

**ARTICLES OF ASSOCIATION
OF THE NON-PROFIT ASSOCIATION
ESTONIAN ASSOCIATION OF PARENTS OF CHILDREN WITH CANCER**

Latest amendments on 18.08.2016

1. GENERAL PROVISIONS

- 1.1 The Estonian Association of Parents of Children with Cancer is a non-profit organisation for natural persons a voluntary acting on the basis of the municipality of its members.
- 1.2 The name of the non-profit organisation is the Estonian Association of Parents of Children with Cancer.
- 1.3 The abbreviation for non-profit organisation Estonian Association of Parents of Children with Cancer is EAPCC (in English).
- 1.4 The EAPCC is guided in its activities by the Constitution of the Republic of Estonia, Non-profit Associations Act and other legislation and this Articles of Association.
- 1.5 The location of the EAPCC is the legal address indicated in the commercial register.

2. OBJECTIVES

- 2.1 The EAPCC's responsibilities are for providing comprehensive assistance and support to children with cancer and their families; helping to develop healthcare and treatment conditions for children with cancer.
- 2.2 The aim of the EAPCC is to:
 - 2.2.1 design a living environment that would reduce the cancer diseases; and to facilitate the course of disease;
 - 2.2.2 improve social care for children with cancer, awareness of social care and protection for their families and protection of their interests in regards to state or in bodies of local municipalities.
 - 2.2.3 support the training of people taking care of children with cancer;
 - 2.2.4 create contacts and organising cooperation with persons and organisations associated on the problems of children with cancer, both at home and abroad;
 - 2.2.5 collection and dissemination of informative material on cancer diseases in children;
 - 2.2.6 attendance of the preparation of draft laws and regulations on the interests of children with cancer, if necessary, submission of amendments to the one in force.

3. MEMBERS, THEIR RIGHTS AND OBLIGATIONS

- 3.1 Any natural person with legal capacity whose application to become a member may be a member of the supervisory board has been satisfied in accordance with this Articles of Association.
- 3.2 The applicant for membership of the EAPCC shall submit a written application to the management board together with contact details.
- 3.3 The application shall be deemed to have been admitted to EAPCC if the management board does not notify the applicant within 10 days of the decision to refuse the application. The management board may decide to include a member to the list before by informing the applicant.
- 3.4 If the management board refuses to accept the applicant as a member, the applicant may submit the application to the general meeting for the decision to become a member.
- 3.5 Member is entitled to leave the EAPCC by submitting a personal written application to the management board. A member shall be deemed to be excluded on the day following the day on which the application was received.
- 3.6 The management board may exclude EAPCC from membership without application:
 - 3.6.1 if it does not participate in the general meetings of EAPCC for two consecutive financial years;
 - 3.6.2 if the good name of EAPCC has been damaged by his unworthy conduct;
 - 3.6.3 if it has unduly taken over the assets of EAPCC or damaged the essential interests of EAPCC otherwise in a way.

3.7 The management board shall immediately inform the member to be excluded in writing in a format to be reproduced the decision and the reasons for it. The excluded member may submit his or her exclusion to the general meeting for deciding.

3.8 The EAPCC member is entitled to:

3.8.1 participate in events organised by EAPCC;

3.8.2 make proposals to the management board for work of EAPCC and to be the initiators of the events;

3.8.3 receive information on EAPCC activities;

3.8.4 be elected to the governing bodies of EAPCC;

3.8.5 leave the EAPCC under the conditions laid down in the Articles of Association.

3.9 The EAPCC member has an obligation to:

3.9.1 recognise the objectives of EAPCC and follow the Articles of Association by participating in the activities of EAPCC and the decisions of the general meeting and the management board;

3.9.2 attend the general meetings of EAPCC for two consecutive financial years;

3.9.3 provide EAPCC with their contact details and inform them of their change.

4. GENERAL MEETING

4.1. The highest management body of the board shall be the general meeting of the members, where each member of the board of directors of EAPCC has one voice. A member of the supervisory board may, in writing, authorise another EAPCC to participate in the general meeting for himself or herself a member. Each member participating in the general meeting may represent up to two members on a mandate basis.

