious affiliation;
5. create a healthy and collegial environment for both students and faculty;
6. encourage a climate which fosters experimentation and innovation;
7. strive to create an environment and admissions policy inclusive of individuals with disabilities;
8. establish admissions policies free of race, colour, creed, sex, sexual orientation, gender identity, or nationality restrictions;
9. offer education in English as the primary language of instruction;
10. offer curricula that are based on the *Primary Years*, *Middle Years*, and *Diploma Programs of the International Baccalaureate Organization*;
11. maintain accreditation for international recognition and acceptance of the Schools program;
12. prepare students for the next stage of their school education;
13. serve the national and international communities of the Tallinn area;
14. maintain a diversity of students;
15. establish close links with the host nation of Estonia and contribute to international understanding;
16. operate in a non-profit making capacity.
17. MEMBERS
    1. The members of the Association shall be the parents, legal guardians or *de facto* guardians of a child or children currently enrolled in the Schools (**the Members**). Each child shall entitle one parent, legal guardian or *de facto* guardian to become the Member.
    2. The management board of the Association (**the Management Board**) decides on membership in the Association based on the application of the applicant.
    3. The Member has the right to leave the Association on the basis of a petition by notifying the Management Board in writing 14 calendar days in advance.
    4. The Management Board shall establish and maintain an official membership list containing the names, current addresses and e-mail addresses of each Member. It shall be the responsibility of each Member to keep the Management Board informed of any change of address, e-mail address or name.
    5. A Member may be excluded from the Association upon resolution of the Management Board if:
18. the children of the Member are no longer enrolled in any of the Schools;
19. the Member violates materially or repeatedly these Articles or any internal rules or regulations of the Schools established by the Association (incl. the by-laws of the Schools) to be applied to the pupils of the Schools and their parents, legal guardians or *de facto* guardians;
20. the Member has caused significant damage to the Association;
21. the Member or his/her child violates any agreement concluded by the Member or the child with the Association; or
22. any other material reason occurs.
    1. Notice of the exclusion of a Member shall be communicated to the concerned Member by written notification stating the reason(s) for such resolution. The Member may demand that exclusion be decided by the general meeting. The resolution on excluding the Member is adopted by the general meeting if at least ¾ of the votes represented at the meeting are in favour of excluding the Member from the Association. The child of the excluded Member shall no longer be allowed to attend the School.
23. RIGHTS AND OBLIGATIONS OF THE MEMBERS
    1. The Members are entitled to:
24. elect and be elected as the members of the Management Board in accordance with these Articles;
25. attend the General Meetings of the Members;
26. participate in the events organised by the Association on conditions prescribed by the Management Board.
    1. The Members are obliged to obey these Articles, the internal rules or regulations of the Schools established by the Association (incl. the by-laws of the Schools) as well as any resolutions adopted by the General Meeting of the Members.
    2. Obligations that do not arise from these Articles may be imposed on the Members only upon a resolution of the Members adopted at the General Meeting of the Members or in the agreement concluded between the respective Member and the Association.
27. GENERAL MEETING OF THE MEMBERS
    1. The General Meeting of the Members is the highest management body of the Association. The General Meeting has quorum irrespective of the number of participants.
    2. The Management Board shall convene the annual General Meeting once a year for approving the annual report of the Association. The Annual General Meeting must take place within 5 months of the end of each financial year.
    3. The Management Board shall convene an Extraordinary General Meeting at such times deemed necessary by the Management Board, or if at least 10% of the Members so demand in writing indicating the reason. If the Management Board will not convene the Extraordinary General Meeting under the circumstances specified in this subsection, the Members who demanded the general meeting may call the Extraordinary General Meeting themselves pursuant to the same procedure as the Management Board.
    4. Notice of both the Annual General Meeting and Extraordinary General Meeting shall be given at least 7 calendar days in advance. The notice must be submitted in writing or by e-mail. A notice shall set out the time and place of the General Meeting and the agenda of the meeting.
    5. The General Meeting shall be presided over by the chair of the Management Board. An Extraordinary General Meeting convened by the Members shall be presided over by a Member chosen by those Members attending the Extraordinary General Meeting.
    6. With permission of the person presiding over the General Meeting other persons who are not Members may attend the General Meetings as observers, without voting rights. Observers may speak at the meeting upon respective permission of the person presiding over the meeting.