4.2. The General Meeting shall take decisions on matters of governance of EAPCC which are not governed by law; or the competence of the Management Board as provided for in this Articles of Association.

4.3 The exclusive competence of the General Meeting shall include:

4.3.1 modification of the Articles of Association;

4.3.2 modification of the objectives of the non-profit organisation;

4.3.3 election and recall of the Management Board members;

4.3.4 approval of the annual report;

4.3.4¹ approval of the action plan for the next period and the budget;

4.3.5 deciding on a transaction with the Management Board member, determining the terms of the transaction, determination of the existence of a legal dispute and of EAPCC in that transaction or dispute appointment of a representative;

4.3.6 decision on termination, merger and division.

4.4 The General Meeting shall be convened by the Management Board at least once a year or according to the Articles of Association where the interests of EAPCC so require, informing at least 14 days in advance the day, time, place and the Agenda of the General Meeting.

4.5 The Management Board must convene a General Meeting if at least 1/10 of EAPCC's members so require in written, showing the justification in written.

4.6 The General Meeting shall be capable to make decisions if at least one third of the members of EAPCC participate in it. If at least one third of the members of EAPCC are not represented at the General Meeting, the Management Board shall convene a new General Meeting with the same Agenda at the earliest 7 days; and at the latest in three months. The new General Meeting will be able to make decisions regardless of the number of participating members.

4.7 The General Meeting and the new General Meeting may take place by electronic means in the online environment indicated in the meeting invitation under the same conditions as those required to conduct a General Meeting. The procedure of conducting a General Meeting by electronic means shall be laid down by the Management Board.

4.8 [Invalid; 18.08.2016]

4.9 The decision of the General Meeting has been adopted if more than half of the members participating the meeting, or their representatives, vote in favour of it at the meeting, if pursuant to the Articles of Association or the Law a higher majority is required for the adoption of the

decision. In case of equal distribution of votes, the decision shall be leasehold. In case of electing a person, the candidate who had received more votes than the others shall be considered to be elected at the General Meeting.

4.10 The decision to amend the Articles of Association has been taken if more than 2/3 of the votes voted in favour of it of the members or their representatives who participated in the general meeting, with the exception of any modification of the objectives of EAPCC.

4.11 At least 9/10 of the members of EAPCC consent is required to change the objectives of EAPCC. The consent of a member not participating in the General Meeting shall be given in writing.

4.12 The vote shall be held in secret if required by at least 1/3 of the members or their representatives participating in the General Meeting.

4.13 The decisions of the General Meeting shall be recorded in the minutes. The minutes of the General Meeting shall be signed by the chairman of the meeting and the person drafting the minutes. The minutes of the General Meeting shall be accompanied by a list of participants, letters of attorney and written proposals submitted to the General Meeting.

4.14 The Management Board shall publish a draft of the minutes of the General Meeting electronically in the same manner as used to issue invitations to the General Meeting. The member who attended the General Meeting is entitled to within 10 days make proposals to improve or refine the minutes.

5. MANAGEMENT BOARD

5.1 The activities of EAPCC are managed and EAPCC is represented by the Management Board.

5.2 The Management Board consists of 3 up to 7 members. A member of the Management Board shall be elected by the General Meeting to the fixed term of up to 3 years.

5.3 The responsibilities of the Management Board are:

5.3.1 organisation of the activities for operation of the Association;

5.3.2 accounting the list of members of the Association;

5.3.3 forming and introducing the Agenda and the annual budget to the General Meeting for approval;

5.3.4 preparation of the Annual Report and organisation of the accounts of the Association;

5.3.5 use and disposal of the assets of EAPCC in accordance with legislation and with this the requirements arising from the Articles of Association and from the decisions of the General Meeting;

5.3.6 deciding applicants to become a member of the Association and to exclude members from EAPCC membership;

5.3.7 other matters arising from legislation, Articles of Association or decisions of the General Meeting.

5.4 The Management Board shall elect a Chair from among its members and shall decide on the allocation of between members.

5.5 The Management Board shall be represented by a member based on the relevant decision.

5.6 The General Meeting has a right to recall the member of the Management Board regardless of the reason.

5.7 The member of the Management Board shall convene the meeting. The member who convened Management Board meeting shall be also entitled to invite connoisseurs and experts, at his/her discretion, to a meeting of the Management Board.

5.8 The form of the Management Board meeting shall be decided by member who convened it. 5.9 The Management Board meetings shall be held as appropriate, but not less frequently than once in the quarter. Extraordinary Management Board meeting may be convened by at least 1/3 of the Management Board Members.

5.10 The Management Board shall be able to decide if more than half of the members of the Management Board participate in the meeting. The Management Board may take decisions without convening a meeting if all members of the Management Board shall vote in a manner

that allows written reproduction. Where there are equal votes, the vote of the Chair of the Management Board shall be deemed decisive.

5.11 The decisions of the Management Board shall be recorded in the Minutes at the prior request of the member. The Minutes shall be signed by the Chair and the member who wrote the Minutes.

5.12 Member of the Management Board may be remunerated according to the decision of the General Meeting.

6. ECONOMIC ACTIVITY AND ASSETS

6.1 The Annual Report shall be made available to members no later than 14 days before the regular General Meeting of EAPCC.

6.2 The approval of the Annual Report shall be decided by the General Meeting. Approved Annual Report all members of the Board shall be signed by all members of Management Board [*legislation has been amended by now*].

6.3 EAPCC uses the following sources to cover its operating costs:

6.3.1 donations and sponsorships;

6.3.2 simple-directional provisions;

6.3.3 funds generated as a result of the statutory activity;

6.3.4 other sources permitted by legislation.

6.4 EAPCC uses its financial resources to meet the objectives of the Articles of Association.

6.5 EAPCC can have bank accounts and accounts in foreign banks.

6.6 EAPCC does not share its assets or income and does not provide material assistance or financial valuables the founders, the members of EAPCC, the members of the Management Board, the persons who donated to persons listed before, or a member of the management or control body of such a person or persons associated with such persons for the purposes of the Income Tax Act, unless the sharing of EAPCC's assets or income, material assistance; or granting financially valued benefits to the person concerned is in the Articles of Association of EAPCC in accordance with the task and objectives.

7. MERGER, DIVISION, LIQUIDATION

7.1 The merger, division and liquidation of EAPCC shall take place in accordance with the procedure laid down in the legislation.

7.2 At the end of the Management Board, liquidators are members of the Management Board or appointed by the General Meeting.

7.3 Assets remaining in liquidation will be transferred with income tax benefit included in the list of non-profit organisations, foundations and religious associations for a non-profit organisation or foundation whose objectives are the same as EAPCC's goals.

8. AUDIT COMMITTEE

8.1 The Audit Committee shall act as the audit body, selected by the General Meeting and is accountable to the General Meeting of EAPCC.

8.2 The members of the Audit Committee shall be elected for a period of three years. The number of members of the Audit Committee shall be three members of EAPCC. A member of the Audit Committee may not be a member of the Management Board, close to him or her; or EAPCC's accountant.

8.3 The member of the Audit Committee is objective in its activities and avoids any possible conflicts of interest in relation to the financial activities and the activities of the bodies of the non-profit organisation.

8.4 The Audit Committee shall monitor and evaluate the use of funds, including the Management Board compliance of activities, decisions and financial activities with the mandate given by the General Meeting, confirmed budget and legislation and accounting requirements.

8.5 The meetings of the Audit Committee shall be held at least once every half year.

8.6 The members of the Management Board and other non-profit-making bodies shall the Audit Committee shall examine all documents necessary for carrying out the audit and shall provide necessary information.

8.7 The Audit Committee shall draw up a report or an opinion on the results of the audit the Annual Report to be submitted by EAPCC to its members at least 14 days before the General Meeting.

8.8 The Audit Committee shall be entitled to receive without delay information relating to the financial activities of the Union, including decisions of the Management Board on the use of funds and to have supervisory access to the Association for observation and analysis of the use of funds.

8.9 The Audit Committee is entitled, if necessary, to examine the previous financial years reporting periods.

8.10 The Audit Committee may develop working arrangements approved by the General Meeting.