    7. The General Meeting shall have the authority to:
28. change the Articles and the purpose of the Association;
29. approve the annual accounts of the Association;
30. elect and remove the members of the Management Board;
31. decide on conclusion and terms and conditions of transactions with the members of the Management Board, decide on the conduct of legal disputes with the members of the Management Board, and appointment of the representative of the Association in such transactions and disputes;
32. dissolve the School;
33. decide on dissolution, merger or division of the Association;
34. decide on other matters as provided to the competence of the Members by law or these Articles.
    1. A Member may participate at a General Meeting either in person or by proxy.
    2. Unless otherwise specified in these Articles or in the law, the Members shall adopt resolutions by a simple majority of votes.
    3. Minutes shall be taken of the General Meeting, signed by the person presiding over the meeting and the recording secretary. The minutes shall be made accessible to the Members after 14 calendar days after the end of the General Meeting at the School and shall be distributed to the Members upon their request by e-mail.
35. MANAGEMENT BOARD
    1. The Management Board shall consist of a minimum of five and maximum of nine members. All members shall be elected by the General Meeting based on the following principles:
36. One member of the Management Board shall be the director of all the Schools (**the Director**). The Director may not be elected as the chair of the Management Board;
37. If so prescribed by the conditions of a grant awarded to the Schools, one member of the Management Board shall be a representative of the authority awarding the grant. This member may not be elected as the chair of the Management Board;
38. One member of the Management Board must be a member of staff, nominated as a candidate by the staff of the Schools. Any member that is also a member of the staff of the School may not be elected as the chair of the Management Board;
39. To foster the interests of the Association, the Management Board may nominate candidates, who do not need to be Members;
40. Members indebted to the Association for a sum exceeding 1,000 Euros for more than 6 months may not run for the Management Board, until such indebtedness is cured.
    1. The members of the Management Board shall be elected as needed, as follows:
41. Elections for new members shall be held in any year when the positions become vacant;
42. All Members are qualified for nomination as candidates unless otherwise stipulated in these Articles and the law;
43. Members may nominate candidates for the position of the member of the Management Board;
44. Members of the Management Board are eligible for re-election;
45. The candidates receiving the largest number of votes shall be elected to the Management Board. If two or more candidates receive the same number of votes, a runoff election shall be called.
    1. The term of office of the members of the Management Board shall be two years.
    2. If any member of the Management Board resigns and his/her removal from the Board would result in the number of members falling below five, and there are more than 6 months until the next anticipated Annual General Meeting, the Management Board shall call for an Extraordinary General Meeting.
    3. The members of the Management Board shall acknowledge that they have been placed in a position of trust to the Members, and that they shall act with due care and diligence in dealing with the funds, property and operations of the Association. Furthermore, the Management Board shall:
46. decide on membership of new Members and exclusion of the Members;
47. select the Director;
48. determine Schools’ policies, only after consideration of the Director's recommendations;
49. provide a clearly stated job description for the Director, setting out appropriate delegation of power and authority including the selection of all employees under her/his jurisdiction and initial drafting of long-term plans for the School’s curriculum, staffing and facilities;
50. pursue all relationships with the Schools, only through the Director;
51. establish tuition and fees of the Schools;
52. authorize the bookkeeping of the Association;
53. authorize and approve the budget of the Association;
54. authorize the preparation of the annual activity report and annual accounts of the Association, and submit these to the Annual General Meeting;
55. manage the property and finances, and direct the operations of the Association, for the benefit of the Members such that:
    1. all income and profit from the operations of the Association shall be used only for the purposes outlined in these Articles;
    2. Members may not receive any pay or share of the proceeds of the Association for their capacity as Members, the members of the Management Board may receive remuneration for performing their obligations in the amount decided by the General Meeting;
    3. conduct their duties in accordance with these Articles and the law.
    4. The chair of the Management Board shall:
56. represent the Management Board in relations with the Members;
57. determine the duties of the members of the Management Board;
58. convene and preside over the meetings of the Management Board;
59. convene and preside over the General Meetings, unless the Extraordinary General Meeting is convened at the initiative of the Members.
    1. The meetings of the Management Board shall be held as follows:
60. the Management Board meeting shall be announced to the members of the Management Board in advance at least 5 business days;
61. the Management Board is competent to adopt resolutions if over one-half of the members are present at the meeting;
62. a resolution of the Management Board shall be adopted if over one-half of the votes are in favour;
63. minutes of all meetings of the Management Board shall be kept, signed by the person presiding over the meeting, as well as the secretary that drafted the minutes, and shall be approved by the Management Board at the next meeting;
64. any member of the Management Board shall remove him/herself from all discussions and votes where there is a conflict of interest. The member presiding over the meeting shall have the right to exclude the member from any parts of the meetings where the topic under consideration constitutes a potential conflict of interest;
65. the Management Board meetings shall be open to the Members, unless otherwise decided by the chair of the Management Board.
    1. The Management Board has the right to adopt resolutions without calling a meeting. The chair of the Management Board shall send a draft of the resolution to all members of the Management Board in writing or in a format which can be reproduced in writing (e-mail, fax), specifying the term by which the member must present his or her written or in a format which can be reproduced in writing position on it. If a member of the Management Board does not give notice of whether the member is in favour of or opposed to the resolution during this term, it shall be deemed that he or she votes against the resolution. If a resolution is made pursuant to the procedure provided for in this section, the resolution shall be adopted if more than half of the members of the Management Board are in favour. The chair of the Management Board shall prepare a record of voting on the results of voting in lieu of minutes of the meeting and shall send the record promptly to the members. A record of voting shall set out the name and registered office of the Association, the adopted resolutions and the number of votes in favour (incl. the names of the members of the Management Board who voted in favour of each resolution), other circumstances of importance with regard to the vote.
66. DIRECTOR
    1. The Director shall be the chief executive officer of the Schools and shall be responsible to the Management Board.
    2. Subject to the policies established by the Management Board, the Director shall, among other matters:
67. direct the everyday activities of the Schools;
68. draft long-term plans for the Schools’ curriculum, staffing and facilities;
69. appoint and dismiss staff members of the Schools;
70. administer funds of the Association;
71. enter into transactions on behalf of the Association and organise financial matters of the Association;
72. set out the appropriate delegation of power and authority within the Schools;
73. perform other duties prescribed for him/her in these Articles, the bylaws of the Schools and legal acts.
74. SCHOOLS
    1. The Schools are owned and operated by the Association in accordance with the Private Schools Act and any other relevant legal acts.
    2. The purposes of the Schools are enumerated in section 2 of these Articles. The Schools are regulated by the relevant legislation, these Articles and the bylaws of the Schools, which are approved and may be amended by the Management Board from time to time.
    3. If required under legislation, the Management Board shall ensure that each School has a valid education license, curriculum, developmental plan and an advisory committee. The Management Board shall exercise its best efforts to ensure that the composition of the advisory committee of each School is similar to the composition of the advisory committees of the other Schools, subject to the restrictions prescribed in the legislation.
75. ACCOUNTS AND AUDITING
    1. The Management Board shall keep books of accounts, documenting the assets and liabilities of the Association, the income and expenditures of the Association, and the purposes for expenditures and sources of income.
    2. The books of accounts shall be kept in the office of the Association, or at such other place as the Management Board shall determine.
    3. The fiscal year of the Association shall begin on July 1 and end on June 30.
    4. The Management Board shall present to the Annual General Meeting the annual report, which shall be accompanied by the activity report from the Management Board.
76. AMENDMENTS TO THE ARTICLES
    1. A resolution on amendment of these Articles is adopted if over 2/3 of the Members or their representatives who participate in the General Meeting vote in favour.
    2. The consent of at least 9/10 of all the Members is required to change the objective of the Association prescribed in the Articles.
77. DISSOLUTION
    1. Any decision to dissolve the Association shall be put to a vote of the General Meeting. At least 3/4 of all Members (i.e. of all persons being the Members on the date of the respective General Meeting according to the list of the Members maintained by the Management Board) must vote in favour of a decision to dissolve the Association.
    2. In the event of the dissolution of the Association, the net assets of the Association must first be used to repay any pro rata tuition due to the Members. Any remaining assets of the Association, at the discretion of the Management Board, may only be transferred to charitable, educational or scientific organisations.

The Articles have been approved on 15 November 2013 by decision of the Annual General Meeting.

|  |  |  |
| --- | --- | --- |
| Kathleen Naglee  Member of the Management Board |  |  |